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VIACOM INC Form 8-K September 20, 2004

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): September 17, 2004

VIACOM INC.

(Exact name of registrant as specified in its charter)

Delaware 001-09553 04-2949533

(State or other jurisdiction (Commission File Number) (I.R.S. Employer of incorporation) Identification Number)

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.):

- [X] 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))

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Section 8--Other Events

Item 8.01 Other Events.

On September 20, 2004, the Registrant issued a press release regarding the lawsuit seeking to enjoin the Blockbuster split-off exchange offer.

A copy of the press release is attached hereto as Exhibit 99.1.

Section 9--Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit 99.1 Press Release, dated September 20, 2004, regarding the lawsuit seeking to enjoin the Blockbuster split-off exchange offer.

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.
(Registrant)

By: /s/ Michael D. Fricklas

Name: Michael D. Fricklas

Title: Executive Vice President, General

Counsel and Secretary

Date: September 20, 2004

EXHIBIT INDEX

Exhibit 99.1 Press Release, dated September 20, 2004, regarding the lawsuit seeking to enjoin the Blockbuster split-off exchange offer.