

Viacom Inc.
Form 3
April 18, 2017

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 | |
| Â Dalimonte Christa A | | (Month/Day/Year) | Viacom Inc. [VIA, VIAB] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1515 BROADWAY | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, General Counsel & Secy | |
| NEW YORK, Â NY Â 10036 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

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) |
|------------------------------------|--|---|--|

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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| Option/Unit Type | Grant Date | Class | Quantity | Price | Term | Notes |
|---|------------|----------------------|----------|-------------------|------|-------|
| Employee Stock Option (Right to Buy) ⁽¹⁾ | 05/22/2021 | Class B Common Stock | 7,680 | \$ 69.56 | D | |
| Employee Stock Option (Right to Buy) ⁽¹⁾ | 05/21/2022 | Class B Common Stock | 6,039 | \$ 84.46 | D | |
| Employee Stock Option (Right to Buy) ⁽¹⁾ | 05/20/2023 | Class B Common Stock | 10,979 | \$ 65.92 | D | |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | 05/18/2024 | Class B Common Stock | 13,873 | \$ 38.86 | D | |
| Restricted Share Units ⁽¹⁾ | | Class B common Stock | 539 | \$ ⁽¹⁾ | D | |
| Restricted Share Units ⁽¹⁾ | | Class B Common Stock | 888 | \$ ⁽¹⁾ | D | |
| Restricted Share Units ⁽¹⁾ | | Class B Common Stock | 2,049 | \$ ⁽¹⁾ | D | |
| Restricted Share Units ⁽⁵⁾ | | Class B Common Stock | 4,632 | \$ ⁽⁵⁾ | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dalimonte Christa A 1515 BROADWAY NEW YORK, NY 10036 | | | EVP, General Counsel & Secy | |

Signatures

/s/ Christa A.
D'Alimonte

04/18/2017

**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).
- (1) Granted under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated as of January 1, 2011, for no consideration.
- (2) The remaining Stock Options, originally granted on May 22, 2013, will vest on May 22, 2017.

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- (3) The remaining Stock Options, originally granted on May 21, 2014, will vest in two equal annual installments beginning May 21, 2017.
- (4) The remaining Stock Options, originally granted on May 20, 2015, will vest in three equal annual installments beginning May 20, 2017.
- (5) Granted under the Viacom Inc. 2016 Long-Term Management Incentive Plan for no consideration.
- (6) These Stock Options were granted on May 18, 2016 and will vest in four equal annual installments beginning May 18, 2017.
These remaining Restricted Share Units ("RSUs"), originally granted on May 22, 2013, will vest on May 22, 2017 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 21, 2014, will vest in two equal annual installments beginning on May 21, 2017 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 each vest date.
- (8) These remaining RSUs, originally granted on May 20, 2015, will vest in three equal annual installments beginning on May 20, 2017 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 each vest date.
- (9) These RSUs, granted on May 18, 2016, will vest in four equal annual installments beginning on May 18, 2017 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 each vest date.
- (10)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.