

MCHALE JUDITH  
Form 4  
February 04, 2019

**FORM 4**

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCHALE JUDITH

(Last) (First) (Middle)

1515 BROADWAY

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Viacom Inc. [VIA, VIAB]

3. Date of Earliest Transaction  
(Month/Day/Year)

01/31/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class B<br>Common<br>Stock            | 01/31/2019                              |                                                             | M                                       | 5,236<br>(1) A (1)                                                         | 9,573 (2)                                                                                                          | D                                                                    |                                                                   |
| Class B<br>Common<br>Stock            | 01/31/2019                              |                                                             | A                                       | 142 (3) A (3)                                                              | 9,715                                                                                                              | D                                                                    |                                                                   |
| Class A<br>Common<br>Stock            |                                         |                                                             |                                         |                                                                            | 15                                                                                                                 | D                                                                    |                                                                   |

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

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                         |                               |
| Restricted Share Units <sup>(4)</sup>      | <u>(5)</u>                                             | 01/31/2019                           |                                                    | A                              | 5,948                                                                                   | <u>(5)</u> <u>(5)</u>                                    | Class B Common Stock                                          | 5,948                         |
| Restricted Share Units <sup>(4)</sup>      | <u>(1)</u>                                             | 01/31/2019                           |                                                    | M                              | 5,236                                                                                   | <u>(1)</u> <u>(1)</u>                                    | Class B Common Stock                                          | 5,236                         |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships                    |
|------------------------------------------------------|----------------------------------|
|                                                      | Director 10% Owner Officer Other |
| MCHALE JUDITH<br>1515 BROADWAY<br>NEW YORK, NY 10036 | X                                |

## Signatures

/s/ Christa A. D'Alimonte, Attorney-in-Fact for Judith  
McHale

02/04/2019

                    Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

These shares were issued on January 31, 2019 upon the vesting of Restricted Share Units ("RSUs") that were granted on January 31,

(1) 2018. On the date of vesting, the closing price of the Class B Common Stock on The NASDAQ Global Select Market was \$29.42 per share.

(2) Includes shares of Class B Common Stock acquired by the director in connection with a dividend reinvestment program exempt from Section 16(a).

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- (3) 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 vesting.
- (4) Granted under the Viacom Inc. 2011 RSU Plan for Outside Directors, as amended and restated as of January 1, 2016, and as further amended and restated as of October 31, 2016, for no consideration.
- (5) These RSUs will vest on January 31, 2020 and a corresponding number of Class B shares will be delivered on that date, unless the director has elected to defer receipt.

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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