

Viacom Inc.  
Form FWP  
August 19, 2009  
VIACOM INC.

**SENIOR NOTES OFFERING FINAL TERMS**

**Issuer Free Writing Prospectus**

**Dated August 19, 2009**

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-139086**

<b>Issuer:</b>	Viacom Inc.	
<b>Ratings:*</b>	Moody s: Baa3 / S&P: BBB / Fitch: BBB	
<b>Format:</b>	SEC Registered	
<b>Securities:</b>	Senior Notes	
<b>Principal Amount:</b>	\$600,000,000	\$250,000,000
<b>Trade Date:</b>	August 19, 2009	August 19, 2009
<b>Settlement Date (T+5):</b>	August 26, 2009	August 26, 2009
<b>Maturity Date:</b>	September 15, 2014	September 15, 2019
<b>Price to Public:</b>	99.291%	99.247%
<b>Gross Spread:</b>	0.35%	0.45%
<b>Net Proceeds:</b>	\$593,646,000	\$246,992,500
<b>Coupon:</b>	4.375%	5.625%
<b>Yield to Maturity:</b>	4.533%	5.724%
<b>Spread to Benchmark Treasury:</b>	UST +210 bps	UST +225 bps
<b>Benchmark Treasury:</b>	2.625% UST due 7/14	3.625% UST due 8/19
<b>Benchmark Treasury Yield:</b>	2.433%	3.474%
<b>Interest Payment Dates:</b>	Semi-annually on March 15 and September 15 commencing March 15, 2010	Semi-annually on March 15 and September 15 commencing March 15, 2010
<b>Make-Whole Call:</b>	Treasury Rate plus 35 bps	Treasury Rate plus 35 bps
<b>Denominations:</b>	\$2,000 X \$1,000	\$2,000 X \$1,000
<b>Day Count:</b>	30/360	30/360
<b>CUSIP:</b>	92553PAE2	92553PAD4
<b>Joint Book-Running Managers:</b>	Citigroup Global Markets Inc.  Deutsche Bank Securities Inc.  RBS Securities Inc.	

\*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

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It is expected that delivery of the Notes will be made against payment therefor on or about August 26, 2009, which will be the fifth business day following the date of pricing of the Notes (such settlement cycle being referred to herein as T+5 ). Under Rule 15c6-1 under the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade either series of the Notes on the date of pricing or the following business day will be required, by virtue of the fact that the Notes initially will settle in T+5, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of Notes who wish to trade those Notes on the date of pricing or the following business day should consult their own advisor.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll free to Citigroup Global Markets Inc. at 1-877-858-5407, Deutsche Bank Securities Inc. at 1-800-503-4611, or RBS Securities Inc. at 1-866-884-2071.

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