SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287								
Estimated average burden									
hours per response:	0.5								

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* NELSON RONALD L			2. Issuer Name and Ti ViacomCBS Inc			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
INELSON KONALD L						· · ·]	X	Director	10% C	Dwner		
(Last) 1515 BROADV	(First) WAY	(Middle)) [3. Date of Earliest Trai 04/01/2021	nsaction (Mor	th/Day/Year)		Officer (give title below)	Other below	(specify)		
				4. If Amendment, Date	e of Original F	iled (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
(Street)							Line)	Farma file d has Ore				
NEW YORK	NY	10036					X	Form filed by On				
								Form filed by Mo Person	re than One Re	porting		
(City)	(State)	(Zip)										
		Table I - N	on-Derivati	ve Securities Ac	quired, D	isposed of, or Bene	ficially	Owned				
Date		2. Transaction Date (Month/Day/Ye	ar) 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4		5. Amount of Securities Beneficially Owned Following Reported	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	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class B common stock	04/01/2021	Α		30 ⁽¹⁾	Α	\$0.0000 ⁽¹⁾	28,311	D	

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. Transa Code (8)		of Deriv Secu Acqu (A) o Dispo of (D (Insti	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ate	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	Amount or Number of Shares				

Explanation of Responses:

1. Represents the regular quarterly crediting of vested Restricted Share Units with a fair market value equal to the amount of cash dividends in such quarter attributable to previously vested Restricted Share Units. On April 1, 2021, the closing price of the Issuer's Class B common stock on The NASDAQ Global Select Market was \$44.64 per share.

/s/ Christa A. D'Alimonte,

Attorney-in-Fact for Ronald L. 04/05/2021

<u>Nelson</u>

** 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.