

Viacom Inc.
Form 8-K
March 18, 2011

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 15, 2011

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))

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 (the “Company”) Annual Meeting of Stockholders held on March 16, 2011, as certified by the Company’s independent inspector of election, are set forth below. Each of items 1, 2 and 4 received the affirmative vote of the holders of a majority of the aggregate voting power of the Viacom Class A common stock on the Company’s record date, present in person or by proxy at the Annual Meeting, and was therefore approved pursuant to the Company’s Amended and Restated Bylaws. With respect to item 3 below, the selection “Every 3 Years” received the affirmative vote of the holders of a plurality of the aggregate voting power of the Class A common stock on the Company’s record date, voted at the Annual Meeting, and was therefore approved pursuant to Section 14A of the Securities Exchange Act of 1934. A total of 50,646,366 shares of Class A common stock, representing approximately 98% of the Class A shares outstanding, were represented at the meeting.

1. Election of Directors:

| | For | Withheld | Broker Non-Votes |
|--------------------------|------------|-----------|---------------------|
| George S. Abrams | 48,888,855 | 54,332 | 1,703,179 |
| Philippe P. Dauman | 48,873,534 | 69,653 | 1,703,179 |
| Thomas E. Dooley | 48,873,509 | 69,678 | 1,703,179 |
| Alan C. Greenberg | 47,571,447 | 1,371,740 | 1,703,179 |
| Robert K. Kraft | 48,758,748 | 184,439 | 1,703,179 |
| Blythe J. McGarvie | 48,704,578 | 238,609 | 1,703,179 |
| Charles E. Phillips, Jr. | 48,898,211 | 44,976 | 1,703,179 |
| Shari Redstone | 48,873,757 | 69,430 | 1,703,179 |
| Sumner M. Redstone | 48,853,298 | 89,889 | 1,703,179 |
| Frederic V. Salerno | 47,438,430 | 1,504,757 | 1,703,179 |
| William Schwartz | 48,684,393 | 258,794 | 1,703,179 |

2. Adoption, on an advisory basis, of a resolution approving the compensation of the Company’s named executive officers, as described in the Company’s 2011 Proxy Statement:

| For | Against | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 42,338,300 | 1,761,467 | 4,843,420 | 1,703,179 |

3. Selection, on an advisory basis, of the frequency of the stockholder vote on the compensation of the Company’s named executive officers:

| Every 3 Years | Every 2 Years | Every 1 Year | Abstentions | Broker Non-Votes |
|------------------|---------------|--------------|-------------|------------------|
| 42,266,957 | 24,704 | 1,817,278 | 4,834,248 | 1,703,179 |

Based on these results, the Company’s Board of Directors has adopted a policy to hold an advisory vote on the compensation of the Company’s named executive officers every three years.

4. Ratification of the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent auditor for fiscal year 2011:

| | | |
|------------|---------|-------------|
| For | Against | Abstentions |
| 50,608,052 | 26,018 | 12,296 |

Section 8 – Other Events

Item 8.01 Other Events.

On March 15, 2011, the Company issued a press release announcing the expiration and final results of its cash tender offer (the "Tender Offer") to purchase \$576,488,000 of its outstanding 6.25% Senior Notes due 2016. The Tender Offer expired at midnight, New York City time, on March 14, 2011. A copy of the press release is filed herewith as Exhibit 99 and 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 exhibit is filed as part of this Report on Form 8-K:

| Exhibit No. | Description of Exhibit |
|-------------|--|
| 99 | Press Release of Viacom Inc. dated March 15, 2011 announcing the expiration of the Tender Offer. |

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/ Michael D. Fricklas
Name: Michael D. Fricklas
Title: Executive Vice President,
General Counsel and Secretary

Date: March 18, 2011

Exhibit Index

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