

Viacom Inc.  
 Form FWP  
 February 14, 2011  
 VIACOM INC.

**SENIOR NOTES OFFERING FINAL TERMS**

Issuer Free Writing Prospectus

Dated February 14, 2011

Filed Pursuant to Rule 433

Registration Statement No. 333-162962

<b>Issuer:</b>	Viacom Inc.
<b>Ratings:*</b>	Baa1/BBB+/BBB+
<b>Format:</b>	SEC Registered
<b>Securities:</b>	Senior Notes
<b>Principal Amount Offered Hereby:</b>	\$500,000,000
<b>Aggregate Principal Amount to be Outstanding:</b>	\$500,000,000
<b>Trade Date:</b>	February 14, 2011
<b>Settlement Date (T+5):</b>	February 22, 2011
<b>Maturity Date:</b>	March 1, 2021
<b>Price to Public:</b>	98.320%
<b>Gross Spread:</b>	.450%
<b>Net Proceeds:</b>	\$489,350,000
<b>Coupon:</b>	4.500%
<b>Yield to Maturity:</b>	4.712%
<b>Spread to Benchmark Treasury:</b>	+110 bps
<b>Benchmark Treasury:</b>	3.625% UST due 2/15/2021
<b>Benchmark Treasury Price / Yield:</b>	100-03+ / 3.612%
<b>Interest Payment Dates:</b>	Semi-annually on September 1, March 1, beginning on September 1, 2011
<b>Make-Whole Call:</b>	T+20 bps
<b>Denominations:</b>	\$2,000 x \$1,000
<b>Day Count:</b>	30/360
<b>CUSIP:</b>	925524 BG4
<b>Joint Book-Running Managers:</b>	Merrill Lynch, Pierce, Fenner & Smith Incorporated  Morgan Stanley & Co. Incorporated  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 will be made against payment therefor on or about February 22, 2011, which will be the fifth business day following the date of pricing of the Senior Notes (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 on the date of pricing or the following business day will be required, by virtue of the fact that the Senior Notes 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 who wish to trade those Senior Notes 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 Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322, Morgan Stanley & Co. Incorporated at 1-866-718-1649 or Wells Fargo Securities, LLC toll-free at 1-800-326-5897.**

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