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VIACOM INC
Form 8-K
May 31, 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): May 26, 2005

VIACOM INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--|
| Delaware | 001-09553 | 04-2949533 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification Number) |

1515 Broadway, New York, NY 10036

(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.):

- 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 May 26, 2005, the stockholders of Viacom Inc. ("Viacom" or the "Company") approved the following plans at the Viacom 2005 Annual Meeting of Stockholders: (i) the Viacom Inc. Senior Executive Short-Term Incentive Plan, as amended and restated as of January 1, 2005, and (ii) the Viacom Inc. 2005 RSU Plan for Outside Directors. The descriptions of the plans are set forth in the Company's proxy statement filed with the Securities and Exchange Commission on April 15, 2005 under the headings "Item 3--Approval of the Amended and Restated Viacom Inc. Senior Executive Short-Term Incentive Plan" and "Item 4--Approval of the Viacom Inc. 2005 RSU Plan for Outside Directors" and are incorporated herein by reference.

Section 9--Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

| Exhibit Number | Description of Exhibit |
|----------------|--|
| 10.1 | Viacom Inc. Senior Executive Short-Term Incentive Plan (as amended and restated as of January 1, 2005) (incorporated by reference to Annex B to Viacom Inc.'s Proxy Statement dated April 15, 2005). |
| 10.2 | Viacom Inc. 2005 RSU Plan for Outside Directors (incorporated by reference to Annex C to Viacom Inc.'s Proxy Statement dated April 15, 2005). |

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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.
(Registrant)

By: /s/ Michael D. Fricklas

Name: Michael D. Fricklas
Title: Executive Vice President, General
Counsel and Secretary

Date: May 31, 2005

Exhibit Index

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