

# VIACOM INC.

## **FORM 8-K** (Current report filing)

Filed 03/13/18 for the Period Ending 03/08/18

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): **March 8, 2018**

**VIACOM INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-32686**

(Commission  
File Number)

**20-3515052**

(IRS Employer Identification  
Number)

**1515 Broadway, New York, NY**

(Address of principal executive offices)

**10036**

(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 5 - Corporate Governance and Management

### Item 5.07 Submission of Matters to a Vote of Security Holders.

The final results of voting on each of the items presented at Viacom Inc.'s ("Viacom" or the "Company") Annual Meeting of Stockholders held on March 8, 2018, as certified by the Company's independent inspector of election, are set forth below.

Each of the directors nominated pursuant to Item 1, and Item 2, received the affirmative vote of the holders of a majority of the aggregate voting power of the Viacom Class A Common Stock present (whether in person or by proxy) and entitled to vote at the Annual Meeting, and was therefore approved pursuant to the Company's Amended and Restated Bylaws.

A total of 42,607,980 shares of Class A Common Stock, representing approximately 86.2% of the Class A shares outstanding, were represented at the Annual Meeting.

#### 1. Election of Directors:

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Robert M. Bakish	40,881,741	154,916	1,571,323
Cristiana Falcone Sorrell	40,886,203	150,454	1,571,323
Thomas J. May	40,653,802	382,855	1,571,323
Judith A. McHale	40,663,642	373,015	1,571,323
Ronald L. Nelson	40,056,919	979,738	1,571,323
Deborah Norville	40,255,917	780,740	1,571,323
Charles E. Phillips, Jr.	40,634,716	401,941	1,571,323
Shari Redstone	40,886,766	149,891	1,571,323
Nicole Seligman	40,886,283	150,374	1,571,323

#### 2. Ratification of the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent auditor for fiscal year 2018:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
42,491,381	91,469	25,130

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**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: March 13, 2018