VIACOM INC
Form SC TO-I/A
September 15, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO/A

(Amendment No. 1)

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)

of the Securities Exchange Act of 1934

VIACOM INC.

(Name of Subject Company (Issuer))

VIACOM INC.

(Name of Filing Persons (Issuer and Offeror))

Class A Common Stock, Par Value $0.01 Per Share

Class B Common Stock, Par Value $0.01 Per Share

(Title of Class of Securities)

925524100 (Class A Common Stock)

925524308 (Class B Common Stock)

(CUSIP Numbers of Classes of Securities)

Michael D. Fricklas

Executive Vice President, General Counsel and Secretary

Viacom Inc.

1515 Broadway

New York, New York 10036

(212) 258-6000

(Name, Address and Telephone Number of Person Authorized to Receive Notices

and Communications on Behalf of Filing Persons)

Copy to:

Stephen T. Giove

Creighton O M. Condon

Christa A. D Alimonte

Shearman & Sterling LLP

599 Lexington Avenue

New York, New York 10022

(212) 848-4000

CALCULATION OF FILING FEE

Transaction Valuation*	**Amount of Filing Fee****
$946,765,046.90	$119,955.13

* Assumes the exchange of 27,961,165 shares of Viacom Inc. (Viacom) class A common stock, par value $0.01 per share (the Viacom class A common stock), and Viacom class B common stock, par value $0.01 per share (the Viacom class B common stock), at the exchange ratio of 2.575 shares of Blockbuster Inc. (Blockbuster) class A common stock, par value $0.01 per share (the Blockbuster class A common stock), and 2.575 shares of Blockbuster class B common stock, par value $0.01 per share (the Blockbuster class B common stock), per share of Viacom class A or class B common stock. Estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11(a)(4)

under the Securities Exchange Act of 1934, based on the product of (i) the average of (x) $34.12, the average of the high and low sales prices of Viacom class A common stock on The New York Stock Exchange on September 1, 2004 and (y) $33.60, the average of the high and low sales prices of Viacom class B common stock on The New York Stock Exchange on September 1, 2004 and (ii) 27,961,165, the maximum number of shares of Viacom class A and class B common stock to be exchanged in the exchange offer.

** Calculated as .0001267 multiplied by the Transaction Valuation.

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

Amount Previously Paid: $280,057.68 Filing Party: Blockbuster Inc.
Form or Registration No.: Form S-4, Registration No. 333-116617 Date Filed: June 18, 2004

¨ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
Check the appropriate boxes to designate any transactions to which the statement relates:

¨ third-party tender offer subject to Rule 14d-1.

x issuer tender offer subject to Rule 13e-4.

¨ going-private transaction subject to Rule 13e-3.

¨ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ¨

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO (the Schedule TO) filed with the Securities and Exchange Commission on September 8, 2004 by Viacom Inc., a Delaware corporation (Viacom). The Schedule TO relates to the offer by Viacom to exchange 2.575 shares of Blockbuster Inc., a Delaware corporation (Blockbuster), class A common stock, par value $0.01 per share (the Blockbuster class A common stock), and 2.575 shares of Blockbuster class B common stock, par value $0.01 per share (the Blockbuster class B common stock), for each outstanding share of Viacom class A common stock, par value $0.01 per share (the Viacom class A common stock), and Viacom class B common stock, par value $0.01 per share (the Viacom class B common stock), that is validly tendered and not properly withdrawn, up to an aggregate of 27,961,165 shares of Viacom class A and class B common stock, upon the terms and subject to the conditions set forth in the Prospectus-Offer to Exchange, dated September 8, 2004 (the Prospectus-Offer to Exchange), the Letter of Transmittal and the Instruction Booklet to the Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the exchange offer). In connection with the exchange offer, Blockbuster has filed under the Securities Act of 1933, as amended, a registration statement on Form S-4 (Registration No. 333-116617) (as amended through the date hereof, the Registration Statement) to register 72 million shares of Blockbuster class A common stock and 72 million shares of Blockbuster class B common stock.

Item 12. MATERIAL TO BE FILED AS EXHIBITS.

Item 12 of the Schedule TO is hereby amended by adding the following thereto:

(a) (17) Email, dated September 14, 2004, to Eligible Viacom Excess Plan and Bonus Deferral Plan Participants.

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 14, 2004

VIACOM INC.

By: /s/ MICHAEL D. FRICKLAS
Name: Michael D. Fricklas
Title: Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

Exhibit No.	
(a) (1)	Prospectus-Offer to Exchange, dated September 8, 2004 (incorporated by reference to Blockbuster s Amendment No. 3 to Registration Statement on Form S-4 (File No. 333-116617), filed with the Securities and Exchange Commission on September 8, 2004).
(a) (2)	Form of Letter of Transmittal (incorporated by reference to Blockbuster s Amendment No. 3 to Registration Statement on Form S-4 (File No. 333-116617), filed with the Securities and Exchange Commission on September 8, 2004).
(a) (3)	Form of Instruction Booklet to Letter of Transmittal (incorporated by reference to Blockbuster s Amendment No. 3 to Registration Statement on Form S-4 (File No. 333-116617), filed with the Securities and Exchange Commission on September 8, 2004).
(a) (4)	Form of Notice of Guaranteed Delivery (incorporated by reference to Blockbuster s Amendment No. 3 to Registration Statement on Form S-4 (File No. 333-116617), filed with the Securities and Exchange Commission on September 8, 2004).
(a) (5)	Form of Letter from Dealer Managers to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Blockbuster s Amendment No. 3 to Registration Statement on Form S-4 (File No. 333-116617), filed with the Securities and Exchange Commission on September 8, 2004).
(a) (6)	Form of Letter to Clients for Use by Brokers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Blockbuster s Amendment No. 3 to Registration Statement on Form S-4 (File No. 333-116617), filed with the Securities and Exchange Commission on September 8, 2004).
(a) (7)	Form of Letter from Trustee of Viacom-Sponsored 401(k) Plans (incorporated by reference to Blockbuster s Amendment No. 3 to Registration Statement on Form S-4 (File No. 333-116617), filed with the Securities and Exchange Commission on September 8, 2004).
(a) (8)	Form of Procedures for Submitting Tender Instructions for Viacom Stock Held in a Viacom-Sponsored 401(k) Plan (incorporated by reference to Blockbuster s Amendment No. 3 to Registration Statement on Form S-4 (File No. 333-116617), filed with the Securities and Exchange Commission on September 8, 2004).
(a) (9)	Form of Letter from Trustee of Blockbuster Investment Plan (incorporated by reference to Blockbuster s Amendment No. 3 to Registration Statement on Form S-4 (File No. 333-116617), filed with the Securities and Exchange Commission on September 8, 2004).
(a) (10)	Form of Procedures for Submitting Tender Instructions for Viacom Stock Held in the Blockbuster Investment Plan (incorporated by reference to Blockbuster s Amendment No. 3 to Registration Statement on Form S-4 (File No. 333-116617), filed with the Securities and Exchange Commission on September 8, 2004).

(a) (11) Form of Instructions to Tender: Shares of Viacom Class A/B Common Stock Held in a 401(k) Plan (incorporated by reference to Blockbuster s Amendment No. 3 to Registration Statement on Form S-4 (File No. 333-116617), filed with the Securities and Exchange Commission on September 8, 2004).

(a) (12) Form of Internet Election for Viacom and Blockbuster 401(k) Plan Participants to submit tender instructions (incorporated by reference to Blockbuster s Amendment No. 3 to Registration Statement on Form S-4 (File No. 333-116617), filed with the Securities and Exchange Commission on September 8, 2004).

(a) (13) Summary Advertisement as published in *The Wall Street Journal* on September 8, 2004 (incorporated by reference to Blockbuster s Amendment No. 3 to Registration Statement on Form S-4 (File No. 333-116617), filed with the Securities and Exchange Commission on September 8, 2004).

(a) (14) Press Release issued by Viacom on September 8, 2004.*

(a) (15) Viacom s Annual Report on Form 10-K for the year ended December 31, 2003, previously filed with the Securities and Exchange Commission on March 15, 2004 and incorporated herein by reference.

(a) (16) Viacom s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2004, previously filed with the Securities and Exchange Commission on August 9, 2004 and incorporated herein by reference.

(a) (17) Email, dated September 14, 2004, to Eligible Viacom Excess Plan and Bonus Deferral Plan Participants.

(b) None.

(d) None.

(g) None.

(h) Opinion of Cravath, Swaine & Moore LLP (incorporated by reference to Blockbuster s Amendment No. 3 to Registration Statement on Form S-4 (File No. 333-116617), filed with the Securities and Exchange Commission on September 8, 2004).

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* Previously filed with the Securities and Exchange Commission on the Tender Offer Statement on Schedule TO filed on September 8, 2004.