

Edgar Filing: VIACOM INC - Form 8-K

VIACOM INC  
Form 8-K  
January 05, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of  
The Securities Act of 1934

Date of Report (Date of earliest event reported): January 5, 2001

VIACOM INC.  
(Exact name of Registrant as specified in its charter)

Delaware	001-09553	04-2949533
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(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1515 Broadway, New York, New York	10036
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (212) 258-6000

Item 5. Other Events

On January 5, 2001, Viacom Inc. ("Viacom") and Infinity Broadcasting Corporation ("Infinity") announced that Infinity will hold a meeting of its stockholders to seek approval on the merger of the two companies. The companies decided to seek stockholder approval after a recent Delaware Chancery Court decision involving another corporation (Digex, Inc. Shareholders Litigation) created uncertainty about whether such a vote might be required for Delaware corporations, such as Infinity. The stockholder meeting is expected to occur in the first quarter of 2001. The closing of the merger is expected to occur promptly following the meeting.

The companies also announced that Infinity's two largest stockholders other than Viacom, Arturo R. Moreno and William S. Levine, have agreed to vote their shares in favor of the transaction. Stockholders of record on January 16, 2001 will be entitled to vote on the proposed merger. Infinity will seek approval of two-thirds of the outstanding voting shares, other than shares owned by Viacom or subject to the voting agreement.

A copy of the press release issued by Viacom and Infinity on

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January 5, 2001 is attached hereto as Exhibit 99.1.

Item 7. Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired

None.

(b) Pro Forma Financial Information

None.

(c) Exhibits

99.1 Press release issued by Viacom Inc. and Infinity Broadcasting Corporation on January 5, 2001.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Viacom has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VIACOM INC.

Date: January 5, 2001

By: /s/ Michael D. Fricklas

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Name: Michael D. Fricklas  
Title: Executive Vice President,  
General Counsel and Secretary

EXHIBIT INDEX

Exhibit No. -----	Description -----
99.1	Press release issued by Viacom Inc. and Infinity Broadcasting Corporation on January 5, 2001.