

Viacom Inc.
 Form 424B2
 February 14, 2011
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Filed Pursuant to Rule 424(b)(2)
 Registration No. 333-162962

The information in this preliminary prospectus is not complete and may be changed. A registration statement relating to these securities has been declared effective by the Securities and Exchange Commission. We are not using this preliminary prospectus supplement or the accompanying prospectus to sell these securities or to solicit offers to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED FEBRUARY 14, 2011

PROSPECTUS SUPPLEMENT

(To prospectus dated November 6, 2009)

\$

VIACOM INC.

% Senior Notes due 2021

The senior notes due 2021 (the "senior notes") will bear interest at % per year and will mature on , 2021. We will pay interest on the senior notes semi-annually in arrears on and of each year, beginning on , 2011. We may redeem the senior notes, in whole or in part, at any time and from time to time at a redemption price equal to the principal amount plus the applicable premium, if any, and accrued and unpaid interest to the redemption date. If we experience a change of control repurchase event and have not otherwise elected to redeem the senior notes, we will make an offer to each holder of the senior notes to repurchase all or any part of such holder's senior notes as described under the caption "Description of the Senior Notes" Purchase of Senior Notes upon a Change of Control Repurchase Event. The senior notes do not provide for a sinking fund.

The senior notes will be unsecured senior obligations of Viacom Inc. and will rank equally with Viacom Inc.'s other existing and future unsecured senior obligations.

Investing in the senior notes involves risks that are described in the Risk Factors sections of our Transition Report on Form 10-K for the nine months ended September 30, 2010 (our 2010 Form 10-K) and our Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2010 (our Q1 2011 Form 10-Q), and on page S-5 of this prospectus supplement.

	Price to Public	Underwriting Discounts and Commissions	Proceeds to Viacom (before expenses)
	%	%	%
Per Senior Note ⁽¹⁾			
Total	\$	\$	\$

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⁽¹⁾ Plus accrued interest, if any, from February , 2011 if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the senior notes or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We expect that the senior notes will be ready for delivery only in book-entry form through the facilities of The Depository Trust Company for the accounts of its participants, including Clearstream Luxembourg or Euroclear, against payment in New York, New York on or about February , 2011.

Joint Book-Running Managers

BofA Merrill Lynch

Morgan Stanley

Wells Fargo Securities

The date of this prospectus supplement is February , 2011

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first is this prospectus supplement, which describes the specific terms of this offering. The second part, the accompanying prospectus, gives more general information, some of which may not apply to this offering. This prospectus supplement also adds to, updates and changes information contained in the accompanying prospectus. If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. The accompanying prospectus is part of a shelf registration statement that we filed with the Securities and Exchange Commission on November 6, 2009. Under the shelf registration process, from time to time, we may offer and sell debt securities, preferred stock, warrants