

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Jones Richard M</u>			2. Issuer Name and Ticker or Trading Symbol <u>ViacomCBS Inc. [ VIACA,VIAC ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>EVP, General Tax Counsel</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2021</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person _____	
1515 BROADWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	NEW YORK	NY	10036			
(City)	(State)	(Zip)				

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class B common stock	03/01/2021		M		22,913	A	\$45.79	145,858	D	
Class B common stock	03/01/2021		M		14,502	A	\$54.32	160,360	D	
Class B common stock	03/01/2021		M		13,950	A	\$59.54	174,310	D	
Class B common stock	03/01/2021		S		35,303	D	\$67.7259 <sup>(1)</sup>	139,007	D	
Class B common stock	03/01/2021		S		126,790	D	\$67.345 <sup>(2)</sup>	12,217	D	
Class B common stock	03/01/2021		I		1,960	D	\$67.13	0.0000	I	By 401(k)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy) <sup>(3)</sup>	\$45.79	03/01/2021		M		22,913		02/18/2017 <sup>(4)</sup>	02/18/2024	Class B common stock	22,913	\$0.0000 <sup>(3)</sup>	0.0000	D	
Employee Stock Option (right to buy) <sup>(3)</sup>	\$59.54	03/01/2021		M		13,950		02/19/2016 <sup>(5)</sup>	02/19/2023	Class B common stock	13,950	\$0.0000 <sup>(3)</sup>	0.0000	D	
Employee Stock Option (right to buy) <sup>(3)</sup>	\$54.32	03/01/2021		M		14,502		02/22/2019 <sup>(6)</sup>	02/22/2026	Class B common stock	14,502	\$0.0000 <sup>(3)</sup>	4,835	D	
Class B Phantom Common Stock Units	<sup>(7)</sup>	03/01/2021		I		5,062		<sup>(7)</sup>	<sup>(7)</sup>	Class B common stock	5,062	\$67.13	0.0000	I	By Excess 401(k)

**Explanation of Responses:**

- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.64 to \$67.95, inclusive. The reporting person undertakes to provide upon request by the staff of the U.S. Securities and Exchange Commission, the Issuer or any security holder of the Issuer full information regarding the number of shares sold at each separate price.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.64 to \$67.635, inclusive. The reporting person undertakes to provide upon request by the staff of the U.S. Securities and Exchange Commission, the Issuer or any security holder of the Issuer full information regarding the number of shares sold at each separate price.
- Granted under ViacomCBS's long-term incentive plan for no consideration.
- These Stock Options vested in four equal annual installments beginning on February 18, 2017.
- These Stock Options vested in four equal annual installments beginning on February 19, 2016.
- The remaining Stock Options will vest on February 22, 2022.
- Phantom common stock units are payable in cash following the Reporting Person's retirement or other termination of service pursuant to the ViacomCBS's excess 401(k) plan for designated senior executives. Each ViacomCBS Class B phantom common stock unit is the economic equivalent of one share of ViacomCBS Class B common stock.

/s/ Christa A. D'Alimonte, 03/03/2021  
Attorney-in-Fact for Richard

M. Jones

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**