

Viacom Inc.  
 Form FWP  
 September 24, 2009  
 VIACOM INC.

**SENIOR NOTES OFFERING FINAL TERMS**

**Issuer Free Writing Prospectus**

**Dated September 24, 2009**

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-139086**

<b>Issuer:</b>	Viacom Inc.	
<b>Ratings:*</b>	Moody s: Baa3 / S&P: BBB / Fitch: BBB	
<b>Format:</b>	SEC Registered	
<b>Securities:</b>	Senior Notes	
<b>Principal Amount Offered</b>	\$250,000,000	\$300,000,000
<b>Hereby:</b>		
<b>Aggregate Principal Amount</b>	\$250,000,000	\$550,000,000
<b>to be Outstanding:</b>		
<b>Trade Date:</b>	September 24, 2009	September 24, 2009
<b>Settlement Date:</b>	September 29, 2009	September 29, 2009
<b>Maturity Date:</b>	September 15, 2015	September 15, 2019
<b>Price to Public:</b>	99.814%	101.938%
<b>Gross Spread:</b>	0.375%	0.450%
<b>Net Proceeds:</b>	\$248,597,500	\$304,464,000
<b>Coupon:</b>	4.250%	5.625%
<b>Yield to Maturity:</b>	4.286%	5.370%
<b>Spread to Benchmark</b>	UST + 195 bps	UST + 200 bps
<b>Treasury:</b>		
<b>Benchmark Treasury:</b>	2.375% UST due 8/14	3.625% UST due 8/19
<b>Benchmark Treasury Price /</b>	100-5 <sup>3</sup> / <sub>4</sub> / 2.336%	102-4 / 3.370%
<b>Yield:</b>		
<b>Interest Payment Dates:</b>	Semi-annually on March 15 and September 15 commencing March 15, 2010	Semi-annually on March 15 and September 15 commencing March 15, 2010
<b>Make-Whole Call:</b>	Treasury Rate plus 35 bps	Treasury Rate plus 35 bps
<b>Denominations:</b>	\$2,000 X \$1,000	\$2,000 X \$1,000
<b>Day Count:</b>	30/360	30/360

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**CUSIP:** 92553PAF9 92553PAD4

**Joint Book-Running** Banc of America Securities LLC

**Managers:** J.P. Morgan Securities Inc.

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.

**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 Banc of America Securities LLC toll-free at 1-800-294-1322, J.P. Morgan Securities Inc. collect at 212-834-4533 or Wells Fargo Securities, LLC toll-free at 1-800-326-5897.

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