

**VIACOM INC.**  
Reported by  
**ABRAMS GEORGE S**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 02/02/17 for the Period Ending 01/31/17

Address 1515 BROADWAY  
NEW YORK, NY 10036  
Telephone 2122586000  
CIK 0001339947  
Symbol VIA  
Fiscal Year 09/30

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>ABRAMS GEORGE S</b>			<b>Viacom Inc. [ VIA, VIAB ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>1515 BROADWAY</b>			<b>1/31/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>NEW YORK, NY 10036</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)			(Zip)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	1/31/2017		M		3834	(1)	A	(1)	40926	D	
Class B Common Stock	1/31/2017		A		109	(2)	A	(2)	41035	D	
Class B Common Stock									100	I	as Trustee (3)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Restricted Share Units (4)	(1)	1/31/2017		M		3834		(1)	(1)	Class B Common Stock	3834	(4)	0	D	

### Explanation of Responses:

- ( These shares were issued on January 31, 2017 upon the vesting of Restricted Share Units ("RSUs") that were granted on January 31, 2016. On the date of 1) vesting, the closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$42.14 per share.
- ( These shares were issued in respect of dividend equivalents that accrued on the RSUs prior to vesting and that were reinvested in Class B common stock upon 2) vesting.
- ( The director disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the director is the beneficial owner of 3) such securities for purposes of Section 16 or any other purposes.
- ( Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors, as amended and restated as of January 1, 2016, for no consideration. 4)

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>ABRAMS GEORGE S</b> <b>1515 BROADWAY</b> <b>NEW YORK, NY 10036</b>	X			

### Signatures

/s/ Michael D. Fricklas, Attorney-in-Fact for George S. Abrams

2/2/2017

\*\*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.

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