

Phelps Julia
Form 3
March 22, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Phelps Julia		(Month/Day/Year)	Viacom Inc. [VIA, VIAB]	
(Last)	(First)	(Middle)	03/12/2019	
1515 BROADWAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, NY 10036			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			EVP, Comms, Culture & Mktg	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

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Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽²⁾	05/18/2024	Class B Common Stock	3,468	\$ 38.86	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽³⁾	05/18/2025	Class B Common Stock	17,595	\$ 33.99	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽⁴⁾	01/31/2026	Class B Common Stock	12,183	\$ 33.42	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽⁵⁾	11/30/2026	Class B Common Stock	20,520	\$ 30.86	D	Â
Restricted Share Units ⁽⁶⁾	Â ⁽⁷⁾	Â ⁽⁷⁾	Class B Common Stock	102	\$ ⁽⁶⁾	D	Â
Restricted Share Units ⁽¹⁾	Â ⁽⁸⁾	Â ⁽⁸⁾	Class B Common Stock	579	\$ ⁽¹⁾	D	Â
Restricted Share Units ⁽¹⁾	Â ⁽⁹⁾	Â ⁽⁹⁾	Class B Common Stock	3,972	\$ ⁽¹⁾	D	Â
Restricted Share Units ⁽¹⁾	Â ⁽¹⁰⁾	Â ⁽¹⁰⁾	Class B Common Stock	3,142	\$ ⁽¹⁾	D	Â
Restricted Share Units ⁽¹⁾	Â ⁽¹¹⁾	Â ⁽¹¹⁾	Class B Common Stock	5,671	\$ ⁽¹⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Phelps Julia 1515 BROADWAY NEW YORK, NY 10036	Â	Â	Â EVP, Comms, Culture & Mkting	Â

Signatures

/s/ Christa A. D'Alimonte, Attorney-in-Fact for Julia Phelps 03/22/2019

⁽¹⁾Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

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- (1) Granted under the Viacom Inc. 2016 Long-Term Management Incentive Plan for no consideration.
- (2) These Stock Options, originally granted on May 18, 2016, have vested/will vest in four equal annual installments beginning on May 18, 2017.
- (3) These Stock Options, originally granted on May 18, 2017, have vested/will vest in four equal annual installments beginning on May 18, 2018.
- (4) These Stock Options, originally granted on January 31, 2018, have vested/will vest in four equal annual installments beginning on January 31, 2019.
- (5) These Stock Options, originally granted on November 30, 2018, will vest in four equal annual installments beginning on November 30, 2019.
- (6) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of January 1, 2011, for no consideration.

These remaining Restricted Share Units ("RSUs"), originally granted on May 20, 2015, will vest on May 20, 2019 and a corresponding number of Class B shares, net of any shares withheld by Viacom to satisfy tax liability incident to the vesting of the RSUs, will be delivered on the vest date.
- (7) These remaining RSUs, originally granted on May 18, 2016, will vest in two equal annual installments beginning on May 18, 2019 and a corresponding number of Class B shares, net of any shares withheld by Viacom to satisfy tax liability incident to the vesting of the RSUs, will be delivered on the vest date.
- (8) These remaining RSUs, originally granted on May 18, 2017, will vest in three equal annual installments beginning on May 18, 2019 and a corresponding number of Class B shares, net of any shares withheld by Viacom to satisfy tax liability incident to the vesting of the RSUs, will be delivered on the vest date.
- (9) These remaining RSUs, originally granted on January 31, 2018 will vest in three equal annual installments beginning on January 31, 2020 and a corresponding number of Class B shares, net of any shares withheld by Viacom to satisfy tax liability incident to the vesting of the RSUs, will be delivered on the vest date.
- (10) These RSUs, originally granted on November 30, 2018, will vest in four equal annual installments beginning on November 30, 2019 and a corresponding number of Class B shares, net of any shares withheld by Viacom to satisfy tax liability incident to the vesting of the RSUs, will be delivered on the vest date.
- (11)

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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