

Edgar Filing: New Viacom Corp. - Form 8-K

New Viacom Corp.  
Form 8-K  
December 12, 2005

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): December 9, 2005

NEW VIACOM CORP.

-----  
(Exact name of registrant as specified in its charter)

Delaware	001-32686	20-3515052
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(State or other jurisdiction of incorporation	(Commission File Number)	(I.R.S. Employer Identification Nu

1515 Broadway, New York, New York 10036  
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(Address of principal executive offices) (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.):

- [X] 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))

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Section 1. Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

On December 9, 2005, Viacom Inc. ("Viacom") and its subsidiary Paramount Pictures Corporation ("Paramount") entered into a purchase agreement (the "Agreement") with DreamWorks L.L.C. and certain holders of outstanding membership interests in DreamWorks L.L.C. identified therein (the "Sellers"), pursuant to which Paramount will acquire all of the outstanding limited liability company interests in DreamWorks L.L.C. upon the terms and subject to the conditions set forth in the Agreement for approximately \$1.6 billion, including the assumption of debt and certain other obligations. The closing of the transactions contemplated by the Agreement is subject to the satisfaction of a number of conditions, including, among others, the obtaining of certain governmental approvals, including under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. A copy of the related press release, dated December 11, 2005, announcing the execution of the Agreement 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.

(c) Exhibits. The following Exhibit is filed as part of this Report on Form 8-K:

Exhibit No.	Description of Exhibit
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99	Press release issued by Viacom, dated December 11, 2005, announcing the acquisition of DreamWorks L.L.C. by Paramount.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEW VIACOM CORP.  
(Registrant)

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

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Exhibit Index

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