

Viacom Inc.
Form 8-K
March 20, 2015

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): March 16, 2015

VIACOM INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 001-32686 | 20-3515052 |
| (State or other jurisdiction of incorporation) | (Commission 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))

Section 5 – Corporate Governance and Management

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

The final results of voting on each of the items presented at Viacom Inc.'s (the "Company") Annual Meeting of Stockholders held on March 16, 2015, as certified by the Company's independent inspector of election, are set forth below. Each of items 1, 2, 3 and 4 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 Amended and Restated Bylaws. A total of 50,072,413 shares of Class A Common Stock, representing approximately 98.9% of the Class A shares outstanding, were represented at the meeting.

1. Election of Directors:

| | For | Withheld | Broker Non-Votes |
|---------------------------|------------|-----------|------------------|
| George S. Abrams | 48,427,701 | 86,561 | 1,558,151 |
| Philippe P. Dauman | 48,430,724 | 83,538 | 1,558,151 |
| Thomas E. Dooley | 48,430,047 | 84,215 | 1,558,151 |
| Cristiana Falcone Sorrell | 47,868,981 | 645,281 | 1,558,151 |
| Robert K. Kraft | 48,447,812 | 66,450 | 1,558,151 |
| Blythe J. McGarvie | 47,863,829 | 650,433 | 1,558,151 |
| Deborah Norville | 46,787,197 | 1,727,065 | 1,558,151 |
| Charles E. Phillips, Jr. | 47,865,987 | 648,275 | 1,558,151 |
| Shari Redstone | 48,427,693 | 86,569 | 1,558,151 |
| Sumner M. Redstone | 48,425,634 | 88,628 | 1,558,151 |
| Frederic V. Salerno | 47,833,075 | 681,187 | 1,558,151 |
| William Schwartz | 47,855,147 | 659,115 | 1,558,151 |

2. Approval of the Viacom Inc. 2016 Long-Term Management Incentive Plan:

| For | Against | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 42,935,043 | 5,533,164 | 46,055 | 1,558,151 |

3. Approval of the Viacom Inc. 2011 RSU Plan for Outside Directors, as amended and restated effective January 1, 2016:

| For | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 47,766,193 | 699,655 | 48,414 | 1,558,151 |

4. Ratification of the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent auditor for fiscal year 2015:

| For | Against | Abstentions |
|------------|---------|-------------|
| 49,951,970 | 103,569 | 16,874 |

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: March 20, 2015

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