

Viacom Inc.  
Form 8-K  
February 10, 2017

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): February 6, 2017

VIACOM INC.

(Exact name of registrant as specified in its charter)

Delaware                                      001-32686      20-3515052  
(State or other jurisdiction (Commission  
of incorporation)                      File Number) (IRS 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. below):

- 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 5 – Corporate Governance and Management

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

(b) On February 10, 2017, Viacom Inc. (“Viacom” or the “Company”) announced that Michael Fricklas, our Executive Vice President, General Counsel and Secretary, will be leaving the Company. He will continue in the role for a transition period, the duration of which has not yet been determined.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 6, 2017, the Viacom Board of Directors amended the Company’s Amended and Restated Bylaws (the “Bylaws”) in order to delete provisions that, by the express language of the Bylaws, were no longer applicable. The amended Bylaws are filed herewith as Exhibit 3.2.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The final results of voting on each of the items presented at the Company’s Annual Meeting of Stockholders held on February 6, 2017, as certified by the Company’s independent inspector of election, are set forth below.

Each of the directors nominated pursuant to Item 1, and each of Items 2 (which was proposed on an advisory basis), 4 and 5, received the affirmative vote of the holders of a majority of the aggregate voting power of the Viacom Class A Common Stock present (whether in person or by proxy) and entitled to vote at the Annual Meeting, and was therefore approved pursuant to the Company’s Bylaws. Under Item 3, which was proposed on an advisory basis, the “Three Years” option received the affirmative vote of the holders of a majority of the aggregate voting power of the Viacom Class A Common Stock present (whether in person or by proxy) and entitled to vote at the Annual Meeting, and was therefore approved pursuant to the Company’s Bylaws.

A total of 48,595,325 shares of Class A Common Stock, representing approximately 98.3% of the Class A shares outstanding, were represented at the Annual Meeting.

1. Election of Directors:

|                           | For        | Withheld  | Broker Non-Votes |
|---------------------------|------------|-----------|------------------|
| Robert M. Bakish          | 46,424,629 | 111,272   | 2,059,424        |
| Cristiana Falcone Sorrell | 46,406,104 | 129,797   | 2,059,424        |
| Kenneth B. Lerer          | 46,454,899 | 81,002    | 2,059,424        |
| Thomas J. May             | 46,425,805 | 110,096   | 2,059,424        |
| Judith A. McHale          | 46,310,166 | 225,735   | 2,059,424        |
| Ronald L. Nelson          | 45,659,420 | 876,481   | 2,059,424        |
| Deborah Norville          | 45,095,844 | 1,440,057 | 2,059,424        |
| Charles E. Phillips, Jr.  | 45,980,138 | 555,763   | 2,059,424        |
| Shari Redstone            | 46,430,788 | 105,113   | 2,059,424        |
| Nicole Seligman           | 46,319,775 | 216,126   | 2,059,424        |

2. Advisory approval of the compensation of the Company’s named executive officers:

| For | Against | Abstentions | Broker Non-Votes |
|-----|---------|-------------|------------------|
|-----|---------|-------------|------------------|

44,572,403 1,941,601 21,897 2,059,424

Advisory approval of the frequency of the  
3. stockholder vote on the compensation of the  
Company's named executive officers:

| Three Years | Two Years | One Year  | Abstentions |
|-------------|-----------|-----------|-------------|
| 44,232,589  | 20,041    | 2,270,416 | 12,855      |

Approval of the Viacom Inc. Senior Executive  
4. Short-Term Incentive Plan, as amended and restated as  
of December 12, 2016:

| For        | Against   | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 45,348,975 | 1,165,002 | 21,924      | 2,059,424        |

Ratification of the appointment of  
5. PricewaterhouseCoopers LLP to  
serve as the Company's independent  
auditor for fiscal year 2017:

| For        | Against | Abstentions |
|------------|---------|-------------|
| 48,470,247 | 95,047  | 30,031      |

#### Section 9 – Financial Statements and Exhibits

##### Item 9.01 Financial Statements and Exhibits.

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

| Exhibit<br>No. | Description of Exhibit   |
|----------------|--|
| 3.2            | Amended and Restated Bylaws of Viacom Inc. (effective as of August 18, 2016; as amended as of February 6, 2017). |

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: February 10, 2017

Exhibit Index

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|-------------|--|
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