

Viacom Inc.  
 Form FWP  
 December 03, 2014  
**VIACOM INC.**

**SENIOR NOTES AND DEBENTURES OFFERING FINAL TERMS**

**Issuer Free Writing Prospectus**

**Dated December 3, 2014**

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-184770**

**2.750% Senior Notes due 2019**

**4.850% Senior Debentures due 2034**

<b>Issuer:</b>	Viacom Inc.	
<b>Ratings:*</b>	Baa2 (stable) / BBB (negative) / BBB+ (stable)	
<b>Format:</b>	SEC Registered	
<b>Securities:</b>	Senior Notes	Senior Debentures
<b>Trade Date:</b>	December 3, 2014	
<b>Settlement Date (T+5):</b>	December 10, 2014	
<b>Interest Payment Dates:</b>	The Notes and Debentures will accrue interest from December 10, 2014 and will be payable semi-annually in arrears on June 15 and December 15 of each year, beginning on June 15, 2015.	
<b>Principal Amount Offered Hereby:</b>	\$400,000,000	\$600,000,000
<b>Maturity Date:</b>	December 15, 2019	December 15, 2034
<b>Price to Public:</b>	99.986% per Note	99.543% per Debenture
<b>Underwriting Discount:</b>	0.350%	0.875%
<b>Net Proceeds:</b>	\$398,544,000	\$592,008,000
<b>Coupon:</b>	2.750%	4.850%
<b>Yield to Maturity:</b>	2.753%	4.886%
<b>Spread to Benchmark Treasury:</b>	+115 bps	+190 bps
<b>Benchmark Treasury:</b>	1.500% UST due November 30, 2019	3.125% UST due August 15, 2044
	99-16 ¼ / 1.603%	102-23 / 2.986%

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**Benchmark**

**Treasury Price /  
Yield:**

**Make-Whole Call:**

Treasury Rate plus 20 bps

Treasury Rate plus 30 bps

**Par Call:**

At any time on or after November 15, 2019,  
at 100% of the principal amount of the Notes  
to be redeemed, plus accrued and unpaid  
interest to the date of redemption.

At any time on or after June 15, 2034, at  
100% of the principal amount of the  
Debentures to be redeemed, plus accrued and  
unpaid interest to the date of redemption.

**Denominations:**

Minimum of \$2,000 x \$1,000 in excess thereof

**Day Count:**

30/360

**CUSIP / ISIN:**

92553P AY8 / US92553PAY88

92553P AZ5 / US92553PAZ53

**Joint  
Book-Running  
Managers:**

Morgan Stanley & Co. LLC

RBC Capital Markets, LLC

Wells Fargo Securities, LLC

\*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**It is expected that delivery of the Senior Notes and Senior Debentures will be made against payment therefor on or about December 10, 2014, which will be the 5th business day following the date of pricing of the Senior Notes and Senior Debentures (such settlement cycle being referred to herein as T+5 ). Under Rule 15c6-1 under the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Senior Notes or Senior Debentures on the date of pricing or the following business day will be required, by virtue of the fact that the Senior Notes and Senior Debentures initially will settle in T+5, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of Senior Notes or Senior Debentures who wish to trade those Senior Notes or Senior Debentures on the date of pricing or the following business day should consult their own advisor.**

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Morgan Stanley & Co. LLC toll-free at 1-866-718-1649, RBC Capital Markets, LLC toll-free at 1-866-375-6829 or Wells Fargo Securities, LLC toll-free at 1-800-645-3751.**

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