

Viacom Inc.  
Form FWP  
March 11, 2013  
VIACOM INC.

**SENIOR NOTES AND DEBENTURES OFFERING - FINAL TERMS**

**Issuer Free Writing Prospectus**

**Dated March 11, 2013**

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-184770**

|  | <b><u>3.250% Senior Notes due 2023</u></b>   | <b><u>4.875% Senior Debentures due 2043</u></b>  |
|--|--|--|
| <b>Issuer:</b>                           | Viacom Inc.  |  |
| <b>Ratings:*</b>                         | Baal (stable) / BBB+ (stable) / BBB+ (stable)  |  |
| <b>Format:</b>                           | SEC Registered   |  |
| <b>Securities:</b>                       | Senior Notes   | Senior Debentures  |
| <b>Trade Date:</b>                       | March 11, 2013   |  |
| <b>Settlement Date (T+3):</b>            | March 14, 2013   |  |
| <b>Interest Payment Dates:</b>           | The Notes will accrue interest from March 14, 2013 and will be payable semi-annually in arrears on March 15 and September 15 of each year, beginning on September 15, 2013 | The Debentures will accrue interest from March 14, 2013 and will be payable semi-annually in arrears on June 15 and December 15 of each year, beginning on June 15, 2013 |
| <b>Principal Amount Offered Hereby:</b>  | \$300,000,000  | \$250,000,000  |
| <b>Maturity Date:</b>                    | March 15, 2023   | June 15, 2043  |
| <b>Price to Public:</b>                  | 99.148% per Note   | 99.474% per Debenture  |
| <b>Gross Spread:</b>                     | 0.45%  | 0.875%   |
| <b>Net Proceeds:</b>                     | \$296,094,000  | \$246,497,500  |
| <b>Coupon:</b>                           | 3.250%   | 4.875%   |
| <b>Yield to Maturity:</b>                | 3.351%   | 4.909%   |
| <b>Spread to Benchmark Treasury:</b>     | +130 bps   | +165 bps   |
| <b>Benchmark Treasury:</b>               | 2.00% UST due February 15, 2023  | 2.75% UST due November 15, 2042  |
| <b>Benchmark Treasury Price / Yield:</b> | 99-17+ / 2.051%  | 90-11+ / 3.259%  |
| <b>Make-Whole Call:</b>                  | Treasury Rate plus 20 bps  | Treasury Rate plus 25 bps  |
| <b>Par Call:</b>                         | At any time on or after December 15, 2022, 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 December 15, 2042, at 100% of the principal amount of the Debentures to be redeemed, plus accrued and unpaid interest to the date of redemption  |
| <b>Denominations:</b>                    | Minimum of \$2,000 x \$1,000 in excess thereof   |  |
| <b>Day Count:</b>                        | 30/360   |  |
| <b>CUSIP:</b>                            | 92553P AR3   | 92553P AQ5   |

**Joint Book-Running Managers:**

BNP Paribas Securities Corp.

Goldman, Sachs & Co.

J.P. Morgan Securities LLC

RBC Capital Markets, 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. **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 BNP Paribas Securities Corp. toll-free at 1-800-854-5674, Goldman, Sachs & Co. toll-free at 1-866-471-2526, J.P. Morgan Securities LLC collect at 1-212-834-4533 or RBC Capital Markets, LLC toll-free at 1-866-375-6829.**

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