

Viacom Inc.
Form 8-K
May 29, 2007

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): May 29, 2007

VIACOM INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction

001-32686

(Commission File Number)

20-3515052

(IRS Employer Identification Number)

of incorporation)

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.):

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Viacom Inc. (Viacom or the Company) is filing as exhibits to this report forms of certificates relating to awards under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated April 12, 2007 (the LTMIP), the terms of which are incorporated by reference herein in their entirety. A copy of the LTMIP was filed with the Securities and Exchange Commission on April 20, 2007 as Annex B to Viacom's Definitive Proxy Statement.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed as part of this Report on Form 8-K:

| Exhibit No. | Description of Exhibit |
|--------------------|--|
| 10.1 | Form of LTMIP Award Certificate. |
| 10.2 | Form of Terms and Conditions to the Stock Option Certificate. |
| 10.3 | Form of Terms and Conditions to the Restricted Share Units Certificate. |
| 10.4 | Form of Terms and Conditions to the Performance Share Units Certificate. |

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: May 29, 2007

Exhibit Index

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