

VIACOM INC.

FORM 8-K (Current report filing)

Filed 12/06/17 for the Period Ending 12/06/17

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| Address | 1515 BROADWAY NEW YORK, NY, 10036 |
| Telephone | 2122586000 |
| CIK | 0001339947 |
| Symbol | VIA |
| SIC Code | 4841 - Cable and Other Pay Television Services |
| Industry | Entertainment Production |
| Sector | Consumer Cyclical |
| Fiscal Year | 09/30 |

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **December 6, 2017**

VIACOM INC.

(Exact name of registrant as specified in its charter)

Delaware

001-32686

20-3515052

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer Identification
Number)

1515 Broadway, New York, NY

10036

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(212) 258-6000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 8 – Other Events

Item 8.01 Other Events.

On December 6, 2017, Viacom Inc. issued a press release announcing the early tender results for its previously-announced cash tender offers for certain of its outstanding senior notes and senior debentures and a separate press release announcing the pricing of such cash tender offers. A copy of each press release is filed herewith as Exhibit [99.1](#) and [99.2](#), respectively, and each is incorporated by reference herein in its entirety.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed as part of this Report on Form 8-K:

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|---------------------------|--|
| 99.1 | Press release of Viacom Inc. dated December 6, 2017. |
| 99.2 | Press release of Viacom Inc. dated December 6, 2017. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VIACOM INC.

By: /s/ Christa A. D'Alimonte

Name: Christa A. D'Alimonte

Title: Executive Vice President, General Counsel and Secretary

Date: December 6, 2017

Exhibit Index

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Viacom Announces Early Tender Results of Its \$1.0 Billion Cash Tender Offers for Certain Outstanding Debt Securities

NEW YORK --(BUSINESS WIRE)-- Viacom Inc. (NASDAQ: VIAB, VIA) today announced that in connection with its previously-announced cash tender offers (collectively, the “Offers”) for the debt securities identified in the table below (collectively, the “Securities”), approximately \$2.03 billion in combined aggregate principal amount of Securities were validly tendered and not validly withdrawn on or prior to 5:00 p.m., New York City time, on December 5, 2017 (the “Early Tender Deadline”), in the aggregate amounts as shown in the table. The terms and conditions of the Offers are described in the Offer to Purchase dated November 21, 2017 (the “Offer to Purchase”) and the related Letter of Transmittal dated November 21, 2017 (the “Letter of Transmittal”), and remain unchanged.

| Title of Security | CUSIP Number | Acceptance Priority Level | Aggregate Principal Amount Outstanding Prior to the Offers | Aggregate Principal Amount Tendered ⁽¹⁾ |
|-----------------------------------|--------------|---------------------------|--|--|
| 4.500% Senior Debentures due 2042 | 92553PAL6 | 1 | \$ 104,075,000 | \$ 41,238,000 |
| 4.875% Senior Debentures due 2043 | 92553PAQ5 | 2 | \$ 37,268,000 | \$ 5,109,000 |
| 4.850% Senior Debentures due 2034 | 92553PAZ5 | 3 | \$ 591,826,000 | \$ 307,481,000 |
| 3.450% Senior Notes due 2026 | 92553PBB7 | 4 | \$ 594,035,000 | \$ 115,042,000 |
| 2.250% Senior Notes due 2022 | 92553PBA9 | 5 | \$ 189,623,000 | \$ 86,601,000 |
| 5.250% Senior Debentures due 2044 | 92553PAW2 | 6 | \$ 550,000,000 | \$ 202,377,000 |
| 3.250% Senior Notes due 2023 | 92553PAR3 | 7 | \$ 300,000,000 | \$ 118,390,000 |
| 3.125% Senior Notes due 2022 | 92553PAM4 | 8 | \$ 300,000,000 | \$ 104,625,000 |
| 3.875% Senior Notes due 2024 | 92553PAX0 | 9 | \$ 550,000,000 | \$ 152,544,000 |
| 2.750% Senior Notes due 2019 | 92553PAY8 | 10 | \$ 252,345,000 | \$ 65,538,000 |
| 4.250% Senior Notes due 2023 | 92553PAT9 | 11 | \$ 1,250,000,000 | \$ 385,325,000 |
| 3.875% Senior Notes due 2021 | 92553PAJ1 | 12 | \$ 600,000,000 | \$ 204,627,000 |
| 5.850% Senior Debentures due 2043 | 92553PAU6 | 13 | \$ 1,250,000,000 | \$ 240,996,000 |

(1) As of the Early Tender Deadline.

The principal amount of each series of Securities listed in the table above ultimately accepted for purchase will depend upon the determination of the consideration to be paid in the Offers for each series of Securities validly tendered and accepted for purchase as described in the Offer to Purchase (the “Total Consideration”), at 11:00 a.m., New York City time, on December 6, 2017, and will be subject to the maximum tender amount of a combined aggregate purchase price of up to \$1.0 billion (excluding accrued and unpaid interest to, but not including, the applicable settlement date and excluding fees and expenses related to the Offers), the application of the Acceptance Priority Levels (as set forth in the table above) and proration.

Securities not accepted for purchase will be promptly credited to the account of the registered holder of such Securities with The Depository Trust Company and otherwise returned in accordance with the Offer to Purchase and the Letter of Transmittal.

Holders of Securities validly tendered and not validly withdrawn on or prior to the Early Tender Deadline will be eligible to receive the Total Consideration, which includes an early tender premium of \$30 per \$1,000 principal amount of Securities validly tendered and not validly withdrawn by such

holders and accepted for purchase by Viacom. All payments for Securities purchased in connection with the Early Tender Deadline will also include accrued and unpaid interest on the principal amount of Securities tendered from the last interest payment date applicable to the relevant series of Securities up to, but not including, the early settlement date, which is currently expected to be December 7, 2017. In accordance with the terms of the Offers, the withdrawal deadline was 5:00 p.m., New York City time, on December 5, 2017. As a result, tendered Securities may no longer be withdrawn, except in certain limited circumstances where additional withdrawal rights are required by law (as determined by Viacom).

This press release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell with respect to any securities.

About Viacom

Viacom is home to premier global media brands that create compelling entertainment content – including television programs, motion pictures, short-form content, apps, games, consumer products, podcasts, live events and social media experiences – for audiences in more than 180 countries. Viacom's media networks, including Nickelodeon, Nick Jr., MTV, BET, Comedy Central, Spike (to be rebranded as Paramount Network in the U.S.), VH1, TV Land, CMT, Logo, Channel 5 (UK), Telefe (Argentina), Colors (India) and Paramount Channel, reach approximately 4.3 billion cumulative television subscribers worldwide. Paramount Pictures is a major global producer and distributor of filmed entertainment. Paramount Television develops, finances and produces original programming for television and digital platforms.

Cautionary Statement Concerning Forward-Looking Statements

This news release contains both historical and forward-looking statements. All statements that are not statements of historical fact are, or may be deemed to be, forward-looking statements. Forward-looking statements reflect our current expectations concerning future results, objectives, plans and goals, and involve known and unknown risks, uncertainties and other factors that are difficult to predict and which may cause future results, performance or achievements to differ. These risks, uncertainties and other factors include, among others: the public acceptance of our brands, programs, motion pictures and other entertainment content on the various platforms on which they are distributed; technological developments, alternative content offerings and their effects in our markets and on consumer behavior; the potential for loss of carriage or other reduction in the distribution of our content; economic fluctuations in advertising and retail markets, and economic conditions generally; the impact of inadequate audience measurement on our program ratings and advertising and affiliate revenues; significant changes in our senior leadership and the ability of our recently-announced strategic initiatives to achieve their operating objectives; evolving cybersecurity and similar risks; the impact of piracy; increased costs for programming, motion pictures and other rights; the loss of key talent; competition for content, audiences, advertising and distribution; fluctuations in our results due to the timing, mix, number and availability of our motion pictures and other programming; other

domestic and global economic, political, business, competitive and/or regulatory factors affecting our businesses generally; changes in the Federal communications or other laws and regulations; and other factors described in our news releases and filings with the Securities and Exchange Commission, including but not limited to our 2017 Annual Report on Form 10-K and reports on Form 10-Q and Form 8-K. The forward-looking statements included in this document are made only as of the date of this document, and we do not have any obligation to publicly update any forward-looking statements to reflect subsequent events or circumstances.

Contacts

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Viacom Announces the Pricing Terms of Its \$1.0 Billion Cash Tender Offers for Certain Outstanding Debt Securities

NEW YORK --(BUSINESS WIRE)-- Viacom Inc. (NASDAQ: VIAB, VIA) today announced the pricing terms of its previously - announced cash tender offers (collectively, the “Offers”) for up to \$1.0 billion combined aggregate purchase price (excluding accrued and unpaid interest to, but not including, the applicable settlement date and excluding fees and expenses related to the Offers) (the “Maximum Tender Amount”) of the debt securities identified in the table below (collectively, the “Securities”). The terms and conditions of the Offers are described in the Offer to Purchase dated November 21, 2017 (the “Offer to Purchase”) and the related Letter of Transmittal dated November 21, 2017 (the “Letter of Transmittal”), and remain unchanged except as amended hereby.

The total consideration to be paid in the Offers for each series of Securities validly tendered and accepted for purchase was determined by reference to the applicable fixed spread over the yield to maturity based on the bid side price of the applicable U.S. Treasury Security, in each case as set forth in the table below (the “Total Consideration”), and is payable to holders of the Securities who validly tendered and did not validly withdraw their Securities on or before 5:00 p.m., New York City time, on December 5, 2017 (the “Early Tender Deadline”) and whose Securities are accepted for purchase by Viacom. The Reference Yields (as determined pursuant to the Offer to Purchase) listed in the table were determined at 11:00 a.m., New York City time, today, December 6, 2017, by the dealer managers (identified below). The Total Consideration for each series of Securities includes an early tender premium of \$30 per \$1,000 principal amount of Securities validly tendered and not validly withdrawn by such holders and accepted for purchase by Viacom.

The following table sets forth certain information regarding the Securities and the Offers:

| Title of Security | CUSIP Number | Acceptance Priority Level | Reference U.S. Treasury Security | Reference Yield | Fixed Spread (basis points) | Total Consideration(1) | Aggregate Principal Amount Tendered(2) | Aggregate Principal Amount Expected to be Accepted for Purchase |
|-----------------------------------|--------------|---------------------------|----------------------------------|-----------------|-----------------------------|------------------------|--|---|
| 4.500% Senior Debentures due 2042 | 92553PAL6 | 1 | 2.750% UST due August 15, 2047 | 2.705% | 275 | \$ 872.40 | \$ 41,238,000 | \$ 41,238,000 |
| 4.875% Senior Debentures due 2043 | 92553PAQ5 | 2 | 2.750% UST due August 15, 2047 | 2.705% | 275 | \$ 920.58 | \$ 5,109,000 | \$ 5,109,000 |
| 4.850% Senior Debentures due 2034 | 92553PAZ5 | 3 | 2.750% UST due August 15, 2047 | 2.705% | 255 | \$ 954.79 | \$ 307,481,000 | \$ 307,481,000 |
| 3.450% Senior Notes due 2026 | 92553PBB7 | 4 | 2.250% UST due November 15, 2027 | 2.319% | 170 | \$ 958.04 | \$ 115,042,000 | \$ 115,042,000 |
| 2.250% Senior Notes due 2022 | 92553PBA9 | 5 | 2.000% UST due October 31, 2022 | 2.106% | 130 | \$ 955.51 | \$ 86,601,000 | \$ 86,601,000 |
| 5.250% Senior Debentures due 2044 | 92553PAW2 | 6 | 2.750% UST due August 15, 2047 | 2.705% | 275 | \$ 971.45 | \$ 202,377,000 | \$ 202,377,000 |
| 3.250% Senior Notes due 2023 | 92553PAR3 | 7 | 2.000% UST due October 31, 2022 | 2.106% | 165 | \$ 975.96 | \$ 118,390,000 | \$ 118,390,000 |
| 3.125% Senior Notes due 2022 | 92553PAM4 | 8 | 2.000% UST due October 31, 2022 | 2.106% | 145 | \$ 982.14 | \$ 104,625,000 | \$ 104,625,000 |
| 3.875% Senior Notes due 2024 | 92553PAX0 | 9 | 2.250% UST due November 15, 2027 | 2.319% | 155 | \$ 1,000.30 | \$ 152,544,000 | \$ 57,861,000 |
| 2.750% Senior Notes due 2019 | 92553PAY8 | 10 | 1.500% UST due October 31, 2019 | 1.807% | 85 | \$ 1,001.74 | \$ 65,538,000 | \$ 0 |
| 4.250% Senior Notes due 2023 | 92553PAT9 | 11 | 2.000% UST due October 31, 2022 | 2.106% | 185 | \$ 1,014.36 | \$ 385,325,000 | \$ 0 |
| 3.875% Senior Notes due 2021 | 92553PAJ1 | 12 | 2.000% UST due October 31, 2022 | 2.106% | 125 | \$ 1,019.37 | \$ 204,627,000 | \$ 0 |
| 5.850% Senior Debentures due 2043 | 92553PAU6 | 13 | 2.750% UST due August 15, 2047 | 2.705% | 290 | \$ 1,032.78 | \$ 240,996,000 | \$ 0 |

(1) Per \$1,000 principal amount of the Securities that are tendered and accepted for purchase.

(2) As of the Early Tender Deadline.

Viacom currently expects to accept for purchase the aggregate principal amount of each series of the Securities set forth in the column titled, "Aggregate Principal Amount Expected to be Accepted for Purchase," in the table above.

Securities not accepted for purchase will be promptly credited to the account of the registered holder of such Securities with The Depository Trust Company and otherwise returned in accordance with the Offer to Purchase and the Letter of Transmittal.

All payments for Securities purchased in connection with the Early Tender Deadline will also include accrued and unpaid interest on the principal amount of Securities tendered from the last interest payment date applicable to the relevant series of Securities up to, but not including, the early settlement date, which is currently expected to be December 7, 2017. In accordance with the terms of the Offers, the withdrawal deadline was 5:00 p.m., New York City time, on December 5, 2017. As a result, tendered Securities may no longer be withdrawn, except in certain limited circumstances where additional withdrawal rights are required by law (as determined by Viacom).

Although the Offers are scheduled to expire at 11:59 p.m., New York City time, on December 19, 2017, because holders of Securities subject to the Offers validly tendered and did not validly withdraw Securities on or prior to the Early Tender Deadline for which the combined aggregate purchase price exceeds the Maximum Tender Amount, Viacom does not expect to accept for purchase any tenders of Securities after the Early Tender Deadline.

Information Relating to the Offers

BNP Paribas Securities Corp., J.P. Morgan Securities LLC, Mizuho Securities USA LLC and MUFG Securities Americas Inc. are acting as the dealer managers for the Offers. The information agent and tender agent for the Offers is Global Bondholder Services Corporation. Copies of the Offer to Purchase, Letter of Transmittal and related offering materials are available by contacting Global Bondholder Services Corporation by telephone at (866) 924-2200 (toll-free) or (212) 430-3774 (banks and brokers) or by email at contact@gbsc-usa.com. Questions regarding the Offers should be directed to BNP Paribas Securities Corp., Liability Management Group, at (212) 841-3059 (collect) or (888) 210-4358 (toll-free), J.P. Morgan Securities LLC, Liability Management Group, at (212) 834-3424 (collect) or (866) 834-4666 (toll-free), Mizuho Securities USA LLC, Liability Management Group, at (212) 205-7736 (collect) or (866) 271-7403 (toll-free), or MUFG Securities Americas Inc., Liability Management Group, at (212) 405-7481 (collect) or (877) 744-4532 (toll-free).

This press release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell with respect to any securities. The solicitation of offers to sell the Securities is only being made pursuant to the terms of the Offer to Purchase and the related Letter of Transmittal. The offer is not being made in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. None of Viacom, the dealer

managers, the information agent or the tender agent is making any recommendation as to whether or not holders should tender their Securities in connection with the Offers.

About Viacom

Viacom is home to premier global media brands that create compelling entertainment content – including television programs, motion pictures, short-form content, apps, games, consumer products, podcasts, live events and social media experiences – for audiences in more than 180 countries. Viacom's media networks, including Nickelodeon, Nick Jr., MTV, BET, Comedy Central, Spike (to be rebranded as Paramount Network in the U.S.), VH1, TV Land, CMT, Logo, Channel 5 (UK), Telefe (Argentina), Colors (India) and Paramount Channel, reach approximately 4.3 billion cumulative television subscribers worldwide. Paramount Pictures is a major global producer and distributor of filmed entertainment. Paramount Television develops, finances and produces original programming for television and digital platforms.

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