

Viacom Inc.  
Form DEF 14A  
January 19, 2018  
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant      Filed by a Party other than the Registrant

**Check the appropriate box:**

Preliminary Proxy Statement

CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14A-6(E)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

VIACOM INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

**Payment of Filing Fee (Check the appropriate box):**

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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January 19, 2018

Dear Viacom Stockholders:

We are pleased to invite you to attend the Viacom Inc. 2018 Annual Meeting of Stockholders. The meeting will be held on Thursday, March 8, 2018 at Viacom's corporate headquarters at 1515 Broadway, New York, New York, beginning at 9:00 a.m., Eastern Standard Time.

At this year's meeting, we will be electing nine members of our Board of Directors and ratifying the appointment of our independent auditor, as described in the proxy statement.

To help reduce costs and the environmental impact of printing the proxy materials, we encourage you to take advantage of electronic delivery of proxy materials by following the instructions in the proxy statement. Stockholders who have not elected to receive proxy materials electronically or in print will receive in the mail a Notice of Internet Availability of Proxy Materials that tells you how to:

Access the Notice of 2018 Annual Meeting of Stockholders and Proxy Statement, our Stockholder Letter and our Annual Report on Form 10-K for the fiscal year ended September 30, 2017 through

<http://proxymaterials.viacom.com>; and

Submit your vote if you hold shares of Class A common stock. Class A common stockholders can submit their vote by telephone, the Internet or in person at the Annual Meeting. Class A holders will also find instructions on how to vote their shares on their proxy card or voting instruction card.

We appreciate your continued support of Viacom and look forward to seeing you at the Annual Meeting.

THOMAS J. MAY

Chairman of the Board of Directors

ROBERT M. BAKISH

President and Chief Executive Officer

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NOTICE OF 2018 ANNUAL MEETING OF STOCKHOLDERS AND PROXY STATEMENT

The Viacom Inc. 2018 Annual Meeting of Stockholders will be held on Thursday, March 8, 2018 at Viacom's corporate headquarters at 1515 Broadway, New York, New York, beginning at 9:00 a.m., Eastern Standard Time. At the meeting, we will consider:

1. The election of the nine director nominees identified in the proxy statement;
2. Ratification of the appointment of PricewaterhouseCoopers LLP to serve as our independent auditor for our fiscal year 2018; and
3. Such other business as may properly come before the meeting.

Holders of Class A common stock at the close of business on our record date of January 18, 2018 are entitled to notice of and to vote at the Annual Meeting and any postponement or adjournment of the meeting. For a period of at least ten days prior to the Annual Meeting, a complete list of stockholders entitled to vote at the Annual Meeting will be open for examination by any stockholder during ordinary business hours at our corporate headquarters located at 1515 Broadway, New York, New York.

Holders of Class B common stock are not entitled to vote at the Annual Meeting, but are invited to attend the meeting and will receive the proxy materials for informational purposes.

National Amusements, Inc., which beneficially owned approximately 79.8% of the shares of Class A common stock as of our record date, has advised us that it intends to vote all of its shares of Class A common stock in accordance with the recommendations of the Board of Directors on each of the items of business identified above, which will be sufficient to constitute a quorum and to determine the outcome of each item under consideration.

If you plan to attend the Annual Meeting, you will need to obtain an admission ticket and present photo identification. Instructions on how to obtain an admission ticket are on page 3 of the proxy statement ("How do I gain admission to the Annual Meeting?").

By order of the Board of Directors,

CHRISTA A. D'ALIMONTE

Executive Vice President, General Counsel and Secretary

January 19, 2018

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QUESTIONS AND ANSWERS ABOUT THE 2018 ANNUAL MEETING OF STOCKHOLDERS

2018 PROXY STATEMENT

QUESTIONS AND ANSWERS ABOUT THE 2018 ANNUAL MEETING OF STOCKHOLDERS

What is the purpose of this proxy statement?

The Viacom Board of Directors (the “Board of Directors” or the items to be considered at the 2018 Annual Meeting of “Board”) is soliciting a proxy from each stockholder of our Stockholders (the “Annual Meeting”), which will be held Class A common stock to vote on on Thursday, March 8, 2018.

What is the Notice of Internet Availability of Proxy Materials?

The Notice of Internet Availability of Proxy Materials is a document that:

Provides instructions on how Class A stockholders may vote their shares; and

Indicates that our Stockholder Letter, Notice of 2018 Annual Meeting of Stockholders and Proxy Statement, and Annual Report on Form 10-K for the fiscal year ended September 30, 2017 are available at <http://proxymaterials.viacom.com>;

Indicates how you may request printed copies of these materials, including, for holders of Class A common stock, the proxy card or voting instruction card.

We will begin distributing the Notice of Internet Availability of Proxy Materials on or about January 22, 2018.

What items of business will be voted on at the Annual Meeting and what vote does the Board of Directors recommend?

At the meeting, we will consider:

1. The election of the nine director nominees identified in this proxy statement, and the Board of Directors recommends a vote “FOR” each of those nominees; and

2. The ratification of the appointment of PricewaterhouseCoopers LLP to serve as our independent auditor for our fiscal year 2018, and the Board recommends a vote “FOR” ratification.

Who is entitled to vote at the Annual Meeting?

If you are a holder of Class A common stock:

Holders of our Class A common stock as of the record date of January 18, 2018 are entitled to notice of and to vote at the Annual Meeting and any postponement or adjournment of the meeting.

If you are a holder of Class B common stock:

Holders of our non-voting Class B common stock are not entitled to vote at the Annual Meeting, or any postponement or adjournment of the meeting, and will receive this proxy statement and related materials for informational purposes.

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**QUESTIONS AND ANSWERS ABOUT THE 2018 ANNUAL MEETING OF STOCKHOLDERS**

How many shares can vote at the Annual Meeting?

At the close of business on the record date of January 18, 2018, we had 49,431,181 shares of Class A common stock outstanding, and each of

those shares is entitled to one vote. Shares of Class B common stock are not entitled to vote.

How many shares must be present or represented at the Annual Meeting to conduct business?

Under our Amended and Restated Bylaws, the holders of a majority of the aggregate voting power of the Class A common stock outstanding on the record date must be present in person or by proxy at the Annual Meeting to constitute a quorum to conduct business at the Annual Meeting. Abstentions will be

treated as present for purposes of determining a quorum. The shares of our Class A common stock held by National Amusements, Inc. (“NAI”) will be present at the Annual Meeting and will constitute a quorum.

What vote is required to approve each of the items of business?

Under our Amended and Restated Bylaws, the affirmative vote of the holders of a majority of the aggregate voting power of the Class A common stock present (whether in person or by proxy) and entitled to vote at the Annual Meeting is required to approve the items listed above.

At the close of business on our record date, NAI beneficially owned, directly and through wholly-owned subsidiaries, approximately 79.8% of our outstanding Class A common stock. NAI has advised us that it intends to vote all of the shares of Class A common stock held by it and its wholly-owned subsidiaries in accordance with the recommendations of the Board of Directors on each of the items listed above.

How can I vote my shares at the Annual Meeting?

#### Voting by Proxy

Holders of Class A common stock may submit a proxy by:

following the instructions on your Notice of Internet Availability of Proxy Materials, proxy card or voting instruction card to vote by telephone or the Internet. These instructions can also be found at <http://proxymaterials.viacom.com>. Your telephone or Internet proxy must be received no later than 11:59 p.m., Eastern Standard Time, on March 7, 2018; or

completing, signing, dating and returning the proxy card or voting instruction card so that it is received prior to the Annual Meeting.

Robert M. Bakish and Christa A. D'Alimonte (the "proxy holders") have been designated by our Board of Directors to vote the shares represented by proxy at the Annual Meeting. Mr. Bakish and Ms. D'Alimonte are executive officers of Viacom, and Mr. Bakish is also a director and director nominee.

The proxy holders will vote the shares represented by your valid and timely received proxy in accordance with your instructions.

If you do not specify instructions on your proxy when you submit it, the proxy holders will vote the shares represented by the proxy in accordance

with the recommendations of the Board of Directors on each item of business listed above.

If any other matter properly comes before the Annual Meeting, the proxy holders will vote the shares represented by proxy on that matter in their discretion.

#### Voting Shares Held in the Viacom 401(k) Plan

Voting instructions for shares of Class A common stock held in the Viacom 401(k) plan must be received by 11:59 p.m., Eastern Standard Time, on March 5, 2018, so that the trustee of the plan (who votes the shares on behalf of plan participants) has adequate time to tabulate the voting instructions. Shares held in the Viacom 401(k) plan that are not voted, or for which the trustee does not receive timely voting instructions, will be voted by the trustee in the same proportion as the shares held in the plan that are timely voted, except as otherwise required by law.

#### Voting other than by Proxy

While we encourage voting in advance by proxy, holders of Class A common stock (other than shares held in the Viacom 401(k) plan) also have the option of voting their shares in person at the Annual Meeting.

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**QUESTIONS AND ANSWERS ABOUT THE 2018 ANNUAL MEETING OF STOCKHOLDERS**

Can I change my vote or revoke my proxy after I return my proxy card?

Shares Held other than in the Viacom 401(k) Plan

You may change your vote or revoke your proxy at any time before your proxy is voted at the Annual Meeting by:

submitting a proxy bearing a later date than the proxy being revoked to Broadridge, P.O. Box 9111, Farmingdale, NY 11735, so long as it is received by 11:59 p.m., Eastern Standard Time, on March 7, 2018;  
voting again by telephone or the Internet by 11:59 p.m., Eastern Standard Time, on March 7, 2018;  
sending written notice to Christa A. D’Alimonte, Secretary, Viacom Inc., 1515 Broadway, New York, NY 10036-5794, so long as it is received by 11:59 p.m., Eastern Standard Time, on March 7, 2018; or  
attending the Annual Meeting and voting in person.

Shares Held in the Viacom 401(k) Plan

Voting instructions relating to shares of Class A common stock held in the 401(k) plan may be revoked prior to 11:59 p.m., Eastern Standard Time, on March 5, 2018 by:

submitting voting instructions bearing a later date than the voting instructions being revoked to Broadridge, P.O. Box 9111, Farmingdale, NY 11735;  
voting again by telephone or the Internet; or  
sending written notice to Christa A. D’Alimonte, Secretary, Viacom Inc., 1515 Broadway, New York, NY 10036-5794.

What effect do abstentions and broker non-votes have on the items of business?

An abstention on either of the items listed above will be treated as present for the purpose of determining whether a quorum is present, but will have the effect of a vote against that item.

If you hold shares of our Class A common stock beneficially in “street name” and do not provide your broker or other nominee specific voting instructions, your shares may constitute “broker non-votes.” Broker non-votes occur when (i) a broker is not permitted, under applicable stock exchange rules, to vote on a matter without instructions from the

beneficial owner and (ii) instructions are not given. Brokers are not permitted to vote on item 1 (the election of directors) above without receiving specific voting instructions from the beneficial holder of the

shares. Therefore, if you are a beneficial holder of our Class A common stock and do not give your broker/nominee specific voting instructions on item 1 (the election of directors), your shares will not be voted on that item and a broker non-vote will occur. Broker non-votes are treated as present for the purpose of determining whether a quorum is present, but will have no effect on the voting results for item 1.

If you are a beneficial holder of our Class A common stock and do not give your broker/nominee specific voting instructions on item 2 (the ratification of the appointment of our independent auditor), your broker/nominee may vote your shares on that item in his or her discretion.

How do I gain admission to the Annual Meeting?

If you are a registered holder of Class A common stock:

Please mark the appropriate box on the proxy card, or indicate that you plan to attend the meeting when you vote by telephone or the Internet, and an admission ticket will be sent to you. Please bring photo identification with you for admittance to the meeting.

If you are a registered holder of Class B common stock or hold Class A or

Class B common stock beneficially in a brokerage account or otherwise:

You must obtain an admission ticket in advance by sending a written request along with proof of ownership (such as your brokerage firm account statement or statement of holdings from our transfer agent) to Director, Shareholder Relations, Viacom Inc., 1515 Broadway, 52<sup>nd</sup> Floor, New York, New York 10036-5794. Please bring photo identification with you for admittance to the meeting.

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**QUESTIONS AND ANSWERS ABOUT THE 2018 ANNUAL MEETING OF STOCKHOLDERS**

Who pays the cost of soliciting votes for the Annual Meeting?

We will pay the cost of the solicitation of proxies, including the preparation, website posting, printing and delivery of the proxy materials. We will furnish copies of these materials to banks, brokers,

fiduciaries, custodians and other nominees that hold shares on behalf of beneficial owners so that they may forward the materials to beneficial owners.

Who will count the votes?

We have retained American Election Services, LLC to tabulate the votes and serve as the independent inspector of election for the Annual Meeting.

Where can I find the voting results of the Annual Meeting?

We will publish the final results of the voting in a Current Report on Form 8-K within four business days following the Annual Meeting.

How can I elect to receive future stockholder communications such as proxy materials electronically?

We highly recommend that you receive electronic delivery of Viacom proxy statements, annual reports and other stockholder communications. This helps reduce the use of paper and lowers our printing, postage and other costs. If you have not previously enrolled in electronic delivery of such materials, you can elect to participate when you vote on the Internet. You can also enroll at [www.icsdelivery.com/viacom](http://www.icsdelivery.com/viacom).

Stockholders who have not enrolled in electronic delivery will receive by mail the Notice of Internet Availability of Proxy Materials indicating that our proxy materials are available at <http://proxymaterials.viacom.com>, unless you have advised us that you prefer to receive a printed copy.

## COMPANY INFORMATION AND MAILING ADDRESS

We were organized as a Delaware corporation in 2005 in connection with our separation from former Viacom Inc. (“Former Viacom”), now known as CBS Corporation, which was effective January 1, 2006. Our mailing address is Viacom Inc., 1515 Broadway, New York, NY 10036-5794, and our telephone number is (212) 846-6000. Our website address is

[www.viacom.com](http://www.viacom.com). References in this proxy statement to “Viacom,” “company,” “we,” “us” and “our” refer to Viacom Inc. and our consolidated subsidiaries, unless the context requires otherwise. Information on our website is not intended to be incorporated into this proxy statement.

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**ITEM 1 – ELECTION OF DIRECTORS**

**ITEM 1 – ELECTION OF DIRECTORS**

The election of nine directors is proposed by the Board of Directors. In accordance with our Amended and Restated Certificate of Incorporation and

Amended and Restated Bylaws, each director will hold office for a term of one year and until his or her successor is duly elected and qualified.

**Our Director Nominees**

The Governance and Nominating Committee is responsible for reviewing the composition of our Board annually after considering the Board's anticipated needs for the upcoming year. In recommending director nominees to our Board, the members of the Governance and Nominating Committee consider information on the experience and qualifications of each director nominee, including each nominee's independence, each incumbent director's performance as a Viacom Board member, and an overall assessment of the Board's functioning.

All of our director nominees are current members of our Board of Directors. The Governance and Nominating Committee unanimously recommended to the Board that the director nominees be invited to stand for re-election at the Annual Meeting.

**Director Qualifications and Biographies**

The Governance and Nominating Committee, consistent with the desires of the full Board and our controlling stockholder, seeks to achieve a Board that represents a diverse mix of skills, perspectives, talents, backgrounds and education that will enhance our decision-making process, oversee management's execution of strategic objectives and represent the interests of all of our stockholders. Independence is a key factor when considering the director nominees, as are critical thinking skills, practical wisdom and mature judgment in the decision-making process. Our Board composition reflects our commitment to include individuals from diverse backgrounds and with diverse experience, and the members of our Governance and Nominating Committee are mindful

of that objective when they nominate directors for election. Our Board composition also reflects the Governance and Nominating Committee's determination as to the appropriate size of the Board to facilitate effective communication



and cooperation.

The information that follows includes each director nominee's:

independence status as determined by the Board of Directors in accordance with the standards set forth in our Corporate Governance Guidelines and the listing standards of the NASDAQ Global Select Market ("NASDAQ"), as discussed under "Our Board of Directors";  
tenure on our Board and the Board of Former Viacom, as applicable;  
experience, qualifications, attributes and skills that the Governance and Nominating Committee and the Board considered in concluding that each director nominee should serve on Viacom's Board; and  
service on the boards of directors of other public companies and investment companies during the past five years. Important information about Viacom's corporate governance practices, the responsibilities and functioning of the Board and its committees, director compensation and related person transactions is found elsewhere in this proxy statement. We encourage you to review this information in connection with your decisions on the election of the director nominees.

#### Robert M. Bakish Not Independent

Mr. Bakish, age 54, has been a member of our Board of Directors and our President and Chief Executive Officer since December 12, 2016, having served as Acting President and Chief Executive Officer beginning November 15, 2016. Mr. Bakish is being re-nominated to our Board due to his extensive knowledge of Viacom, including his approximately 20 years in various positions in the company and as our President and CEO, and his deep understanding of our industry. Mr. Bakish joined Former Viacom in 1997 and has held leadership positions throughout the organization, including as President and Chief Executive Officer of Viacom International Media Networks and its predecessor company, MTV Networks International ("MTVNI"), from 2007 to 2016; as President of MTVNI; as Executive Vice President, Operations and Viacom Enterprises and as Executive Vice President and Chief Operating Officer, MTV Networks Advertising Sales; and as Senior Vice President, Planning, Development and Technology at Former Viacom. Before joining Former Viacom in 1997, Mr. Bakish was a partner with Booz Allen Hamilton in its Media and Entertainment practice. Mr. Bakish has served as a director of Avid Technology, Inc. since 2009.

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**ITEM 1 – ELECTION OF DIRECTORS**

Cristiana Falcone Sorrell Independent

Ms. Falcone Sorrell, age 44, has been a member of our Board since March 21, 2013. Ms. Falcone Sorrell is being re-nominated to our Board because of her independence, her critical thinking, her experience and talent as a consultant and her international experience and extensive global network. She serves as Senior Adviser to the Chairman at the World Economic Forum. She also served as Principal Consultant, Office of Outreach and Partnerships, for the Inter-American Development Bank from 2011 to 2015. Prior to joining the World Economic Forum in 2004, Ms. Falcone Sorrell held positions at the International Labour Organization and Shell. Ms. Falcone Sorrell is Chief Executive Officer of JCMCRJ Sorrell Foundation, a member of the Italian National Press Guild, a board member of Internews and a member of the board of trustees of The Paley Center for Media. Ms. Falcone Sorrell has served as a director of Revlon, Inc. since 2014.

Thomas J. May Independent

Mr. May, age 70, has been a member of our Board since August 18, 2016 and its Chairman since September 14, 2016. Mr. May is being re-nominated to our Board because of his independence and his extensive experience as a chief executive officer and director, leading and advising major companies in the energy and financial sectors. Mr. May served as the Chairman of Eversource Energy from 2013 to 2017 and as its President and Chief Executive Officer and as a Trustee from 2012 to 2016. Mr. May has served as a director of Bank of America Corporation since 2004. He has served as a director of Liberty Mutual Holding Company Inc., which is privately held, since 2002, and as a director and the Chairman of each of The Connecticut Light and Power Company, NSTAR Electric Company (and as its President and Chief Executive Officer and Trustee from 1994 to 2012), NSTAR Gas Company, Public Service Company of New Hampshire, Western Massachusetts Electric Company and Yankee Gas Services Company, which are also privately held, since 2012. He is Chairman of the Stonehill College Board of Trustees and a trustee of the Dana-Farber Cancer Institute.

Judith A. McHale Independent

Ms. McHale, age 71, has been a member of our Board since August 18, 2016. Ms. McHale is being re-nominated to our Board because of her independence and experience leading a major media conglomerate, her expertise in global affairs, and her background in operations and financial management. Ms. McHale currently serves as President and Chief Executive Officer of Cane Investments, LLC, a private investment company, which she joined in 2011. From 2009 to 2011, Ms. McHale served as the Under Secretary of State for Public Diplomacy and Public Affairs for the U.S. Department of State. From 2004 to 2006, Ms. McHale served as the President and Chief Executive Officer of Discovery Communications, Inc., the parent company of Discovery Channel, and served as its President and Chief Operating Officer from 1995 to 2004. In 2006, Ms. McHale worked with private equity firm Global Environment Fund to launch the GEF/Africa Growth Fund, an investment vehicle focused on supplying expansion capital to small and medium-sized enterprises that provide consumer goods and services in emerging African markets. She has served on the boards of Ralph Lauren Corporation since 2011 and Hilton Worldwide Holdings Inc. since 2013. She previously served on the boards of SeaWorld Entertainment, Inc., Host Hotel & Resorts, Inc., DigitalGlobe Inc., John Hancock Financial Services, Inc. and Potomac Electric Power Company.

Ronald L. Nelson Independent

Mr. Nelson, age 65, has been a member of our Board since August 18, 2016. Mr. Nelson is being re-nominated to our Board because of his independence and experience as a chief executive officer, chief financial officer and chief

operating officer of major companies and his long-standing background in the media industry. He currently serves as the Executive Chairman of Avis Budget Group, Inc., having previously served as its Chairman and Chief Executive Officer from 2006 to 2015 and its Chief Operating Officer from 2010 until 2015. Prior to that, Mr. Nelson held several executive finance and operating roles, beginning in April 2003, with Cendant Corporation, including as Chief Financial Officer and President, and also served as a director from 2003 to 2006. From 1994 to 2003, Mr. Nelson served as Co-Chief Operating Officer of DreamWorks SKG. Prior to that, he was Executive Vice President, Chief Financial Officer and a director at Paramount Communications, Inc., formerly Gulf + Western Industries, Inc. Mr. Nelson has served on the boards of Convergys Corporation and Hanesbrands, Inc. since 2008.

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**ITEM 1 – ELECTION OF DIRECTORS**

Deborah Norville Independent

Ms. Norville, age 59, has been a member of our Board since March 21, 2013. Ms. Norville is being re-nominated to our Board because of her independence, her critical thinking, and her extensive experience in the media industry. She has been the anchor of Inside Edition, a top-rated syndicated newsmagazine, since 1995. Prior to Inside Edition, Ms. Norville served as a correspondent and anchor for CBS News programs including Street Stories, 48 Hours and CBS Evening News. Previously, she anchored NBC News at Sunrise and was news anchor and co-host of NBC's Today program. Ms. Norville is a two-time Emmy award winner with more than thirty years of reporting experience and an author of several books. She serves as a Director of the Broadcasters Foundation of America and as Co-Chair of the Duke University Parents Committee.

Charles E. Phillips, Jr. Independent

Mr. Phillips, age 58, has been a member of our Board since January 1, 2006, having previously served as a director of Former Viacom beginning in 2004. Mr. Phillips is being re-nominated to our Board because of his independence, his experience as a senior executive in a large, multinational corporation, his financial industry background and financial and analytical expertise, his knowledge of technology issues and his familiarity with issues facing media, new media and intellectual property-driven companies. Mr. Phillips has been Chief Executive Officer of Infor, Inc. since December 2010. He was a President of Oracle Corporation from 2003 to 2010 and served as a member of its Board of Directors and Executive Management Committee from 2004 to 2010. He is also a member of the Board of Directors of the Federal Reserve Bank of New York.

Shari Redstone Not Independent

Ms. Redstone, age 63, has been the Non-Executive Vice Chair of our Board since January 1, 2006. She also serves as Non-Executive Vice Chair of the Board of CBS Corporation. Ms. Redstone served on the Board of Former Viacom beginning in 1994, becoming Vice Chairman in June 2005. Ms. Redstone is being re-nominated to our Board because of her extensive experience in and understanding of the entertainment industry, her experience and talent managing a large business, and her position with NAI, including as one of its significant stockholders. Ms. Redstone is Co-founder and Managing Partner of Advancit Capital, an investment firm launched in 2011 that focuses on early stage companies at the intersection of media, entertainment and technology. Advancit is an investor in more than 75 companies. Ms. Redstone has been President of NAI since 2000, and also serves as a director. Ms. Redstone is a member of the board of trustees of The Paley Center for Media. Ms. Redstone is actively involved in a variety of charitable, civic, and educational organizations. She is a member of the Board of Directors at Combined Jewish Philanthropies and the John F. Kennedy Library Foundation, and sits on the Board of Trustees at the Dana-Farber Cancer Institute. Most recently, Ms. Redstone joined the Legal Services Corporation's Leaders Council, which seeks to raise awareness of the crisis in civil legal aid and secure equal access to justice. Ms. Redstone earned a BS from Tufts University and a JD and a Masters in Tax Law from Boston University. She practiced corporate law, estate planning and criminal law in the Boston area before joining NAI. Ms. Redstone is the daughter of Sumner M. Redstone.

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**ITEM 1 – ELECTION OF DIRECTORS**

Nicole Seligman Independent

Ms. Seligman, age 61, has been a member of our Board since August 18, 2016. Ms. Seligman is being re-nominated to our Board because of her independence, her experience leading a major media conglomerate, and her exceptional achievements in the legal profession. Until March 2016, Ms. Seligman served as the President of Sony Entertainment, Inc. (beginning in 2014) and of Sony Corporation of America (beginning in 2012), and as Senior Legal Counsel of Sony Group (beginning in 2014). Ms. Seligman previously served as Executive Vice President and General Counsel of Sony Corporation from 2005 to 2014. She joined Sony in 2001 and served in a variety of other capacities during her tenure, including as a Corporate Executive Officer and Group Deputy General Counsel of Sony Corporation, and as General Counsel and an Executive Vice President at Sony Corporation of America, a subsidiary of Sony Corporation. Prior to joining Sony Corporation of America, Ms. Seligman was a partner in the litigation practice at Williams & Connolly LLP in Washington, D.C., where she worked on a broad range of complex civil and criminal matters and counseled a wide range of clients, including President William Jefferson Clinton and Lt. Col. Oliver North. Ms. Seligman joined Williams & Connolly in 1985. Ms. Seligman has been a Non-Executive Director at WPP plc since 2014 and has served as its Senior Independent Director since April 2016. She has served as Chairman of The Doe Fund Board of Directors since 2017. Ms. Seligman served as law clerk to Justice Thurgood Marshall on the Supreme Court of the United States from 1984 to 1985 and as law clerk to Judge Harry T. Edwards at the U.S. Court of Appeals for the District of Columbia Circuit from 1983 to 1984.

**RECOMMENDATION OF THE BOARD OF DIRECTORS**

The Board of Directors recommends a vote “FOR” the election of each of the director nominees named above.

In accordance with the Board’s recommendation, the proxy holders will vote the shares of Class A common stock covered by valid and timely received proxies “FOR” the election of each of the director nominees, unless the stockholder gives instructions

to the contrary. If, for any reason, any of the director nominees becomes unavailable for election, the proxy holders may exercise discretion to vote for substitute nominees proposed by the Board. Each of the director nominees has indicated that he or she will be able to serve if elected and has agreed to do so.

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**OUR BOARD OF DIRECTORS**

**OUR BOARD OF DIRECTORS**

Our Board of Directors is currently comprised of 10 members, eight of whom are independent under the standards discussed below. The Board has three standing committees: the Audit Committee, the Compensation Committee and the Governance and Nominating Committee (collectively, the “Committees”), each of which consists solely of

independent directors. Our Board met 15 times in fiscal year 2017, and each of our directors attended more than 75% of the meetings of the Board and Committees on which the director served. Under our Corporate Governance Guidelines, directors are expected to attend the Annual Meeting. Nine of our directors attended our 2017 Annual Meeting.

**Board Structure**

Following the Annual Meeting, our Board of Directors will be comprised of the following nine members:

an independent Non-Executive Chairman;  
a Non-Executive Vice Chair;  
our President and Chief Executive Officer; and  
six other directors, all of whom are independent.

Mr. May, our Non-Executive Chairman, presides at all meetings of the Board of Directors and the stockholders, and develops and approves Board agendas. He and our Committee Chairs play leading roles with respect to various other matters that are appropriate for consideration by independent directors, such as executive compensation, matters involving related parties and potential conflicts of interest.

Ms. Redstone has a minority ownership interest in, and is President of, NAI. The Board of Directors believes it is appropriate for Ms. Redstone to be non-executive Vice Chair of the Board because of her extensive experience in and understanding of the entertainment industry, her experience and talent managing a large business, and her ownership interest in and role as President of NAI.

Mr. Bakish has been a member of our Board and our President and Chief Executive Officer since December 12, 2016, having served as Acting President and Chief Executive Officer beginning November 15, 2016 and in various other key roles at Viacom and Former Viacom beginning in 1997. The Board of Directors has determined that his participation on the Board is beneficial because of his experience, talent and deep understanding of our industry, and because of his extensive knowledge of, history with and day-to-day management of Viacom.

In keeping with good corporate governance practices, we maintain a majority of independent directors and our Board Committees are comprised solely of independent directors. Independent directors have the ability to propose agenda items, including for executive sessions, to the Chairman. We believe our Board leadership structure provides the appropriate balance of independent directors, one director affiliated with our controlling stockholder and one management director, who work together to represent the interests of our entire stockholder base.

#### Board Role in Risk Oversight

Our Board receives regular reports from our CEO, Chief Financial Officer, General Counsel and other members of senior management regarding areas of significant risk to us, including operational, strategic, legal and regulatory, financial and reputational risks.

Certain risks that are under the purview of a particular Committee are monitored by that Committee, which then reports to the full Board as appropriate. For example, under the Compensation Committee Charter, the Compensation Committee

oversees periodic risk assessments of our compensation programs. Under the Audit Committee Charter, the Audit Committee reviews our risk assessment and risk management processes. In addition, our Chief Audit and Compliance Officer, who identifies and manages a wide range of risks companywide, reports to the Audit Committee, which in turn reports significant developments to the full Board of Directors.

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**OUR BOARD OF DIRECTORS**

Director Independence

Our Corporate Governance Guidelines (the “Guidelines”) provide that a majority of our directors must be independent of Viacom, as “independence”

is defined in the NASDAQ listing standards and in the Guidelines.

NASDAQ Listing Standards

The NASDAQ listing standards provide six “bright-line” tests to determine independence. A Viacom director will not be independent if any of the following relationships exist:

the director is, or has been within the last three years, an employee of Viacom;  
a family member of the director is, or has been within the last three years, an executive officer of Viacom;  
the director has received, or a family member of the director has received, during any twelve-month period within the last three years, more than \$120,000 in compensation from Viacom, other than compensation for board or board committee service, compensation paid to a family member of the director who is an employee (other than an executive officer) of Viacom, or benefits under a tax-qualified retirement plan, or non-discretionary compensation;  
the director is, or has a family member who is, a current partner of Viacom’s outside auditor, or was a partner or employee of Viacom’s outside auditor who worked on Viacom’s audit at any time during any of the past three years;  
the director is, or has a family member who is, employed as an executive officer of another entity where at any time during the past three years any  
of the executive officers of Viacom have served on the compensation committee of such other entity; or  
the director is, or has a family member who is, a partner in, or a controlling shareholder or an executive officer of, any organization to which Viacom made, or from which Viacom received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient’s consolidated gross revenues for that year, or \$200,000, whichever is more, other than payments arising solely from investments in Viacom’s securities or payments under non-discretionary charitable contribution matching programs.  
For this purpose, “family member” means the director’s spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in the director’s home.



If a director fails any of the six tests, the director must be found to be not independent. In addition, the NASDAQ listing standards provide that a director is not independent unless the Board affirmatively determines that the director has no relationship that would impair his or her independence, which we refer to as a “material relationship.”

## Our Corporate Governance Guidelines

Our Guidelines provide categorical standards to assist the Board in determining what constitutes a “material relationship” with Viacom for purposes of the NASDAQ listing standards. These categorical standards are summarized below and can be found in their entirety in our Guidelines, which are posted in the “Investor Relations/Corporate Governance” section of our website at [www.viacom.com](http://www.viacom.com).

Under the categorical standards in our Guidelines, the following relationships are generally deemed not to be material:

the types of relationships identified by the NASDAQ listing standard’s bright-line tests, if they occurred more than five years ago (the Board will review any such relationship if it occurred more than three but less than five years ago); a relationship whereby the director has received, or an immediate family member of the director has received for service as an executive officer, \$120,000 or less in direct compensation from us during any twelve-month period within the last three years; and

a relationship in which the director is an executive officer or employee, or an immediate family member of the director is an executive officer, of the following:

a company that made payments to or received payments from us for property or services in an amount that, in any of the last three fiscal years, is less than 1% of that company’s annual consolidated gross revenues;

a company that is either indebted to us or a creditor of ours in an amount that is less than 1% of that company’s total consolidated assets; and

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## OUR BOARD OF DIRECTORS

a tax-exempt organization that received contributions from us in the prior fiscal year in an amount less than the greater of \$500,000 and 1% of that organization’s consolidated gross revenues.

For relationships that exceed these thresholds, the determination of whether the relationship is material or not, and therefore whether the director would be independent or not, is made by the directors who are

independent. In addition, the Guidelines state that, generally, the types of relationships not addressed by the NASDAQ listing standards or the categorical standards described in the Guidelines will not, by themselves, cause a director to be considered not independent. The Board may, after considering relevant facts and circumstances, determine that a director is not independent for any reason it deems appropriate.

## Independence of Our Directors

When considering whether a director is independent, we believe it is important for our Board to have a range of information about the director so that it can make an informed independence determination. Our Governance and Nominating Committee and the full Board review information about:

the director's employment;  
any relationships required to be disclosed as related person transactions in this proxy statement;  
certain other relationships not required to be disclosed in this proxy statement because they do not meet materiality thresholds;  
any relationship of which we are aware between the director or a director's family member and Viacom or any other Viacom director or executive officer (for example, overlapping directorships); and  
other public company board and committee memberships and affiliations with not-for-profit organizations.  
In addition, as discussed under "Related Person Transactions," the Governance and Nominating

Committee receives reports on all transactions between related persons and us, regardless of whether such transaction is determined to involve a material interest by a related person.

Since our 2017 Annual Meeting, 80% of our directors have been independent.

In January 2018, the Board conducted its annual review of the independence of the director nominees and confirmed that seven of the nine nominees – Mses. Falcone Sorrell, McHale, Norville and Seligman, and Messrs. May, Nelson and Phillips – are independent.

With respect to specific companies with which we conduct business and an independent director is affiliated, the Governance and Nominating Committee and the Board considered that Ms. Norville is the anchor of Inside Edition, which is a CBS-owned program, and that Ms. Falcone Sorrell's husband is Chief Executive Officer of WPP PLC. The transactions between Viacom and these entities were negotiated on an arm's length basis. The Board determined that these transactions did not affect the respective director's independence.

## Board Committees

### Committee Membership

The Board reviews and determines the membership of our Board Committees at least annually, with input from the Governance and Nominating Committee. The following discusses the membership of the Committees in fiscal year 2017, including the number of meetings held in fiscal year 2017, as well as information about the Committees, their respective roles and responsibilities and their charters. Each of our Committees has a written charter, which is

posted in the “Investor Relations/Corporate Governance” section of our website at [www.viacom.com](http://www.viacom.com).

In fiscal year 2017, the Audit Committee met eight times, the Compensation Committee met 16 times and the Governance and Nominating Committee met five times.

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Table of Contents**OUR BOARD OF DIRECTORS**

The following table provides the composition of our Board Committees as of September 30, 2017:

Name	Audit Committee <sup>(1)</sup>	Compensation		Governance and	
		Committee <sup>(2)</sup>		Nominating Committee <sup>(3)</sup>	
Cristiana Falcone Sorrell	—	—	—	Member	
Kenneth B. Lerer <sup>(4)</sup>	—	—	—	Member	
Thomas J. May	Member	Member	—	—	
Judith A. McHale	Member	Chair	—	—	
Ronald L. Nelson	Chair	—	—	Member	
Deborah Norville	—	Member	—	—	
Charles E. Phillips, Jr.	Member	—	—	—	
Nicole Seligman	—	Member	—	Chair	

<sup>(1)</sup>From October 1, 2016 until February 6, 2017 (the date of our 2017 Annual Meeting of Stockholders), the members of our Audit Committee also included Frederic V. Salerno.

<sup>(2)</sup>From October 1, 2016 until February 6, 2017 (the date of our 2017 Annual Meeting of Stockholders), the members of our Compensation Committee also included Blythe J. McGarvie.

<sup>(3)</sup>From October 1, 2016 until February 6, 2017 (the date of our 2017 Annual Meeting of Stockholders), the members of our Governance and Nominating Committee also included William Schwartz.

<sup>(4)</sup>Mr. Lerer is not standing for re-election at the Annual Meeting.

#### Audit Committee

Under its Charter, the Audit Committee is responsible for the following, among other things:

the appointment, retention, termination, compensation and oversight of the work of our independent auditor, which reports directly to the Committee, including reviewing with the independent auditor the scope, planning and staffing of the annual audit, and the sole authority to approve all services provided by the independent auditor;

reviewing our financial statements and related SEC filings and financial disclosures;

overseeing our compliance with the requirements of Section 404 of the Sarbanes-Oxley Act with respect to internal control over financial reporting;

reviewing our risk assessment and risk management processes;

reviewing our policies governing, and approving our use of, certain swap transactions;

overseeing our internal audit function; and

overseeing our compliance with legal and regulatory requirements.

For additional information on the Audit Committee's role and its oversight of the independent auditor during fiscal year 2017, see "Report of the Audit Committee."

The Audit Committee Charter also provides that:

the Committee will be comprised of at least three independent directors, each of whom also meets the separate standards for Audit Committee independence set forth in the NASDAQ listing standards;  
all Committee members must be financially literate, and the Committee must have at least one “audit committee financial expert”;  
the Committee will hold at least six regular meetings each calendar year;  
the Committee will meet separately with the independent auditor at least four times each year;  
the Committee will meet regularly in executive session with members of our senior management team; and  
the Committee is empowered to hire outside advisors as it deems appropriate.

#### Audit Committee Financial Experts

The Board of Directors has determined that all of the members of the Audit Committee are independent and “financially sophisticated” under NASDAQ listing standards and qualify as “audit committee financial experts” under the regulations promulgated under the Securities Act of 1933, as amended (the “Securities Act”).

#### Service on the Audit Committees of Other Public Companies

We do not restrict the number of other audit committees on which members of our Audit Committee may serve; however, in recommending director candidates to the Board and directors to serve on Committees of the Board, the Governance and Nominating Committee considers the other demands on each director’s time, including those arising from such service.

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**OUR BOARD OF DIRECTORS**

Compensation Committee

Under its Charter, the Compensation Committee is responsible for the following, among other things:

establishing and regularly reviewing our general compensation philosophy, strategy, principles and policies, including conducting periodic risk assessments of our compensation programs;  
reviewing and approving the total compensation packages for, and key terms of any agreements with, our President and Chief Executive Officer, our other executive officers, operating managers who report to the CEO, and certain other executives;  
reviewing and making recommendations to the Board on compensation plans and overseeing the administration of those plans;  
determining the appropriate design for awards made under our annual cash bonus and equity compensation plans and setting related performance targets;  
approving equity awards; and  
evaluating the performance of our President and Chief Executive Officer, and reviewing the evaluations of other executives by the President and CEO, as appropriate, including in the context of succession planning.  
For additional information on the Compensation Committee's role, its processes for the consideration and determination of executive compensation and its use of outside advisors, see "Compensation Discussion and Analysis."

The Compensation Committee Charter also provides that:

the Committee will be comprised of at least three independent directors, each of whom must be an "outside director" as defined by Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), and a "non-employee director" as defined in Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");  
the Committee will hold at least four regular meetings each calendar year;  
the Committee will meet periodically in executive session, which sessions typically include its independent compensation consultant; and  
the Committee is empowered to hire outside advisors as it deems appropriate and will conduct annual assessments of the independence of each such advisor.  
Compensation Committee's Relationship with its Independent Compensation Consultant

In fiscal year 2017, following a comprehensive review, the Compensation Committee retained Pearl Meyer & Partners, LLC ("Pearl Meyer"), replacing Pay Governance LLC ("Pay Governance") as its independent compensation consultant.

Pearl Meyer is (and Pay Governance was) engaged by, and reports directly to, the Compensation Committee, which has the sole authority to hire or fire Pearl Meyer and to approve fee arrangements for work performed.

Pearl Meyer assists the Compensation Committee in fulfilling its responsibilities under its Charter, including advising on proposed compensation packages for top executives, compensation program design and market practices generally. The Compensation Committee has authorized Pearl Meyer to interact with management on behalf of the Compensation Committee, as needed in connection with advising the Compensation Committee, and Pearl Meyer is included in discussions with management and, when applicable, the Compensation Committee's outside legal counsel on matters being brought to the Compensation Committee for consideration.

It is the Compensation Committee's policy that the Chair of the Compensation Committee or the full Compensation Committee pre-approve any additional services provided to management by its independent compensation consultant. In fiscal year 2017, neither Pay Governance nor Pearl Meyer provided services to Viacom other than to the Compensation Committee and, as described below, the Governance and Nominating Committee. The Compensation Committee has assessed the independence of Pearl Meyer pursuant to Securities and Exchange Commission ("SEC") rules and concluded that Pearl Meyer's work for the Compensation Committee does not raise any conflict of interest.

#### Governance and Nominating Committee

Under its Charter, the Governance and Nominating Committee is responsible for the following, among other things:

identifying and recommending to the Board potential director candidates and reviewing the composition of the Board as part of this process;  
overseeing all aspects of our corporate governance initiatives, including periodic assessments of our principal governance documents, and making recommendations to the Board as appropriate;

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### OUR BOARD OF DIRECTORS

establishing policy on and overseeing our entry into related person transactions;  
establishing criteria for the annual self-assessments of the Board and its Committees;  
reviewing and making recommendations to the Board on director compensation matters; and  
monitoring developments in the law and practice of corporate governance.

The Governance and Nominating Committee Charter also provides that:

the Committee will be comprised of at least three independent directors;  
the Committee will hold at least three regular meetings each calendar year;  
the Committee will meet regularly in executive session; and  
the Committee is empowered to hire outside advisors as it deems appropriate.

The Governance and Nominating Committee periodically uses an independent compensation consultant for advice on director compensation.

For additional information on the Governance and Nominating Committee's oversight of director compensation and related person transactions, see the sections "Director Compensation" and "Related Person Transactions."

#### Executive Sessions of the Board

Under our Corporate Governance Guidelines, the Board is required to hold separate executive sessions of non-management and independent directors. Mr. May, our non-executive Chairman, leads these executive sessions.

#### Director Nomination Process and Consideration of Diversity of Perspectives

Our Corporate Governance Guidelines and the Governance and Nominating Committee Charter set forth certain criteria for director qualifications and Board composition. These criteria include an expectation that directors have substantial accomplishments in their professional backgrounds, are able to make independent, analytical inquiries and exhibit practical wisdom and mature judgment. The Governance and Nominating Committee seeks to achieve a Board that represents a diverse mix of

skills, perspectives, talents, backgrounds and education that will enhance our decision-making process, oversee management's execution of strategic objectives and represent the interests of all of our stockholders. Director candidates should meet our standards for independence, be free of potential conflicts of interest, possess the highest personal and professional ethics, integrity and values, be committed to promoting the long-term interests of our stockholders and be able and willing to devote the necessary time to carrying out their duties and responsibilities as members of the Board. These criteria are described more fully in our Guidelines and the Governance and Nominating Committee Charter. The Governance and Nominating Committee considers these criteria, including diversity, in connection with its annual review of the composition, qualifications and independence of our Board.

For additional discussion of how the Governance and Nominating Committee determines the director nominees, see "Item 1 — Election of Directors" and "Our Board of Directors — Director Independence."

#### Stockholder Recommendations for Director Candidates



The Governance and Nominating Committee will consider potential director candidates recommended by our stockholders. When making a recommendation, stockholders should consider our criteria for director qualifications and Board composition set forth above and in our Guidelines and the Governance and Nominating Committee Charter. Director candidates recommended by stockholders who meet these qualifications will be considered by the Chair of the Governance and Nominating Committee, who will present the information on the candidate to the entire Governance and Nominating Committee. All director candidates recommended by stockholders will be considered by the Governance and Nominating Committee in the same manner as any other candidate and may or may not be selected by the Governance and Nominating Committee.

All recommendations by stockholders for potential director candidates must include written materials on the potential candidate's qualifications and be sent to Christa A. D'Alimonte, Secretary, Viacom Inc., 1515 Broadway, New York, NY 10036-5794.

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**OUR BOARD OF DIRECTORS**

Communications with Directors

Stockholders and other interested parties who would like to contact our non-management directors may send an email to: [nonmanagementdirectors@viacom.com](mailto:nonmanagementdirectors@viacom.com) or write to Non-Management Directors, Viacom Inc., 1515 Broadway, 52<sup>nd</sup> Floor, New York, NY 10036-5794. The non-management directors' contact information is also available on our website at [www.viacom.com](http://www.viacom.com). The non-management directors have approved the process for handling communications received in this manner.

Stockholders should also use the email and mailing address for the non-management directors to send communications to the Board. The process for handling stockholder communications to the Board received in this manner has been approved by the independent directors of the Board. Correspondence relating to accounting or auditing matters will be handled in accordance with procedures established by the Audit Committee for such matters.

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**CORPORATE GOVERNANCE**

CORPORATE GOVERNANCE

Our corporate governance practices are established, monitored and regularly assessed by our Board of Directors with assistance from the Governance and Nominating Committee. The Board considers current and proposed legal requirements and governance best practices in connection with its decisions on our governance practices, including ensuring that a majority of our Board is independent and that all of our Board Committees are comprised solely of independent directors.

Our principal governance documents are our Corporate Governance Guidelines, Board Committee Charters, Global Business Practices Statement and

Supplemental Code of Ethics for Senior Financial Officers. These documents are available in the “Investor Relations/Corporate Governance” section of our website at [www.viacom.com](http://www.viacom.com), and copies of these documents may be requested by writing to Investor Relations, Viacom Inc., 1515 Broadway, New York, NY 10036-5794.

Certain aspects of our governance documents are summarized below. We encourage our stockholders to read our governance documents, as we believe they illustrate our commitment to good governance practices and ethical business conduct.

Corporate Governance Guidelines

Our Corporate Governance Guidelines establish our corporate governance principles and practices on a variety of topics, including the responsibilities, composition and functioning of the Board. The Governance and Nominating Committee assesses the Guidelines periodically and makes recommendations to the Board on any changes to implement. Our Guidelines address, among other things:

the roles and responsibilities of the Board Chairman, the Vice Chair and, when the offices of Chairman and Chief Executive Officer are held by the same person, a lead independent director;

director qualifications, including our director independence standards;  
the requirement to hold separate executive sessions of the non-management directors and of the independent directors and their frequency;  
how stockholders and interested parties may communicate with the non-management directors;  
stock ownership guidelines for directors and the Board's policies for setting director compensation;  
director orientation and continuing education;  
policies regarding director access to management, employees and independent advisors;  
the roles of the independent and non-management directors in reviewing the performance of our President and Chief Executive Officer and in executive succession planning; and  
the annual self-assessment by the Board and each Committee to evaluate their effectiveness.

#### Board Committee Charters

As discussed in more detail in the descriptions of our Board Committees under "Our Board of Directors — Board Committees," each of our Board Committees operates under a written charter adopted by the Board. The charters set forth the purpose, objectives and responsibilities of the respective Committee and

discuss matters such as Committee membership requirements, number of meetings and the setting of meeting agendas. The charters are assessed annually by the Governance and Nominating Committee and the respective Committee and are updated by the Board as needed.

#### Viacom Global Business Practices Statement

Our Global Business Practices Statement (the "GBPS") discusses our standards for ethical conduct that are expected of all directors and employees of Viacom and its subsidiaries. The GBPS has been distributed to our directors and employees worldwide. As part of our compliance and ethics programs,

directors and employees receive regular training on the contents of the GBPS and, where permitted, are required to certify as to compliance with it. They are also required to disclose any conflicts or potential conflicts of interest on an ongoing basis and appropriately report on suspected violations of the

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**CORPORATE GOVERNANCE**

GBPS. The GBPS addresses, among other things, topics such as:

- compliance with laws, rules and regulations;
- conflicts of interest and interference, including the disclosure of actual or potential conflicts;
- confidentiality, transactions in securities and fair disclosure;
- financial accounting and improper payments;
- our commitment to being an equal opportunity employer and providing a workplace environment free of harassment and improper bias;
- fair dealing and relations with competitors, customers and suppliers;
- connecting, communicating and sharing through social media;
- protection and proper use of company assets, information systems and electronic communications;
- privacy, data security and information protection;
- anti-corruption laws such as the Foreign Corrupt Practices Act and the UK Bribery Act;
- export control and anti-boycott laws;
- health, safety and the environment; and
- political contributions.

The GBPS also identifies numerous avenues for employees to report violations of the GBPS, matters of alleged financial impropriety and any other matters of concern, anonymously or with attribution, to the appropriate officers of Viacom and/or the Audit Committee. These avenues include telephone hotlines (in the United States and for numerous international locations), email contacts and reporting through various internal websites at Viacom and its business divisions. The GBPS makes clear that retaliation against an employee who makes a report in good faith will not be tolerated.

Our Senior Vice President, Chief Audit and Compliance Officer, reports to the Audit Committee and has oversight responsibility for our compliance and ethics programs. Together with senior executives of various disciplines from Viacom and its business divisions, he regularly reviews and updates the GBPS policies, and generates more detailed policies and training for those officers and employees engaged in activities that warrant additional focus, such as conducting business internationally. We also require that our suppliers comply with pertinent elements of our business conduct policies.

Waivers of the GBPS for our executive officers and directors will be disclosed on our website at [www.viacom.com](http://www.viacom.com) or by Form 8-K filed with the SEC.

Supplemental Code of Ethics for Senior Financial Officers

The Supplemental Code of Ethics for Senior Financial Officers is applicable to our President and Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer. The Supplemental Code of Ethics addresses matters specific to those senior financial positions at Viacom, including responsibility for the disclosures made in our filings with the SEC, reporting obligations with respect to certain matters and a general obligation to promote honest and ethical

conduct within Viacom. As with all employees, the Senior Financial Officers are also required to comply with the GBPS.

Amendments to or waivers of the Supplemental Code of Ethics for these officers will be disclosed on our website at [www.viacom.com](http://www.viacom.com) or by Form 8-K filed with the SEC.

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**DIRECTOR COMPENSATION**

DIRECTOR COMPENSATION

Directors who are not employees of Viacom or any of its subsidiaries (the “Outside Directors”) are entitled to receive compensation for their service on the Board and are eligible to participate in certain director plans, as discussed below. Ms. Falcone Sorrell, Mr. McHale, Mr. Norville, Mr. Redstone and Mr. Seligman, and Messrs. Lerer, Mr. May, Mr. Nelson and Mr. Phillips, are Outside Directors.

Our director compensation programs are overseen by our Governance and Nominating Committee, which makes recommendations at least every other year to the Board on the appropriate amount and structure of director compensation in light of then

current competitive practice and other factors. The Governance and Nominating Committee receives advice from Pearl Meyer, the Compensation Committee’s independent compensation consultant, on director compensation matters, including our director compensation plans. In November 2017, the Governance and Nominating Committee, in consultation with Pearl Meyer, reviewed our director compensation program and determined not to recommend any changes to the Board at that time and the Board did not make any changes.

Elements of Outside Director Compensation

Cash Compensation

We pay cash compensation to our Outside Directors as follows:

Our Chair receives an annual Board retainer of \$300,000, our Vice Chair receives an annual retainer of \$200,000 and all other Outside Directors receive an annual retainer of \$100,000, in each case payable in equal installments quarterly in advance.

The Chairs of the Audit and Compensation Committees each receive an annual retainer of \$20,000, payable in equal installments quarterly in advance, and the members of those committees receive a per meeting attendance fee of \$2,000.

The Chair of the Governance and Nominating Committee receives an annual retainer of \$15,000, payable in equal installments quarterly in advance, and the members of that committee receive a per meeting attendance fee of \$1,500. Outside Directors may elect to defer their cash compensation under the Viacom Inc. Deferred Compensation Plan for Outside Directors discussed below.

### Equity Compensation

Pursuant to the Viacom Inc. 2011 RSU Plan for Outside Directors, as amended and restated as of October 31, 2016, on January 31 of each year, our Outside Directors automatically receive an annual grant of restricted share units (“RSUs”) equal in value to \$175,000 based on the closing price of our Class B common stock on NASDAQ on the date of grant. The RSUs vest one year from the date of grant and are payable in shares of Class B common stock

upon vesting unless the Outside Director elects to defer settlement of the RSUs to a future date. Dividend equivalents are credited on the RSUs each time we pay a regular cash dividend on our Class B common stock until the RSUs are settled.

See “Fiscal Year 2017 Director Compensation” below for detail on the compensation our Outside Directors received for fiscal year 2017.

### Deferred Compensation Plan

Under the Viacom Inc. Deferred Compensation Plan for Outside Directors, Outside Directors may elect to defer their Board and Committee cash retainers and meeting fees for the upcoming calendar year. Deferred amounts are credited during a calendar quarter to an interest-bearing income account or a stock unit account in accordance with the director’s prior election.

Amounts credited to an income account bear interest at the prime rate in effect at the beginning of each calendar quarter and are paid in cash upon a director’s retirement from the Board.



Amounts credited to a stock unit account are deferred into a fixed number of fully-vested RSUs based on the value of our Class B common stock on

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**DIRECTOR COMPENSATION**

the first day of the relevant calendar quarter. The awarded RSUs will be settled in shares of Class B common stock.

Whether paid in cash or in shares of Class B common stock, deferred amounts will be paid in either a lump sum or in three or five annual installments based on the director's prior election, with the lump sum or initial annual installment

becoming payable on the later of six months after the director leaves the Board or January 15 of the following year.

For more information on the RSUs related to deferred compensation held by our Outside Directors as of December 15, 2017, see footnote (4) to the "Security Ownership of Certain Beneficial Owners and Management" table.

Director Perquisites

We generally do not provide perquisites to our directors.

We believe it is in our best interest for directors to participate in certain events throughout the year, and the Board has established a policy under which directors are allocated tickets without charge to attend specific events that have been designated as having a business purpose. Travel expenses to such events are reimbursed by us in accordance with our

normal travel policies. The Governance and Nominating Committee is responsible for oversight of this policy.

Occasionally, a director's spouse may accompany him or her to Viacom events at our request. This policy involves a de minimis or no incremental cost to us, and we believe it serves a legitimate business purpose.

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## Fiscal Year 2017 Director Compensation

The following table presents information on compensation for services as an Outside Director for fiscal year 2017.

Name	Fees Earned or	Paid in Cash Awards <sup>(1)</sup> or	Stock Awards <sup>(1)</sup>	Change in Pension Value and Nonqualified Deferred Compensation	All Other Compensation	Total
George S. Abrams <sup>(3)</sup>	\$ 35,302	\$ —	\$ 141	\$ 42,143		\$77,586
Cristiana Falcone Sorrell <sup>(4)</sup>	\$ 107,516	\$ 174,965	\$ 1,208	\$ —		\$283,689
Kenneth B. Lerer <sup>(5)</sup>	\$ 140,500	\$ 174,965	\$ —	\$ —		\$315,465
Thomas J. May, Chair <sup>(6)</sup>	\$ 392,000	\$ 174,965	\$ —	\$ —		\$566,965
Blythe J. McGarvie <sup>(7)</sup>	\$ 45,302	\$ —	\$ 4,495	\$ —		\$49,797
Judith A. McHale <sup>(8)</sup>	\$ 206,500	\$ 174,965	\$ —	\$ —		\$381,465
Ronald L. Nelson <sup>(9)</sup>	\$ 184,000	\$ 174,965	\$ —	\$ —		\$358,965
Deborah Norville <sup>(10)</sup>	\$ 130,016	\$ 174,965	\$ 135	\$ —		\$305,116
Charles E. Phillips, Jr. <sup>(11)</sup>	\$ 154,516	\$ 174,965	\$ 3,597	\$ —		\$333,078
Shari Redstone, Vice Chair <sup>(12)</sup>	\$ 200,016	\$ 174,965	\$ —	\$ —		\$374,981
Frederic V. Salerno <sup>(13)</sup>	\$ 39,302	\$ —	\$ 281	\$ —		\$39,583
William Schwartz <sup>(14)</sup>	\$ 38,294	\$ —	\$ 258	\$ —		\$38,552
Nicole Seligman <sup>(15)</sup>	\$ 200,500	\$ 174,965	\$ —	\$ —		\$375,465

<sup>(1)</sup>Reflects the grant date fair value of the \$175,000 annual RSU award, calculated in accordance with FASB ASC Topic 718 — Stock Compensation. Grant date fair value assumptions are consistent with those disclosed in the Equity-Based Compensation Note to our Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended September 30, 2017. The stock awards to Messrs. Abrams, Salerno and Schwartz and Ms. McGarvie were forfeited upon their departure from the Board effective February 6, 2017 (the date of our 2017 Annual Meeting of Stockholders).

<sup>(2)</sup>Reflects nonqualified deferred compensation only. Interest accrues on the amounts deferred under our Deferred Compensation Plan for Outside Directors at the prime rate in effect at Citibank N.A. at the beginning of each

calendar quarter. The prime rate generally represents an interest rate that is more than 120% of the long-term applicable federal rate published by the Internal Revenue Service and therefore is deemed to be preferential for purposes of this table. Accordingly, we have indicated above the difference in the amount of interest accrued for each director in fiscal year 2017 compared to the interest that would have been accrued at 120% of the long-term applicable federal rate.

- (3) Mr. Abrams served as a member of the Board until February 6, 2017 (the date of our 2017 Annual Meeting of Stockholders). Mr. Abrams did not defer receipt of his cash director fees in fiscal year 2017. As of September 30, 2017, Mr. Abrams held a total of 20,035 stock options for shares of Class B common stock and 3,140 RSUs for shares of Class B common stock. The amount under “All Other Compensation” reflects amounts paid in connection with Mr. Abrams’ consulting agreement, which terminated effective February 6, 2017 and is discussed under “Related Person Transactions.”
- (4) Ms. Falcone Sorrell deferred receipt of her cash director fees in fiscal year 2017. As of September 30, 2017, Ms. Falcone Sorrell held a total of 19,803 RSUs (including deferred RSUs) for shares of Class B common stock.
- (5) Mr. Lerer did not defer receipt of his cash director fees in fiscal year 2017. As of September 30, 2017, Mr. Lerer held a total of 4,152 RSUs for shares of Class B common stock.
- (6) Mr. May did not defer receipt of his cash director fees in fiscal year 2017. As of September 30, 2017, Mr. May held a total of 4,152 RSUs (including deferred RSUs) for shares of Class B common stock.
- (7) Ms. McGarvie served as a member of the Board until February 6, 2017 (the date of our 2017 Annual Meeting of Stockholders). Ms. McGarvie did not defer receipt of her cash director fees in fiscal year 2017. As of September 30, 2017, Ms. McGarvie held a total of 16,864 stock options for shares of Class B common stock and 135 RSUs (including deferred RSUs) for shares of Class B common stock.
- (8) Ms. McHale did not defer receipt of her cash director fees in fiscal year 2017. As of September 30, 2017, Ms. McHale held a total of 4,152 RSUs for shares of Class B common stock.
- (9) Mr. Nelson did not defer receipt of his cash director fees in fiscal year 2017. As of September 30, 2017, Mr. Nelson held a total of 4,152 RSUs (including deferred RSUs) for shares of Class B common stock.
- (10) Ms. Norville deferred receipt of her cash director fees in fiscal year 2017. As of September 30, 2017, Ms. Norville held a total of 23,792 RSUs (including deferred RSUs) for shares of Class B common stock.
- (11) Mr. Phillips deferred receipt of his cash director fees in fiscal year 2017. As of September 30, 2017, Mr. Phillips held a total of 5,155 stock options for shares of Class B common stock and 53,317 RSUs (including deferred RSUs) for shares of Class B common stock.
- (12) Ms. Redstone deferred receipt of her cash director fees in fiscal year 2017. As of September 30, 2017, Ms. Redstone held a total of 93,524 RSUs (including deferred RSUs) for shares of Class B common stock.
- (13) Mr. Salerno served as a member of the Board until February 6, 2017 (the date of our 2017 Annual Meeting of Stockholders). Mr. Salerno did not defer receipt of his cash director fees in fiscal year 2017. As of September 30, 2017, Mr. Salerno held a total of 4,940 stock options for shares of Class B common stock and 21,351 RSUs (including deferred RSUs) for shares of Class B common stock.
- (14) Mr. Schwartz served as a member of the Board until February 6, 2017 (the date of our 2017 Annual Meeting of Stockholders). Mr. Schwartz did not defer receipt of his cash director fees in fiscal year 2017. As of September 30, 2017, Mr. Schwartz held a total of 20,035 stock options for shares of Class B common stock and 33,211 RSUs (including deferred RSUs) for shares of Class B common stock.
- (15) Ms. Seligman did not defer receipt of her cash director fees in fiscal year 2017. As of September 30, 2017, Ms. Seligman held a total of 4,152 RSUs (including deferred RSUs) for shares of Class B common stock.

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**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

SECURITY OWNERSHIP OF CERTAIN  
BENEFICIAL OWNERS AND MANAGEMENT

The table below presents as of December 15, 2017, unless otherwise indicated, information concerning the beneficial ownership of our Class A and Class B common stock by (i) each director and director nominee, (ii) each of our NEOs during fiscal year 2017 and (iii) our current directors, NEOs and executive officers as a group. “Option Shares” reflects stock options to purchase shares that were unexercised but exercisable, either currently or within a period of 60 days from December 15, 2017, and are excluded from the column “Number of Equity

Shares.” Each person has sole voting and investment power over the shares reported, except as noted. The table also includes information concerning the beneficial ownership by each person, or group of affiliated persons, who is known by us to beneficially own 5% or more of our Class A common stock.

As of December 15, 2017, there were 49,431,181 shares of our Class A common stock outstanding and 352,837,114 shares of our Class B common stock outstanding.

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## Beneficial Ownership of Equity Securities

Common

Name	Title of Equity	Number of	Option	Percentage	Stock
	Security	Equity Shares	Shares	of Class	Equivalents <sup>(9)</sup>
Robert M. Bakish	Class A common stock	—	—	*	—
	Class B common stock	136,991	(1)(2) 499,041	*	—
Christa A. D'Alimonte	Class A common stock	—	—	*	—
	Class B common stock	1,682	(2) 21,166	*	—
Wade C. Davis	Class A common stock	—	—	*	—
	Class B common stock	53,560	(2)(3) 154,824	*	1,531 (3)
Thomas E. Dooley	Class A common stock	1,720	—	*	0
	Class B common stock	2,773	(2) 3,356,259	*	—
Cristiana Falcone Sorrell	Class A common stock	—	—	*	—
	Class B common stock	—	(4) —	*	15,763 (4)
Michael D. Fricklas	Class A common stock	—	—	*	—
	Class B common stock	—	539,808	*	—
Doretha (DeDe) F. Lea	Class A common stock	—	—	*	—
	Class B common stock	27,136	(2)(3) 68,998	*	1,095 (3)
Kenneth B. Lerer	Class A common stock	—	—	*	—
	Class B common stock	—	—	*	—
Thomas J. May	Class A common stock	—	—	*	—
	Class B common stock	—	—	*	—
Judith A. McHale	Class A common stock	15	—	*	—
	Class B common stock	—	—	*	—
Scott M. Mills	Class A common stock	—	—	*	—
	Class B common stock	25,222	204,871	*	—
Ronald L. Nelson	Class A common stock	—	—	*	—
	Class B common stock	20,000			