

Viacom Inc.
Form 8-K
March 13, 2019

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 11, 2019

VIACOM INC.

(Exact name of registrant as specified in its charter)

Delaware 001-32686 20-3515052
(State or other jurisdiction (Commission (IRS Employer Identification
of incorporation) File Number) 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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 (“Viacom” or the “Company”) Annual Meeting of Stockholders held on March 11, 2019, as certified by the Company’s independent inspector of election, are set forth below.

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 voted “for” each of the directors nominated pursuant to Item 1, and “for” Item 2. Each of Item 1 and Item 2 was therefore approved pursuant to the Company’s Amended and Restated Bylaws.

A total of 48,787,136 shares of Class A Common Stock, representing approximately 98.69% of the Class A shares outstanding, were represented at the Annual Meeting.

1. Election of Directors:

| | For | Withheld | Broker Non-Votes |
|---------------------------|------------|----------|------------------|
| Robert M. Bakish | 46,897,242 | 173,145 | 1,716,749 |
| Cristiana Falcone Sorrell | 46,901,640 | 168,747 | 1,716,749 |
| Thomas J. May | 46,480,320 | 590,067 | 1,716,749 |
| Judith A. McHale | 46,503,898 | 566,489 | 1,716,749 |
| Ronald L. Nelson | 46,474,428 | 595,959 | 1,716,749 |
| Deborah Norville | 46,374,647 | 695,740 | 1,716,749 |
| Charles E. Phillips, Jr. | 46,506,080 | 564,307 | 1,716,749 |
| Shari Redstone | 46,900,074 | 170,313 | 1,716,749 |
| Nicole Seligman | 46,900,761 | 169,626 | 1,716,749 |

Ratification of the appointment of PricewaterhouseCoopers LLP

2. to serve as the Company’s independent auditor for fiscal year 2019:

| For | Against | Abstentions |
|------------|---------|-------------|
| 48,658,210 | 109,979 | 18,947 |

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/ Christa A. D'Alimonte

Name: Christa A. D'Alimonte

Title: Executive Vice President, General Counsel and Secretary

Date: March 13, 2019