

ART TECHNOLOGY GROUP INC

Form 10-Q

November 07, 2008

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the Quarterly Period Ended September 30, 2008**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the Transition Period from**

**to  
Commission file number 000-26679**

**ART TECHNOLOGY GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or  
organization)

**04-3141918**

(I.R.S. Employer Identification Number)

**One Main Street, Cambridge, Massachusetts**

(Address of principal executive offices)

**02142**

(Zip Code)

**(617) 386-1000**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting

company

(Do not check if a smaller  
reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of October 31, 2008 there were 129,594,157 shares of the Registrant's common stock outstanding.

**ART TECHNOLOGY GROUP, INC.  
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**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements**

ART TECHNOLOGY GROUP, INC.  
 CONDENSED CONSOLIDATED BALANCE SHEETS  
 (In thousands, except share data)  
 (UNAUDITED)

	<b>September 30, 2008</b>	<b>December 31, 2007</b>
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 44,601	\$ 34,419
Marketable securities (including restricted cash of \$1,669 at September 30, 2008)	13,631	16,460
Accounts receivable, net of reserves of \$1,287 (\$958 in 2007)	35,779	40,443
Deferred costs	931	790
Prepaid expenses and other current assets	3,411	2,741
Total current assets	98,353	94,853
Property and equipment, net	9,583	7,208
Deferred costs, non-current	2,146	2,337
Other assets	1,625	1,475
Marketable securities (including restricted cash of \$419 at September 30, 2008)	419	1,062
Intangible assets, net	8,854	11,109
Goodwill	67,692	59,675
Total Assets	\$ 188,672	\$ 177,719
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current Liabilities:		
Accounts payable	\$ 3,648	\$ 3,619
Accrued expenses	18,830	19,082
Deferred revenue	41,401	35,577
Accrued restructuring	371	855
Total current liabilities	64,250	59,133
Accrued restructuring, non-current		225
Other liabilities	498	487
Deferred revenue, non-current	11,344	10,777
Commitments and contingencies (Note 9)		
Stockholders equity:		
Preferred stock, \$0.01 par value; authorized -10,000,000 shares; issued and outstanding-no shares		
Common stock, \$0.01 par value; authorized-200,000,000 shares; issued -130,983,835 shares and 129,293,221 shares at September 30, 2008 and December 31, 2007, respectively	1,309	1,293
Additional paid-in capital	312,832	305,151

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Accumulated deficit	(195,453)	(195,745)
Treasury stock, at cost (1,409,142 and 986,960 shares at September 30, 2008 and December 31, 2007, respectively)	(4,381)	(2,902)
Accumulated other comprehensive loss	(1,727)	(700)
Total stockholders' equity	112,580	107,097
Total Liabilities and Stockholders' Equity	\$ 188,672	\$ 177,719

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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ART TECHNOLOGY GROUP, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(In thousands, except per share data)  
(UNAUDITED)

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
Revenue:				
Product licenses	\$ 10,764	\$ 7,873	\$ 32,321	\$ 20,997
Recurring services	23,446	19,346	67,335	55,335
Professional and education services	6,584	8,667	19,588	21,402
Total revenue	40,794	35,886	119,244	97,734
Cost of Revenue:				
Product licenses	539	557	1,445	1,646
Recurring services	8,611	6,165	25,458	16,687
Professional and education services	6,393	7,587	19,802	20,356
Total cost of revenue	15,543	14,309	46,705	38,689
Gross Profit	25,251	21,577	72,539	59,045
Operating Expenses:				
Research and development	7,660	6,632	22,054	18,683
Sales and marketing	12,282	11,697	36,975	33,014
General and administrative	4,890	4,489	14,082	13,740
Restructuring		9		(59)
Total operating expenses	24,832	22,827	73,111	65,378
Income (loss) from operations	419	(1,250)	(572)	(6,333)
Interest and other income, net	232	575	1,100	1,544
Income (loss) before provision for income taxes	651	(675)	528	(4,789)
Provision (benefit) for income taxes	(135)	85	236	180
Net income (loss)	\$ 786	\$ (760)	\$ 292	\$ (4,969)
Basic net income (loss) per share	\$ 0.01	\$ (0.01)	\$ 0.00	\$ (0.04)

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Diluted net income (loss) per share	\$ 0.01	\$ (0.01)	\$ 0.00	\$ (0.04)
Basic weighted average common shares outstanding	129,219	127,461	128,821	127,349
Diluted weighted average common shares outstanding	135,697	127,461	134,934	127,349

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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ART TECHNOLOGY GROUP, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(In thousands)  
(UNAUDITED)

	<b>Nine Months Ended September</b>	
	<b>2008</b>	<b>30, 2007</b>
<b>Cash Flows from Operating Activities:</b>		
Net income (loss)	\$ 292	\$ (4,969)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	6,518	5,760
Non-cash stock-based compensation expense	5,824	4,114
Changes in current assets and liabilities:		
Accounts receivable	4,797	2,099
Prepaid expenses and other current assets	(810)	(2,076)
Deferred costs	50	(2,532)
Increase in other assets	(57)	
Accounts payable	29	204
Accrued expenses and other liabilities	155	2,737
Deferred revenue	6,391	17,664
Accrued restructuring	(709)	(975)
 Net cash provided by operating activities	 22,480	 22,026
<b>Cash Flows from Investing Activities:</b>		
Purchases of marketable securities	(17,225)	(9,212)
Maturities of marketable securities	22,492	14,625
Purchases of property and equipment	(5,612)	(3,123)
Collateralization of letters of credit	(2,088)	
Payment of acquisition costs, net of cash acquired	(9,522)	(829)
Increase in other assets		(22)
 Net cash (used in) provided by investing activities	 (11,955)	 1,439
<b>Cash Flows from Financing Activities:</b>		
Proceeds from exercise of stock options	1,608	1,223
Proceeds from employee stock purchase plan	754	649
Repurchase of common stock	(1,479)	(2,190)
Payments of employee restricted stock tax withholdings	(505)	
Payments on capital leases		(52)



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Net cash provided by (used in) financing activities	378	(370)
Effect of foreign exchange rate changes on cash and cash equivalents	(721)	91
Net increase in cash and cash equivalents	10,182	23,186
Cash and cash equivalents, beginning of period	34,419	17,911
Cash and cash equivalents, end of period	\$ 44,601	\$ 41,097

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

**Table of Contents****ART TECHNOLOGY GROUP, INC.****NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(1) Organization, Business and Summary of Significant Accounting Policies**

Art Technology Group, Inc. ( ATG or the Company ) develops and markets a comprehensive suite of e-commerce software products, and provides related services, including support and maintenance, education, application hosting, professional services and e-commerce optimization services for enhancing online sales and support.

**(a) Principles of Consolidation**

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared pursuant to the rules of the Securities and Exchange Commission for quarterly reports on Form 10-Q and Article 10 of Regulation S-X. Accordingly, the financial statements do not include all of the information and footnotes required by United States generally accepted accounting principles, and while the Company believes that the disclosures presented are adequate to make the information presented not misleading, these financial statements should be read in conjunction with the audited financial statements and related notes included in the Company's 2007 Annual Report on Form 10-K. In the opinion of management, the accompanying unaudited condensed consolidated financial statements and notes contain all adjustments, consisting of normal recurring accruals, considered necessary for a fair presentation of the Company's financial position, results of operations and cash flows at the dates and for the periods indicated. Certain amounts have been reclassified to conform to the current period presentation. Such reclassifications were not material to the consolidated financial statements. The operating results for the three and nine months ended September 30, 2008 are not necessarily indicative of the results to be expected for the full year ending December 31, 2008.

The accompanying consolidated financial statements include the accounts of ATG and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

**(b) Use of Estimates**

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Such estimates relate to revenue recognition, the allowance for doubtful accounts, useful lives of fixed assets and identifiable intangible assets, deferred costs, accrued liabilities, accrued taxes, deferred tax valuation allowances and assumptions pertaining to share-based payments. Actual results could differ from those estimates.

**(c) Accounts Receivable**

Accounts receivable represent amounts currently due from customers for which revenue has been recognized or is being recognized ratably in future periods. Accounts receivable also include \$2.1 million and \$1.6 million of unbilled accounts receivable at September 30, 2008 and December 31, 2007, respectively. Unbilled receivables consist of future billings for work performed but not yet invoiced to the customer. Unbilled accounts receivable are generally invoiced within the following month.

**(d) Revenue Recognition**

ATG derives revenue from the following sources: (1) perpetual software licenses, (2) recurring services, which are comprised of support and maintenance services, application hosting services and e-commerce optimization services, and (3) professional and education services. ATG sells these product and service offerings individually or more commonly in multiple element arrangements under various arrangements as follows: 1. Sale of Perpetual Software Licenses, 2. Sale of Application Hosting Agreements, and 3. Sale of e-Commerce Optimization Services. The Company recognizes revenue in accordance with AICPA Statement of Position 97-2, *Software Revenue Recognition* ( *SOP 97-2* ), or Securities and Exchange Commission Staff Accounting Bulletin No. 104, *Revenue Recognition* ( *SAB 104* ), applying the provisions of Emerging Issues Task Force ( *EITF* ) Issue No. 00-21, *Revenue Arrangements with Multiple Deliverables* ( *EITF 00-21* ), depending on the nature of the arrangement.

**Table of Contents****ART TECHNOLOGY GROUP, INC.****NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

Revenue is recognized only when persuasive evidence of an arrangement exists, the fee is fixed or determinable, the product or service has been delivered, and collectability of the resulting receivable is probable. One of the significant judgments ATG makes related to revenue recognition is evaluating the customer's ability to pay for the products or services provided. This judgment is based on a combination of factors, including the completion of a credit check or financial review, payment history with the customer and other forms of payment assurance. Upon the completion of these steps and provided all other revenue recognition criteria are met, ATG recognizes revenue consistent with its revenue recognition policies provided below.

**1. Sales of Perpetual Software Licenses**

ATG licenses software under perpetual license agreements and applies the provisions of SOP 97-2, as amended by SOP 98-9, *Modifications of SOP 97-2, Software Revenue Recognition, With Respect to Certain Transactions*. In accordance with SOP 97-2 and SOP 98-9, revenue from software license agreements is recognized when the following criteria are met: (1) execution of a legally binding license agreement, (2) delivery of the software, which is generally through electronic license keys for the software, (3) the fee is fixed or determinable, as determined by the Company's customary payment terms, and free of contingencies or significant uncertainties as to payment, and (4) collection is deemed probable by management based on a credit evaluation of the customer. In addition, under multiple element arrangements, to recognize software license revenue up-front, the Company must have vendor-specific objective evidence (VSOE) of fair value of the undelivered elements in the transaction. Substantially all of the Company's software license arrangements do not include acceptance provisions. However, if conditions for acceptance subsequent to delivery are required, revenue is recognized upon customer acceptance if such acceptance is not deemed to be perfunctory.

In connection with the sale of its software licenses, ATG sells support and maintenance services, which are recognized ratably over the term of the arrangement, typically one year. Under support and maintenance services, customers receive unspecified software product upgrades, maintenance and patch releases during the term, and internet and telephone access to technical support personnel. Support and maintenance is priced as a percent of the net software license fee and is based on the contracted level of support.

Many of the Company's software arrangements also include professional services for consulting implementation services sold separately under consulting engagement contracts. Professional services revenue from these arrangements is generally accounted for separately from the software license because the services qualify as a separate element under SOP 97-2. The more significant factors considered in determining whether professional services revenue should be accounted for separately include the nature of services (i.e., consideration of whether the services are essential to the functionality of the licensed product), degree of risk, availability of services from other vendors, timing of payments, and impact of milestones or acceptance criteria on the realizability of the software license fee. Professional services revenue under these arrangements is recognized as the services are performed on a time and materials basis using the proportional performance method.

Education revenue, which is recognized as the training is provided to customers, is derived from instructor led training classes either at ATG or the customer location.

For software arrangements with multiple elements, the Company applies the residual method in accordance with SOP 98-9. The residual method requires that the portion of the total arrangement fee attributable to the undelivered elements be deferred based on its VSOE of fair value and subsequently recognized over the period as the service is delivered. The difference between the total arrangement fee and the amount deferred for the undelivered elements is recognized as revenue related to the delivered elements, which is generally the software license. VSOE of fair value for all elements in an arrangement is based upon the normal pricing for those products and services when sold separately. VSOE of fair value for support and maintenance services is additionally determined by the renewal rate in customer contracts. The Company has established VSOE of fair value for support and maintenance services, professional services, and education. The Company has not established VSOE for its software licenses, application hosting services or e-commerce optimization services. In arrangements that do not include application hosting services or e-commerce optimization services, product license revenue is generally recognized upon delivery of the software

products.

**Table of Contents****ART TECHNOLOGY GROUP, INC.****NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****2. Sales of Application Hosting Services and Professional Services**

ATG derives revenue from application hosting services either from hosting ATG perpetual software licenses purchased by the customer or by providing software as a service solution to the customer in an arrangement in which the customer does not have the rights to the software license itself but can use the software for the contracted term. In both situations, ATG recognizes application hosting revenue in accordance with EITF Issue No. 00-3, *Application of AICPA Statement of Position 97-2 to Arrangements that Include the Right to Use Software Stored on Another Entity's Hardware* ( EITF 00-3 ), SAB 104 and EITF 00-21.

In accordance with EITF 00-3, these arrangements are not within the scope of SOP 97-2, and as such, ATG applies the provisions of SAB 104 and EITF 00-21 and accounts for the arrangement as a service contract. Pursuant to EITF 00-21, all elements of the arrangement are considered to be one unit of accounting. The elements in these arrangements generally include set-up and implementation services, support and maintenance services, the monthly hosting service and in certain instances a perpetual software license. All fees received up-front under these arrangements, regardless of the nature of the element, are deferred until the application hosting service commences, which is referred to as the go live date. Upon go live, the up-front fees are recognized ratably over the hosting period or estimated life of the customer arrangement, whichever is longer. ATG currently estimates the life of the customer arrangement to be four years. In addition, the monthly application hosting service fee is recognized as the application hosting service is provided.

**3. Sales of e-Commerce Optimization Services**

ATG derives revenue from e-commerce optimization services, which are hosted services that enable customers to increase their volume of sales and margin on those sales. e-commerce optimization services are site-independent and are not required to be used in conjunction with ATG's software products. These services are a stand-alone independent service solution, that are typically contracted for a one-year term. The Company recognizes revenue on a monthly basis as the services are provided. Fees are generally based on monthly minimums and transaction volumes. In certain instances e-commerce optimization services are bundled with ATG software arrangements, which typically include support and maintenance services and professional services for the perpetual software license. Since the Company does not have VSOE of fair value for e-commerce optimization services, the up-front fees received under the arrangement are deferred and recognized ratably over the period of providing the e-commerce optimization services, provided that the professional services, if applicable, have commenced.

In certain instances, the Company sells perpetual software licenses with application hosting services and e-commerce optimization services. As noted above, in these situations all elements in the arrangement, for which the Company receives up-front fees, are recognized as revenue ratably over the period of providing the related service.

The Company allocates and classifies revenue in its statement of operations based on its evaluation of VSOE of fair value, or a proxy of fair value thereof, available for each applicable element of the transaction: professional services, support and maintenance services, application hosting services, and/or e-commerce optimization services. ATG uses the residual method to determine the amount of revenue to allocate to product license revenue. As noted, the fee for each element is recognized ratably, and as such, a portion of software license revenue recorded in the statement of operations is from these ratably recognized arrangements.

***(e) Deferred Costs***

The Company defers direct costs incurred for the set-up and implementation of application hosting services until commencement of the application hosting service. In addition, for arrangements that require the Company to defer professional services revenue, such as arrangements in which the Company does not have VSOE of fair value for an undelivered element in an arrangement, the Company defers the direct costs incurred prior to delivery of the element related to performing the professional services. Deferred costs are amortized to cost of revenue ratably over the period of recognizing the related revenue under the customer arrangement. Deferred costs include incremental direct third party costs and specific internal direct costs, such as direct salary and benefits, related to the set-up and implementation services and professional services. Total deferred costs were \$3.1 million at each of September 30, 2008 and December 31, 2007.



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Financial Accounting Standards Board ( FASB ) Statement of Financial Accounting Standards ( SFAS ) No. 130, *Reporting Comprehensive Income*, requires financial statements to include the reporting of comprehensive income (loss), which includes net income (loss) and certain transactions that have generally been reported in the statement of stockholders' equity. ATG's comprehensive income (loss) consists of net income (loss), foreign currency translation adjustments and unrealized gains and losses on available-for-sale securities. The components of comprehensive income (loss) at September 30, 2008 and 2007 are as follows:

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
	<b>(in thousands)</b>		<b>(in thousands)</b>	
Net income (loss)	\$ 786	\$ (760)	\$ 292	\$ (4,969)
Foreign currency translation adjustment	(868)	247	(734)	53
Unrealized loss on available-for-sale securities	(270)		(293)	
Comprehensive income (loss)	\$ (352)	\$ (513)	\$ (735)	\$ (4,916)

**(g) Classification of Marketable Securities**

In the first quarter of 2008, the Company transferred its marketable securities classified as held-to-maturity to available-for-sale in accordance with SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities*, as amended, due to selling certain debt securities prior to their maturity dates in order to finance the closing of the CleverSet acquisition. The total transfer was \$17.5 million (at amortized cost) of marketable securities with an unrealized loss of \$1,000. Available-for-sale securities are recorded at fair value. At September 30, 2008 the Company held \$14.1 million of marketable securities with an unrealized loss of \$0.3 million.

**(h) Concentrations of Credit Risk and Major Customers**

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of marketable securities and accounts receivable. ATG maintains cash, cash equivalents and marketable securities with high credit quality financial institutions. To reduce its concentration of credit risk with respect to accounts receivable, the Company routinely assesses the financial strength of its customers through continuing credit evaluations. The Company generally does not require collateral.

At September 30, 2008 and December 31, 2007, no customer balance accounted for 10% or more of accounts receivable. No customer accounted for 10% or more of total revenue in the three and nine month periods ended September 30, 2008 and September 30, 2007.

**(i) New Accounting Pronouncements**

In March 2008, the FASB issued SFAS No. 161, *Disclosures About Derivative Instruments and Hedging Activities* an amendment of FASB Statement No. 133 ( SFAS 161 ), which establishes, among other things, the disclosure requirements for derivative instruments and for hedging activities. SFAS 161 requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of and gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative agreements. This statement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. The Company is not currently involved in hedging activities. The adoption of this statement is not expected to have any impact to the Company's consolidated financial statements.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements* an amendment of ARB No. 51, ( SFAS 160 ), which amends ARB 51 to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. It also amends

certain of ARB 51's consolidation procedures for consistency with the requirements of SFAS 141(R), *Business Combinations*. This Statement will be effective for financial statements issued for fiscal years and interim periods within those fiscal years, beginning on or after December 15, 2008. Earlier adoption is prohibited. The adoption of this statement is not expected to have a material impact to the Company's consolidated financial statements.



**Table of Contents****ART TECHNOLOGY GROUP, INC.****NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

In December 2007, the FASB issued SFAS 141(R), *Business Combinations* ( SFAS 141(R) ), a replacement of SFAS No. 141. SFAS 141(R) is effective for fiscal years beginning on or after December 15, 2008 and applies to all business combinations. SFAS 141(R) provides that, upon initially obtaining control, an acquirer shall recognize 100% of the fair values of acquired assets, including goodwill, and assumed liabilities, with only limited exceptions, even if the acquirer has not acquired 100% of its target. As a consequence, the current step acquisition model will be eliminated. Additionally, SFAS 141(R) changes current practice, in part, as follows: (1) contingent consideration arrangements will be fair valued at the acquisition date and included on that basis in the purchase price consideration; (2) transaction costs will be expensed as incurred, rather than capitalized as part of the purchase price; (3) pre-acquisition contingencies, such as legal issues, will generally be accounted for in purchase accounting at fair value; (4) the requirements in FASB SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities*, have to be met at the acquisition date to accrue for a restructuring plan in purchase accounting; and (5) in-process research and development charges will no longer be recorded. While there is no expected impact to the Company's consolidated financial statements on the accounting for acquisitions completed prior to December 31, 2008, the adoption of SFAS 141(R) on January 1, 2009 could materially change the accounting for any business combinations consummated subsequent to that date.

**(2) Net Income (Loss) Per Share**

Basic net income (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding plus the dilutive effect of common stock equivalents using the treasury stock method. Common stock equivalents consist of stock options, restricted stock and restricted stock unit awards. In accordance with SFAS No. 123 (revised 2004), *Share-Based Payment* ( SFAS 123R ), the assumed proceeds under the treasury stock method include the average unrecognized compensation expense of stock options that are in-the-money, restricted stock and restricted stock unit awards. This results in the assumed buyback of additional shares, thereby reducing the dilutive impact of stock options, restricted stock and restricted stock unit awards.

The following table sets forth the computation of basic and diluted net loss per share for the three and nine month periods ended September 30, 2008 and 2007 (in thousands, except per share amounts):

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
Net income (loss)	\$ 786	\$ (760)	\$ 292	\$ (4,969)
Weighted average common shares outstanding used in computing basic net income per share	129,219	127,461	128,821	127,349
Dilutive employee common stock equivalents	6,478		6,113	
Total weighted average common stock and common stock equivalent shares outstanding used in computing diluted net income per share	135,697	127,461	134,934	127,349
Basic net income (loss) per share	\$ 0.01	\$ (0.01)	\$ 0.00	\$ (0.04)
Diluted net income (loss) per share	\$ 0.01	\$ (0.01)	\$ 0.00	\$ (0.04)

Anti-dilutive common stock equivalents	7,559	16,985	7,246	17,064
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***(3) Stock-Based Compensation***

The Company accounts for stock-based compensation pursuant to SFAS 123R. Stock-based compensation cost recognized includes: (a) compensation cost for all share-based payments granted prior to but not yet vested as of December 31, 2005, based on the grant-date fair value estimated in accordance with the provisions of SFAS 123, and (b) compensation cost for all share-based payments granted subsequent to December 31, 2005, based on the grant-date fair value estimated in accordance with the provisions of SFAS 123R.

**Table of Contents****ART TECHNOLOGY GROUP, INC.****NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS***Grant-Date Fair Value*

The Company uses the Black-Scholes option pricing model to calculate the grant-date fair value of stock options. Information pertaining to stock options granted during the nine months ended September 30, 2008 and 2007 and related weighted average assumptions is as follows:

	<b>Nine Months Ended September</b>	
	<b>2008</b>	<b>2007</b>
<b>Stock Options</b>		
Options granted (in thousands)	1,573	1,227
Weighted-average exercise price	\$ 3.69	\$ 2.65
Weighted-average grant date fair value	\$ 2.42	\$ 2.08
Assumptions:		
Expected volatility	70.8%	85.3%
Expected term (in years)	6.25	6.25
Risk-free interest rate	3.60%	4.93%
Expected dividend yield		

**Expected volatility** The Company has determined that the historical volatility of its common stock is the best indicator of the future volatility of the Company's common stock. As such, the Company uses historical volatility to estimate the grant-date fair value of stock options. Historical volatility is calculated for the period that is commensurate with the stock option's expected term.

**Expected term** Since adopting SFAS 123R the Company has been unable to use historical employee exercise and option expiration data to estimate the expected term assumption for the Black-Scholes grant-date valuation. The Company utilizes the safe harbor provision in Staff Accounting Bulletin No. 107 (as extended by Staff Accounting Bulletin No. 110) to determine the expected term of its stock options.

**Risk-free interest rate** The yield on zero-coupon U.S. Treasury securities for a period that is commensurate with the expected term is used as the risk-free interest rate.

**Expected dividend yield** The Company's Board of Directors historically has not declared cash dividends and does not expect to issue cash dividends in the future. As such, the Company uses a 0% expected dividend yield.

*Stock-Based Compensation Expense*

The Company uses the straight-line attribution method to recognize stock-based compensation expense for awards that vest solely based on a requisite service period. The amount of stock-based compensation expense recognized during a period is based on the value of the portion of the awards that are ultimately expected to vest. SFAS 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The term *forfeitures* is distinct from cancellations or expirations and represents only the unvested portion of the surrendered option. The Company has applied an annual forfeiture rate of 6.1% to all unvested options as of September 30, 2008. This analysis is re-evaluated quarterly and the forfeiture rate is adjusted as necessary. Ultimately, the actual expense recognized over the vesting period will only be for those stock options that vest.

During the nine months ended September 30, 2008, the Company granted restricted stock units (RSUs) covering an aggregate of 2,601,200 shares of its common stock with a total fair value of \$9.2 million. The fair value of the RSU grants is based on the market price of ATG's common stock on the date of grant. The RSU grants provide the holder with the right to receive shares of ATG common stock upon vesting. The Company did not grant any restricted stock awards (RSAs) during the nine months ended September 30, 2008.

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**ART TECHNOLOGY GROUP, INC.**

**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

Stock-based compensatisp;

William Schwartz

Member Chair

**FY 2012 Meetings**

8 7 4

***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;

oversight of our internal audit function; and

oversight of 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 2012, 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;

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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.

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### *Audit Committee Financial Experts*

The Board of Directors has determined that all of the members of the Audit Committee are financially sophisticated. In addition, the Board has determined that all three members, Ms. McGarvie (Chair), Mr. Phillips and Mr. Salerno, are independent directors and qualify as audit committee financial experts, as that term is defined in 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.

### ***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 Executive Chairman and Founder, 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 all equity awards we grant; and

evaluating the performance of our Executive Chairman and Founder and our President and Chief Executive Officer, and reviewing the evaluations of other executives by the Executive Chairman and Founder and/or 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);

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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 outside advisors; and

the Committee is empowered to hire outside advisors as it deems appropriate.

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### *Compensation Committee's Relationship with its Independent Compensation Consultant*

The Compensation Committee's independent compensation consultant during fiscal year 2012 was Pay Governance LLC ( "Pay Governance" ). Pay Governance is engaged by, and reports directly to, the Compensation Committee, which has the sole authority to hire or fire Pay Governance and to approve fee arrangements for work performed. Pay Governance 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 Pay Governance to interact with management on behalf of the Compensation Committee, as needed in connection with advising the Compensation Committee, and Pay Governance 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 our independent compensation consultant. In fiscal year 2012, Pay Governance only did work for the Compensation Committee. The Compensation Committee has assessed the independence of Pay Governance pursuant to Securities and Exchange Commission ( "SEC" ) rules and concluded that Pay Governance'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;

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, which the Board believes should include a Chair with experience in governance matters plus the Chairs of the Audit and Compensation Committees in accordance with good governance practice;

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 uses the Compensation Committee's independent compensation consultant for advice on director compensation.

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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*

Mr. Schwartz, the Chair of the Governance and Nominating Committee, leads the executive sessions of non-management and independent directors.

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

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 Michael D. Fricklas, Secretary, Viacom Inc., 1515 Broadway, New York, NY 10036-5794.

## **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**

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:

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 role of the non-management directors in executive succession planning; and

the annual self-assessment of the Board to evaluate its 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 periodically by the Governance and Nominating Committee and the respective Committee and are updated by the Board as needed.



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### **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 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, has oversight responsibility for our compliance and ethics programs. He reports to the Audit Committee and administratively to the Chief Operating Officer; he also reports administratively to the General Counsel as to compliance matters and to the Chief Financial Officer as to audit matters. These individuals, together with senior executives of various disciplines from Viacom and its business divisions, regularly review and update the GBPS policies, and generate 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.

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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 Executive Chairman and Founder, 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**

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. Messrs. Abrams, Greenberg, Kraft, Phillips, Salerno and Schwartz, Ms. McGarvie and Ms. Redstone are Outside Directors.

Our director compensation programs are overseen by our Governance and Nominating Committee, which makes recommendations annually 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 Pay Governance, the Compensation Committee's independent compensation consultant, on director compensation matters.

In March 2012, the Governance and Nominating Committee reviewed a report on director compensation prepared by Pay Governance. The report concluded that our director compensation levels had become lower than market median levels since 2010, when our director compensation was last increased. As a result, on March 8, 2012, the Board made certain changes, as described below, to our director compensation programs that became effective immediately.

**Elements of Outside Director Compensation**

***Cash Compensation***

We pay cash compensation to our Outside Directors as follows:

Our Outside Directors receive an annual Board retainer of \$100,000, payable in equal installments quarterly in advance, except for our Vice Chair, who receives an annual retainer of \$200,000.

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.

Prior to March 8, 2012, our Outside Directors received an annual Board retainer of \$75,000, except for our Vice Chair, who received an annual retainer of \$200,000.

Outside Directors may elect to defer their cash compensation under the Viacom Inc. Deferred Compensation Plan for Outside Directors discussed below.

***Equity Compensation***

***Stock Options***

On January 31, 2012, under the Viacom Inc. 2011 Stock Option Plan for Outside Directors, Outside Directors automatically received an annual grant of stock options to purchase a number of shares of Class B common stock equal in value to \$70,000, which grant vests in three equal annual installments on the anniversaries of the date of grant. The exercise price of the stock options is the closing price of our Class B common stock on NASDAQ on the date of grant. The options are valued using the Black-Sholes valuation method.

On January 17, 2013, the Viacom Inc. 2011 Stock Option Plan for Outside Directors was amended to provide that Outside Directors will no longer automatically receive annual grants of stock options.





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### *Restricted Share Units*

On January 31, 2012, under the Viacom Inc. 2011 RSU Plan for Outside Directors, Outside Directors automatically received an annual grant of restricted share units ( RSUs ) equal in value to \$70,000 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. RSUs 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.

On January 17, 2013, the Viacom Inc. 2011 RSU Plan for Outside Directors was amended to provide that, commencing on January 31, 2013, Outside Directors will automatically receive annual grants of RSUs equal in value to \$150,000 based on the closing price of our Class B common stock on NASDAQ on the date of grant.

See Fiscal Year 2012 Director Compensation below for detail on the compensation our Outside Directors received for fiscal year 2012.

### **Deferred Compensation Plan**

Under the Viacom Inc. Deferred Compensation Plan for Outside Directors, Outside Directors may elect to defer their Board and Committee 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. Amounts credited to a stock unit account are deemed invested in a number of phantom stock units equal to the number of shares of Class A common stock and Class B common stock that the deferred amounts, if invested as equally as possible in the Class A and Class B common stock, would have purchased based on their respective closing market prices on the first day of the next calendar quarter. Amounts credited to a stock unit account bear interest at the prime rate in effect at the beginning of the relevant calendar quarter until they are converted to phantom stock units.

Upon a director's retirement from the Board, the amounts deferred under the Deferred Compensation Plan for Outside Directors are paid in cash in 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 on January 15 of the following year. The value of a stock unit account is determined by reference to the average of the closing market prices of Class A common stock and Class B common stock on NASDAQ on each trading date during the four-week period ending five business days prior to the payment date. Amounts credited to the interest account and paid in installments accrue interest until the final installment is paid.

For more information on the phantom stock units held by certain of our directors as of January 1, 2013, see footnote (1) to the Security Ownership of Certain Beneficial Owners and Management table.

**Table of Contents****Fiscal Year 2012 Director Compensation**

The following table presents information on compensation for services as an Outside Director for fiscal year 2012.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)(1)	Option Awards (\$)(1)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)(2)	All Other Compensation (\$)	Total (\$)
George S. Abrams(3)	\$ 89,149	\$69,996	\$70,000	\$ 232	\$120,000	\$349,377
Philippe P. Dauman(4)				\$7,190		\$ 7,190
Alan C. Greenberg(5)	\$ 89,149	\$69,996	\$70,000			\$229,145
Robert K. Kraft(6)	\$ 89,149	\$69,996	\$70,000	\$ 144		\$229,289
Blythe J. McGarvie(7)	\$147,149	\$69,996	\$70,000	\$ 12		\$287,157
Charles E. Phillips, Jr.(8)	\$121,149	\$69,996	\$70,000	\$3,043		\$264,188
Shari Redstone(9)						
<i>Vice Chair</i>	\$200,000	\$69,996	\$70,000	\$ 274		\$340,270
Frederic V. Salerno(10)	\$148,649	\$69,996	\$70,000	\$ 423		\$289,068
William Schwartz(11)	\$127,649	\$69,996	\$70,000	\$ 385		\$268,030

- (1) Reflects the grant date fair value of the awards 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, 2012.
- (2) 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 2012 compared to the interest that would have been accrued at the long-term applicable federal rate.
- (3) Mr. Abrams did not defer receipt of his cash director fees in fiscal year 2012. As of September 30, 2012, Mr. Abrams held a total of 35,097 stock options for shares of Class B common stock and 1,488 RSUs for shares of Class B common stock. The amount under All Other Compensation reflects amounts paid in connection with Mr. Abrams consulting agreement discussed under Related Person Transactions.
- (4) Mr. Dauman was compensated as an Outside Director prior to becoming our President and Chief Executive Officer on September 5, 2006. The amount presented in this table relates to compensation previously deferred by Mr. Dauman when he was an Outside Director.
- (5) Mr. Greenberg did not defer receipt of his cash director fees in fiscal year 2012. As of September 30, 2012, Mr. Greenberg held a total of 23,988 stock options for shares of Class B common stock and 1,488 RSUs for shares of Class B common stock.
- (6) Mr. Kraft deferred receipt of his cash director fees in fiscal year 2012. As of September 30, 2012, Mr. Kraft held a total of 34,305 stock options for shares of Class B common stock and 1,488 RSUs for shares of Class B common stock.
- (7) Ms. McGarvie did not defer receipt of her cash director fees in fiscal year 2012. As of September 30, 2012, Ms. McGarvie held a total of 27,963 stock options for shares of Class B common stock and 1,488 RSUs for shares of Class B common stock.
- (8) Mr. Phillips deferred receipt of his cash director fees in fiscal year 2012. As of September 30, 2012, Mr. Phillips held a total of 37,476 stock options for shares of Class B common stock and 10,088 RSUs (including deferred RSUs) for shares of Class B common stock.
- (9) Ms. Redstone deferred receipt of her cash director fees in fiscal year 2012. As of September 30, 2012, Ms. Redstone held a total of 31,263 stock options for shares of Class B common stock and 12,938 RSUs (including deferred RSUs) for shares of Class B common stock.
- (10) Mr. Salerno did not defer receipt of his cash director fees in fiscal year 2012. As of September 30, 2012, Mr. Salerno held a total of 24,263 stock options for shares of Class B common stock and 14,186 RSUs (including deferred RSUs) for shares of Class B common stock.
- (11) Mr. Schwartz did not defer receipt of his cash director fees in fiscal year 2012. As of September 30, 2012, Mr. Schwartz held a total of 35,097 stock options for shares of Class B common stock and 14,186 RSUs (including deferred RSUs) for shares of Class B common stock.

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**Director Perquisites**

We generally do not provide perquisites to our directors. Occasionally, a director's spouse may accompany him or her to Viacom events at our request. For example, spouses are invited to some of the Board dinners we hold from time to time in connection with Board meetings. This policy involves a de minimis or no incremental cost to us, and we believe it serves a legitimate business purpose.

***Director Attendance at Certain Viacom Events***

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.

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The table below presents as of January 1, 2013, 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 person who was an NEO during fiscal year 2012 and (iii) our directors, NEOs and executive officers as a group. Option Shares reflects stock options to purchase shares that were exercisable but unexercised, either currently or within a period of 60 days from January 1, 2013, 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 January 1, 2013, there were 51,151,250 shares of our Class A common stock outstanding and 444,451,711 shares of our Class B common stock outstanding.

Beneficial Ownership of Equity Securities					Common
Name	Title of Equity Security	Number of Equity Shares	Option Shares	Percentage of Class	Stock Equivalents(11)
George S. Abrams	Class A common stock	(1)		*	11,407(1)
	Class B common stock	28,176(1)(2)	29,052	*	11,682(1)
James W. Barge	Class A common stock			*	
	Class B common stock	523(3)(4)		*	643(3)
Philippe P. Dauman	Class A common stock			*	
	Class B common stock	1,049,180(3)(4)	4,417,598	*	1,844(3)
Thomas E. Dooley	Class A common stock	1,720		*	
	Class B common stock	810,950(4)(5)	3,539,514	*	
Michael D. Fricklas	Class A common stock	24(3)(4)		*	14(3)
	Class B common stock	14,217(3)(4)(5)	309,273	*	3,873(3)
Alan C. Greenberg	Class A common stock			*	
	Class B common stock	37,698	18,833	*	
Robert K. Kraft	Class A common stock	(1)		*	10,298(1)
	Class B common stock	74,775(1)(2)	29,150	*	10,808(1)
Blythe J. McGarvie	Class A common stock	(1)		*	710(1)
	Class B common stock	8,143(1)	22,808	*	713(1)
Charles E. Phillips, Jr.	Class A common stock	(1)		*	5,372(1)
	Class B common stock	4,098(1)(6)	32,321	*	14,380(1)(6)
Shari Redstone	Class A common stock	(1)		*	19,775(1)
	Class B common stock	1,500(1)(2)(6)(7)	26,108	*	32,426(1)(6)
Sumner M. Redstone(8)	Class A common stock	40,607,572(9)		79.4%	
	Class B common stock	128,777(3)	2,289,168	*	208(3)

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Frederic V. Salerno	Class A common stock	(1)		*	22,724(1)
	Class B common stock	(1)(6)	19,108	*	36,226(1)(6)
William Schwartz	Class A common stock	(1)		*	20,943(1)
	Class B common stock	6,878(1)(6)	27,564	*	34,120(1)(6)
National Amusements, Inc./NAI EH(9)	Class A common stock	40,607,532		79.4%	
	Class B common stock			*	
Directors, NEOs and executive officers as a group, other than Sumner M. Redstone (17 persons)	Class A common stock	1,744(4)		*	91,243
	Class B common stock	2,080,259(4)	8,471,329	*	149,287
Mario J. Gabelli(10)					
Gabelli Asset Management Inc.	Class A common stock	5,767,422		11.3%	

\* Represents less than 1% of the outstanding common stock of the class.

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- (1) The following Class A phantom stock units and Class B phantom stock units credited to the respective director under the Deferred Compensation Plan for Outside Directors are excluded from the Number of Equity Shares column and the Percentage of Class column and included in the Common Stock Equivalents column:
- |                 |                                   |
|-----------------|-----------------------------------|
| Abrams:         | 11,407 Class A and 11,682 Class B |
| Kraft:          | 10,298 Class A and 10,808 Class B |
| McGarvie:       | 710 Class A and 713 Class B       |
| Phillips:       | 5,372 Class A and 5,780 Class B   |
| Shari Redstone: | 19,775 Class A and 20,976 Class B |
| Salerno:        | 22,724 Class A and 23,528 Class B |
| Schwartz:       | 20,943 Class A and 21,422 Class B |
- (2) Includes for Mr. Abrams, 100 Class B shares held indirectly as Trustee of a trust; for Mr. Kraft, 63,325 Class B shares held by KPC US Equity LLC, an entity controlled by Mr. Kraft; and for Shari Redstone, 1,500 Class B shares held in trusts for the benefit of her children for which she is co-Trustee.
- (3) The following Class A phantom stock units and Class B phantom stock units credited to the respective executive officer under the Excess 401(k) Plan for Designated Senior Executives are excluded from the Number of Equity Shares column and the Percentage of Class column and included in the Common Stock Equivalents column:
- |                  |                              |
|------------------|------------------------------|
| Barge:           | 643 Class B                  |
| Dauman:          | 1,844 Class B                |
| Fricklas:        | 14 Class A and 3,873 Class B |
| Sumner Redstone: | 208 Class B                  |
- (4) Includes shares held in our 401(k) plan.
- (5) Includes for Mr. Dooley, 33,610 Class B shares held indirectly as Trustee of grantor retained annuity trusts and 93,598 shares held in a charitable foundation controlled by Mr. Dooley; and for Mr. Fricklas, 12,648 Class B shares held indirectly as Trustee of a grantor retained annuity trust.
- (6) The following RSUs for the respective directors, the settlement of which the directors elected to defer, are excluded from the Number of Equity Shares column and the Percentage of Class column and included in the Common Stock Equivalents column:
- |                 |             |
|-----------------|-------------|
| Phillips:       | 8,600 RSUs  |
| Shari Redstone: | 11,450 RSUs |
| Salerno:        | 12,698 RSUs |
| Schwartz:       | 12,698 RSUs |
- (7) Ms. Redstone is a stockholder of NAI and has a significant indirect beneficial interest in the Viacom shares owned by NAI.
- (8) The address for Mr. Redstone is c/o Viacom Inc., 1515 Broadway, New York, New York 10036-5794.
- (9) Except for 40 shares owned directly by Mr. Redstone, all shares of Class A common stock are owned beneficially by NAI and NAI EH, a wholly-owned subsidiary of NAI. Mr. Redstone is the beneficial owner of the controlling interest in NAI and, accordingly, beneficially owns all such shares. Based on information received from NAI, the Viacom shares owned by NAI EH are pledged to NAI's lenders. NAI holds more than 50% of the Class A shares directly and these shares are not pledged. The address for NAI and NAI EH is 846 University Avenue, Norwood, Massachusetts 02062.
- (10) According to Amendment No. 4 to a Schedule 13D filed on November 6, 2009 with the SEC by GAMCO Investors, Inc. and related entities. The address for Mario J. Gabelli and GAMCO Investors, Inc. is One Corporate Center, Rye, New York 10580.
- (11) This column represents other economic interests not otherwise included in the table above that relate to the value of Viacom common stock, including Class A phantom stock units and Class B phantom stock units credited to the respective director under the Deferred Compensation Plan for Outside Directors, Class A phantom stock units and Class B phantom stock units credited to the respective executive officer under the Excess 401(k) Plan for Designated Senior Executives and deferred RSUs.

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires our executive officers and directors and persons who own more than 10% of a registered class of our equity securities to file reports of ownership and changes in ownership with the SEC and NASDAQ. Executive officers, directors and greater than 10% beneficial owners are required by the Exchange Act to furnish us with copies of all Section 16(a) forms they file. As an administrative matter, we assist our executive officers and directors by monitoring transactions and filing Section 16 reports on their behalf. Based on our records, compliance program, and review of written representations, we believe that during fiscal year 2012 our executive officers, directors and greater than 10% beneficial owners complied with all applicable Section 16(a) filing requirements except in one instance. On January 24, 2013, we discovered that a gift by Mr. Redstone of 8,000 shares of Class B common stock during fiscal year 2012 had inadvertently not been reported. On January 25, 2013, we filed a Form 5 reporting the gift.

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**RELATED PERSON TRANSACTIONS**

NAI, directly and through its wholly-owned subsidiary, NAI EH, is the controlling stockholder of both Viacom and CBS Corporation. Mr. Redstone, the controlling stockholder, Chairman and Chief Executive Officer of NAI, serves as our Executive Chairman and Founder and the Executive Chairman and Founder of CBS Corporation. Ms. Redstone, the President and a director of NAI, serves as non-executive Vice Chair of the Board of Directors of both Viacom and CBS Corporation. Mr. Dauman and Mr. Abrams are directors of NAI, and Mr. Salerno is also a director of CBS Corporation. We consider these entities, as well as our directors and executive officers and certain of their family members, to be related persons.

**Policy on Oversight of Related Person Transactions**

Since January 1, 2007, the Governance and Nominating Committee has maintained a written policy on its review, approval and ratification of transactions with related persons. The policy generally groups these transactions into three categories: (1) transactions requiring the specific pre-approval of the Committee, (2) transactions that the Chair of the Committee is authorized to pre-approve and (3) certain ordinary course transactions below established financial thresholds that are deemed pre-approved by the Committee.

Generally, the Governance and Nominating Committee deems pre-approved any transaction or series of transactions between Viacom and an entity for which a related person is an executive or employee (except NAI and CBS Corporation) that is entered into in the ordinary course of business and where the aggregate amount of all such transactions on an annual basis is less than 1% of the annual consolidated gross revenues of the other entity.

Ordinary course transactions with NAI or CBS Corporation, or any of their respective subsidiaries, where the amount exceeds \$10 million or \$25 million, respectively, require pre-approval of the Governance and Nominating Committee.

Regardless of whether a transaction is deemed pre-approved, all transactions with related persons, including NAI, CBS Corporation and their respective subsidiaries, in any amount are required to be reported to the Governance and Nominating Committee. The Committee reviews and discusses with management the determination on whether a transaction with a related person involves a direct or indirect material interest.

**Related Person Transactions in Fiscal Year 2012**

***Transactions with National Amusements, Inc.***

NAI licenses films in the ordinary course of business for its motion picture theaters from all major studios, including Paramount. Payments made to us in connection with these licenses for fiscal year 2012 amounted to approximately \$20 million and are continuing in fiscal year 2013 as a result of this ongoing relationship. NAI also licenses films from a number of unaffiliated companies, and Paramount expects to continue to license films to NAI on similar terms in the future. In addition, NAI and Paramount have co-op advertising arrangements, which are continuing in fiscal year 2013, and occasionally engage in other ordinary course transactions (e.g., movie ticket purchases and various promotional activities) from time to time. In connection with these arrangements and transactions, Paramount paid NAI a total of approximately \$392,000 in fiscal year 2012. We believe that the terms of these transactions between NAI and Paramount were no more or less favorable to Paramount than transactions between unaffiliated companies and NAI.

***Transactions with CBS Corporation***

In the ordinary course of business, we are involved in transactions with CBS Corporation and its various businesses ( CBS ) that result in the recognition of revenues and expenses by us. Transactions with CBS are settled in cash.



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Paramount earns revenues and recognizes expenses associated with the distribution of certain television products into the home entertainment market on behalf of CBS. Under the terms of the agreement, Paramount is entitled to retain a fee based on a percentage of gross receipts and is generally responsible for all out-of-pocket costs, which are recoupable, prior to any participation payments to CBS. Paramount also earns revenues from CBS through leasing of studio space and licensing of certain film products.

Additionally, our Media Networks businesses recognize advertising revenues from CBS and purchase television programming from CBS. Both of our segments also place advertisements with CBS.

The following table summarizes the transactions with CBS, which can also be found in our consolidated financial statements contained in our Annual Report on Form 10-K for fiscal year 2012.

(in millions)	Year Ended	
	September 30, 2012	
<b>Consolidated Statements of Earnings</b>		
Revenues	\$	285
Operating expenses		347
<b>Consolidated Balance Sheets</b>		
September 30, 2012		
Accounts receivable	\$	7
Other assets		1
<b>Total due from CBS</b>	<b>\$</b>	<b>8</b>
Accounts payable	\$	1
Participants' share and residuals, current		143
Programming rights obligations, current		110
Programming rights obligations, noncurrent		169
Other liabilities		24
<b>Total due to CBS</b>	<b>\$</b>	<b>447</b>

**Other Related Person Transactions**

Mr. Abrams entered into an agreement with Former Viacom in 1994 under which he provides us with legal and governmental consulting services for an annual fee of \$120,000.

**Compensation Committee Interlocks and Insider Participation**

None of the members of our Compensation Committee during fiscal year 2012 has ever been an officer or employee of ours or any of our subsidiaries. During fiscal year 2012, no Viacom executive officer served as a director or member of the compensation committee of any other registrant of which an executive officer served on our Board of Directors or Compensation Committee.

**Involvement in Certain Legal Proceedings**

James W. Barge was our Executive Vice President, Chief Financial Officer from October 2010 to November 2012. Prior to becoming our CFO, he served as our Executive Vice President, Tax and Treasury beginning in January 2008 and as our Controller beginning in March 2008. Prior to joining Viacom, he was the Senior Vice President, Controller and Chief Accounting Officer of Time Warner Inc. In 2005, Time Warner entered into a settlement with the SEC relating to an SEC investigation of certain of its accounting and financial disclosure practices. In connection with this settlement, Mr. Barge, together with certain other individuals, agreed, without admitting or denying the SEC's allegations, to the entry of an administrative order that he cease and desist from causing violations or future violations of certain reporting provisions of the securities laws. Mr. Barge is not subject to any suspension, bar or penalty. Our management team, Audit Committee and Compensation Committee considered this event in connection with the decision to hire Mr. Barge and determined that, in light of the circumstances underlying the investigation, the administrative order was not an impediment to his hiring.



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**COMPENSATION COMMITTEE REPORT**

*The following Compensation Committee Report does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent Viacom specifically incorporates such information by reference.*

The Compensation Committee has reviewed and discussed with management the following Compensation Discussion and Analysis section of this proxy statement. Based on its review and discussions with management, the Compensation Committee recommended to the Viacom Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

***Members of the Compensation Committee***

Frederic V. Salerno, Chair

Blythe J. McGarvie

Charles E. Phillips, Jr.

William Schwartz

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**EXECUTIVE COMPENSATION**

**COMPENSATION DISCUSSION AND ANALYSIS**

**Overview**

The goal of our compensation programs is to make sure that we have the talented executives and employees we need to achieve our strategic plans and deliver financial returns to stockholders over the short term and long term. To do this, we need to attract and retain great managers and employees, and compensate them in a way that encourages and rewards their performance. Our compensation programs include salaries, a cash bonus plan that rewards annual performance, and a long-term equity plan that links the value the executive receives to the value of our company as measured by our stock price and/or company performance. Our compensation packages are designed to reward (i) company performance as measured by strategic, operating and financial results, (ii) individual contributions to those results and (iii) stock price growth on both an absolute and a relative basis. Occasionally, if the Compensation Committee (the Committee in this section) determines it is appropriate, in connection with retention and other objectives, it may authorize one-time equity awards for our executives. In certain instances, the Committee feels it is appropriate to structure equity awards with portions that are both more and less sensitive to our stock price, particularly since all equity awards are tied to the performance of our stock, thereby aligning the awards with the interests of our stockholders. Awards are balanced between short-term and long-term compensation to incent our executives to achieve superior operating and financial results every year while achieving long-term strategic objectives to drive stockholder value.

We are committed to providing competitive compensation packages to ensure that we attract and retain executives who will achieve these goals. We compete for talented executives in a highly-compensated industry based largely in the New York and Los Angeles markets. The Committee reviews information about past and evolving practices of our media and entertainment industry peer companies and other comparable public companies, but it does not specifically benchmark compensation to a particular level.

***Fiscal Year 2012 Performance***

In 2010, we changed our fiscal year end to September 30 from December 31. Compensation information for fiscal year 2012 and fiscal year 2011 reflects performance during the twelve months ended September 30, 2012 and September 30, 2011, respectively. Fiscal year 2010 reflects performance during our nine-month transition period ended September 30, 2010, and fiscal year 2009 reflects performance during the twelve months ended December 31, 2009.

Our fiscal year 2012 results reflected both the global economic slowdown and ratings challenges at several of our cable television networks. In the face of this adversity, Viacom achieved operating income growth of 5% and growth in diluted earnings per share from continuing operations of 21%, each as compared to fiscal year 2011. Our free cash flow, which is one of the performance metrics we use under our Short-Term Incentive Plan ( STIP ), was \$2.381 billion and was above the mid-point of the performance range we established under the STIP for 2012. (We define free cash flow, which is a non-GAAP measure, as cash provided by operations minus capital expenditures, plus excess tax benefits from equity-based compensation awards.)

Throughout the fiscal year, we continued to (i) invest in our content, (ii) enhance operational efficiency, (iii) maintain a strong balance sheet and (iv) return a significant amount of capital to our stockholders. Our senior management team continues to work proactively to manage our business in a way that positions us well for the future, produces results that further enhance our financial position and generates significant long-term value for our stockholders. Specifically:

*We continued to achieve operational excellence and deliver growth in our financial results*

We continued to improve, innovate and refine the distribution of our content, negotiate attractive agreements with major distributors, and capitalize on opportunities for Internet-based content delivery

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through authenticated, pay, and advertiser supported models. These strategies, among others, led to a double-digit growth rate in our affiliate revenues, which represent approximately 28% of our consolidated revenues.

We grew our *Media Networks* and *Filmed Entertainment* businesses internationally by developing new brands and properties and launching new channels and consumer products.

We developed a streamlined film slate that was focused on key branded and franchise films, including animated movies, complemented by smaller productions and acquisitions. We aggressively managed Paramount's cost structure and pursued innovative promotion and marketing strategies leading to positive margin growth.

We increased investment in programming and other content and strengthened our creative capabilities, positioning ourselves well to attract greater viewership, deliver larger audiences for our advertising partners and grow our advertising revenues in order to address ratings challenges at several of our networks.

We continued to aggressively manage costs, both domestically and internationally, and enhanced our operational efficiency, including by negotiating a favorable lease for our New York City headquarters.

We significantly improved our debt maturity profile and continued to make progress in lowering our average cost of debt.

*As a result of our strong financial position, we returned a significant amount of capital to our stockholders, both through our increased regular quarterly dividend and our stock repurchase program*

In May 2012, the Board approved an increase to our quarterly cash dividend to stockholders of our Class A and Class B common stock of 10% from \$0.25 to \$0.275 per share. Approximately \$554 million was paid to stockholders in fiscal year 2012 in connection with the dividend. We also repurchased an aggregate amount of \$2.8 billion of Class B common stock under our \$10.0 billion stock repurchase program, for a total capital return to stockholders through our dividend and buyback programs of \$3.4 billion in fiscal year 2012.

*Our stock performed well in fiscal year 2012*

During fiscal year 2012, our Class B common stock generated a total shareholder return of 41.5% compared to the total shareholder return of the S&P 500 Index over the same period of 30.2%.

*Compensation decisions reflected our performance*

The efforts and leadership of our senior management team, including our named executive officers (NEOs), remain critical to our accomplishments and allowed us to continue to successfully navigate difficult economic conditions and produce results that strengthened our business, delivered strong financial performance, created value for our stockholders and allowed us to return capital in the form of significant dividends and share repurchases to our stockholders. During the period, we continued to perform well on both an absolute basis and relative to our peers and we remain well positioned to capitalize on future opportunities and successfully address future challenges. These accomplishments provide significant context for our pay-for-performance approach and the key compensation decisions made by our Compensation Committee in fiscal year 2012.

The bonus and equity compensation decisions for all of our NEOs in fiscal year 2012 are discussed in detail below under Compensation Program Design Annual Performance-Based Bonus and Compensation Program Design Equity Awards.

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***Fiscal Year 2012 Named Executive Officer Compensation***

The achievements discussed above were a direct result of the leadership of our NEOs and other senior executives. Our NEOs for fiscal year 2012 were:

Sumner M. Redstone, Executive Chairman and Founder;  
Philippe P. Dauman, President and Chief Executive Officer;  
Thomas E. Dooley, Senior Executive Vice President and Chief Operating Officer;  
Michael D. Fricklas, Executive Vice President, General Counsel and Secretary; and  
James W. Barge, Executive Vice President, Chief Financial Officer.

The Committee believes that our executive compensation program is tailored to our business strategies, aligns pay with performance and reflects competitive practices regarding executive compensation. At our 2011 Annual Meeting of Stockholders, we held our first stockholder advisory vote on the compensation of our NEOs and our stockholders approved our fiscal year 2010 executive compensation program. The Committee has considered the results of the vote on our 2010 executive compensation program and concluded that the program continues to provide a competitive pay-for-performance package that effectively incentivizes our NEOs and encourages long-term retention. We have determined to conduct an advisory vote on executive compensation every three years, as permitted under SEC rules, and intend to hold the next such advisory vote at our 2014 annual meeting. The Committee will continue to consider stockholder views about our core compensation principles and objectives when determining executive compensation.

On November 27, 2012, we announced that Mr. Barge would be leaving Viacom in order to pursue other interests. However, because he was one of our NEOs for fiscal year 2012, we have included him throughout this Compensation Discussion & Analysis.

***Base Salary and Target Bonus Increases***

In light of the increases in compensation received by Mr. Dauman and Mr. Dooley in connection with the renewal of their employment agreements in April and May 2010, respectively, the Committee determined not to increase their base salary and target bonus amounts in fiscal years 2011 or 2012. Mr. Dauman's annual base salary of \$3.5 million and target annual cash bonus of \$12 million, and Mr. Dooley's annual base salary of \$2.5 million and target annual cash bonus of \$9.5 million, each of which became effective January 1, 2010, remained unchanged. Similarly, Mr. Redstone's annual base salary of \$1.75 million and target annual cash bonus of \$6 million, each effective January 1, 2010, also were not increased in 2012.

The Committee conducted Mr. Barge's annual merit compensation review and increased his annual base salary from \$950,000 to \$978,500; his target annual cash bonus, which was 100% of his salary, was correspondingly increased from \$950,000 to \$978,500, each effective October 1, 2011. The Committee conducted Mr. Fricklas' annual merit compensation review and increased his annual base salary from \$1.25 million to \$1,287,500 and his target annual cash bonus from \$2.4 million to \$2.475 million, each effective January 1, 2012. Bonus amounts actually received by the executives are subject to the achievement of performance goals established by the Committee. The increases generally reflected the Committee's evaluations, with the assistance of its independent advisors, of the respective NEO's performance and competitive market data for comparable executive responsibilities of employees who work for our peer group and our broad industry peer group, as appropriate. The specific accomplishments of our NEOs in fiscal year 2012 are discussed under Compensation Program Design Annual Performance-Based Bonus Individual NEO Performance below.

**Table of Contents***Equity Awards*

Our annual equity awards to NEOs in fiscal year 2012 were granted at the target values in their employment agreements and are set forth in the table below. Stock options and RSUs were granted at the meeting of the Compensation Committee that took place in May. PSUs for Messrs. Dauman and Dooley were granted on January 1, 2012 pursuant to the terms of their employment agreements. Mr. Redstone did not receive a Viacom equity award in fiscal year 2012.

NEO	Award Type	Award Percentage of Target Value	Number of Class B Shares Underlying Award(1)	Vesting or Performance Period	Exercise Price/Performance Conditions(2)
Philippe P. Dauman	Stock Options	50%	592,885	4 years	\$47.21
	PSUs(3)	50%	135,135	3 years	Performance relative to S&P 500 companies
Thomas E. Dooley	Stock Options	50%	474,308	4 years	\$47.21
	PSUs(3)	50%	108,108	3 years	Performance relative to S&P 500 companies
Michael D. Fricklas	Stock Options	40%	118,577	4 years	\$47.21
	RSUs(4)	60%	38,128	4 years	Time-vesting only
James W. Barge	Stock Options	40%	31,621	4 years	\$47.21
	RSUs(4)	60%	10,167	4 years	Time-vesting only

(1) The number of stock options granted is determined using the Black-Scholes valuation method on the date of grant. Stock options have an eight-year term until expiration. The number of RSUs granted is determined by dividing the value of the award by the closing market price of our Class B common stock on the date of grant (\$47.21). For PSUs, the number shown in the above table equals the target number of PSUs, and was determined by dividing the value of the award by the average closing market price of our Class B common stock for a period of 10 trading days ending on the date of grant.

(2) Stock option exercise price is equal to the closing market price of our Class B common stock on the date of grant (May 23, 2012). See Compensation Program Design Equity Awards Performance Share Units below for additional detail on the PSU performance conditions.

(3) See Compensation Program Design Equity Awards Performance Share Units below for additional detail on the PSU performance conditions.

(4) See Compensation Program Design Equity Awards below for additional detail on the RSUs.

*Pay-For-Performance Approach*

The tables below compare target compensation for our NEOs to actual compensation and demonstrate the impact of our pay-for-performance approach.

NEO	Employment Agreement Terms			Fiscal Year 2012	
	Base Salary	Target Bonus	Target Annual Equity Award Value(1)	Target Compensation	% of Target Compensation That Is Performance-Based and/or Equity-Linked(2)
Sumner M. Redstone	\$ 1,750,000	\$ 6,000,000	\$ 6,000,000	\$ 13,750,000	87%
Philippe P. Dauman	3,500,000	12,000,000	12,000,000	27,500,000	87%
Thomas E. Dooley	2,500,000	9,500,000	9,500,000	21,500,000	88%
Michael D. Fricklas	1,287,500	2,475,000	3,000,000	6,762,500	81%
James W. Barge	978,500	978,500	800,000	2,757,000	65%

(1) Messrs. Dauman and Dooley received their target annual equity awards in the form of stock options and PSUs, and Messrs. Fricklas and Barge received their target annual equity awards in the form of stock options and RSUs. Target annual equity award values have not changed since 2006 for Messrs. Dauman and Dooley, and since 2007 for Mr. Fricklas, excluding the one-time equity awards granted to Messrs. Dauman and Dooley in 2010 in connection with their employment agreement renewals. See Compensation Program Design Equity Awards below for information on how award value is calculated. There is no guarantee that the executives will realize the target value of their equity awards, as the amount the executive ultimately realizes will depend on the market value of our stock at the time of exercise or settlement and, in the case of PSUs, our performance over the three-year performance period.





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(2) Performance-based compensation includes target bonus amounts, stock options and PSU awards, each of which represents a form of compensation for which a set level of company or stock performance is required to realize compensation from the award. Equity-linked compensation includes RSUs, for which continued employment is the sole criterion for receipt but which have a value to the NEO that fluctuates with our stock price.

The table below shows how performance is reflected in the Committee's decisions on annual bonus amounts for each of our fiscal years 2012, 2011, 2010 and 2009. The performance goals for our fiscal year 2012 bonus program and information on how the Committee determined the 2012 bonus amounts are discussed under "Compensation Program Design - Annual Performance-Based Bonus" below.

NEO	FY 2012		FY 2011		FY 2010		FY 2009	
	Actual	Target	Actual	Target	Actual	Target	Actual	Target
	Bonus	Bonus	Bonus	Bonus	Bonus	Bonus	Bonus	Bonus
Sumner M. Redstone	\$ 5,750,000	\$ 6,000,000	\$ 10,000,000	\$ 6,000,000	\$ 5,625,000	\$ 4,500,000	\$ 6,270,000	\$ 4,750,000
Philippe P. Dauman	11,500,000	12,000,000	20,000,000	12,000,000	11,250,000	9,000,000	12,540,000	9,500,000
Thomas E. Dooley	9,200,000	9,500,000	16,000,000	9,500,000	8,906,250	7,125,000	10,032,000	7,600,000
Michael D. Fricklas	2,153,250	2,475,000	3,350,000	2,400,000	2,150,000	1,725,000	2,000,000	1,675,000
James W. Barge	851,300	978,500	1,254,000	950,000	430,000	347,600	515,000	450,000

**Compensation Program Design**

The following section provides additional detail on our compensation philosophy, components of compensation and how our programs are designed and complement each other.

Employment agreements are standard in our industry for top executives, and are important for recruiting purposes as well as for their restrictive and other covenants. Each of our NEOs has an employment agreement in which the Committee sets the components of compensation and initial compensation levels. Compensation levels are generally reviewed annually to ensure they continue to reflect the executive's performance as well as remain competitive. The key terms of our NEO employment agreements are described below and in the narrative following the Fiscal Year 2012 Summary Compensation Table.

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The Committee considers each component of compensation individually and in the aggregate as part of its pay-for-performance approach, with its general goal being that a large part of the compensation package be performance-based and/or equity-linked rather than guaranteed cash. Each component is designed to serve a specific purpose and is evaluated both separately and in light of the overall value of the award. The components of our compensation packages generally include:

Component	Compensation Profile	Rationale
Base Salary	Guaranteed; Merit increases reflect performance	Rewards individual experience, performance and tenure, and considers competitive market data
Annual Cash Bonus	Performance-based	Rewards annual company operating and strategic performance and individual performance during the year
Annual Equity Awards	Performance-based and/or linked to stock performance	Contain multi-year vesting periods and/or performance conditions designed to motivate employees to focus on long-term growth and create stockholder value, as well as to provide retentive value for us
		Stock options: vest in equal annual installments over 4 years
		PSUs: have a performance period of 3 years
One-Time Equity Awards	Performance-based and/or linked to stock performance	RSUs: vest in equal annual installments over 4 years See Annual Equity Awards above
		Stock options: vest in equal annual installments over 4 years
		PRSUs: have a performance period of 4 years
Health and Retirement Benefits	Guaranteed	Support the health and safety of our employees and provide mechanisms for retirement savings
Severance and Restrictive Covenants	Contingent	Provide capped cash payments upon termination without cause or resignation for good reason (as defined in agreement). No severance payment is made if an employee leaves voluntarily or is terminated for cause. Severance protections are designed to allow executives to think and act independently (balanced by our ability to terminate without cause ) and provide consideration for restrictive covenants

**Base Salary**

Base salaries for our NEOs and other executive officers are generally reviewed annually by the Committee and increased at its discretion if individual performance and competitive considerations warrant. For other executives and employees, increases are made at the discretion of the executives to whom they report within approved parameters.

For a discussion of base salary increases for Messrs. Fricklas and Barge in fiscal year 2012, see [Overview Fiscal Year 2012 Named Executive Officer Compensation](#) above.

**Annual Performance-Based Bonus**

Our annual bonuses are paid under our STIP, which is a broad-based program that we use to incentivize and reward management at all levels to obtain superior operating, strategic and individual results during a particular year. Prior to the start of fiscal year 2012, the Board of Directors approved a fiscal year 2012 budget that, consistent with prior years, contained challenging targets to drive growth. The Committee then established performance goals for our fiscal year 2012 bonus program that are directly linked to our achievement of the budget's goals as well as strategic qualitative objectives. The ability of a participant to realize a bonus at target levels is directly linked to the achievement of results at budget. In fiscal year 2012, approximately 4,850 of our 9,880 employees participated in the STIP. Our business unit multipliers in 2012 ranged from 45% to 121% of target, and in fiscal year 2011, they ranged from 65% to 160% of target.

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Our NEOs participate in the Senior Executive STIP, a plan that contains a separate performance goal and is designed to comply with the provisions on performance-based compensation of Section 162(m) of the Internal Revenue Code ( Section 162(m) ). Our fiscal year 2012 operating income for STIP purposes was \$3.942 billion, as discussed below, which exceeded the fiscal year 2012 performance target set for the Senior Executive STIP of \$3.198 billion. The Senior Executive STIP provides for a maximum allowable bonus amount of eight times base salary or \$50 million, whichever is lower, if the performance target is achieved and certified by the Committee. The actual bonus for each NEO is subject to downward adjustment based on an award structure and performance goals that are the same as the STIP.

The design of our STIP program is reviewed and approved by the Committee each year. Key elements of the design for our fiscal year 2012 STIP include the following:

### *Maximum Bonus Amounts*

Based on the achievement of the performance goals set by the Committee, as well as individual performance, cash bonus amounts can range from a threshold of 0% to a maximum of 200% of an individual's target bonus amount.

For a discussion of target bonus increases for Messrs. Fricklas and Barge in fiscal year 2012, see Overview Fiscal Year 2012 Named Executive Officer Compensation above.

### *Performance Goals Overview*

Our performance goals relate to achievement of operating income (weighted 60%), free cash flow (weighted 20%) and qualitative objectives (weighted 20%). Our qualitative objectives in fiscal year 2012 were, for corporate (including all of our NEOs), achievement of company-wide strategic initiatives; for Viacom Media Networks and BET Networks, achievement of ratings growth at their respective networks and implementation of initiatives designed to improve operating margins; for Paramount Pictures, implementation of cost reduction initiatives, continued focus on improving return on invested capital and development of the animation initiative; and for all STIP participants, continued fulfillment of corporate goals, inclusion and talent development, compliance and policy objectives.

- Ø Operating income and free cash flow performance goals are used because they encourage executives to achieve superior operating results while taking into account appropriate cost management.
- Ø Operating income and free cash flow performance is determined relative to our operating budget, which is approved by our Board of Directors before the start of the fiscal year. Bonuses for corporate executives are based on overall Company performance; bonuses for divisional executives are based on the performance of their division or, in many cases, smaller business units.

### *Setting Performance Goals*

When setting the range of performance goals for operating income and free cash flow at the outset of the fiscal year, the Committee considers our financial results from the prior year and our annual operating budget for the coming year, as approved by the Board. The budget reflects desired growth rates, strategic initiatives, the economic environment, and cyclical and seasonal factors that can impact performance, among other factors.

The Committee uses this information to set operating income and free cash flow performance grids for corporate and each of the divisions.

- Ø A minimum performance factor of 0% results in no bonus being earned. Consistent with the maximum bonus amounts, a maximum of 200% can be earned for each performance goal (including the qualitative goals) before the respective weightings are applied.

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- Ø Achievement of operating income and free cash flow at budget equates to a performance factor of 100% on each performance grid. We believe our budgeting process is rigorous and results in goals that are meaningful and challenging, the achievement of which is designed to drive stockholder value.
- i The performance range on the grids is 25% to 200% of the target bonus amount, with performance below the level required to generate a payout of 25% resulting in a performance factor of 0%.
  - j The Committee sets the payout on each grid from 25% to 100% and 100% to 200% in a manner that is designed to, within reasonable limits, encourage overachievement and penalize underachievement, while recognizing the need to encourage performance throughout the year, even in difficult conditions.

The following table sets forth the corporate performance goals that applied to our NEOs in fiscal year 2012, with the bottom of the performance range equal to a performance factor of 25% and the top of the range equal to a performance factor of 200%. The Committee determined that the corporate performance multiplier for fiscal year 2012 was 87%, as shown in the table.

Performance Goals	Performance		Fiscal 2012	Resulting	Weighting	Weighted
	Range		Performance	Performance		Performance
	(in millions)		(in millions)	Factor		Factor
Operating income	\$3,352	4,771	\$3,942(1)	74%	60%	44%
Free cash flow	1,605	2,954	2,418(2)	115%	20%	23%
Qualitative objectives	N/A		N/A	100%	20%	20%
<b>Corporate performance multiplier</b>						<b>87%</b>

- (1) Operating income for STIP purposes was increased to \$3.942 billion (from our reported operating income of \$3.901 billion) principally reflecting exclusion of certain adjustments unanticipated at the time the operating income target was determined.
- (2) We define free cash flow, which is a non-GAAP measure, as cash flow provided by operations minus capital expenditures, plus excess tax benefits from equity-based compensation awards. Free cash flow for STIP purposes was increased to \$2.418 billion (from our reported free cash flow of \$2.381 billion) reflecting exclusion of certain adjustments unanticipated at the time the operating income target was determined.

*Committee Determination of Bonus Amounts*

For corporate and each of the divisions, the Committee reviews actual fiscal year financial performance compared to the goals set by the Committee at the beginning of the year and Mr. Dauman's assessment of the achievement of the qualitative factors. That performance multiplier is then applied to the aggregate target bonus amounts for each STIP participant (by division) to create the recommended aggregate dollar amount of the corporate and divisional bonus pools.

The Committee may consider other financial or qualitative factors significant to the year, such as the extent to which the performance targets were met in ways that related to the fundamentals of the business and furthered our long-term interests as well as the appropriateness of excluding unusual expenses or impacts on financial results, which it believes have the effect of distorting the performance goals.

The Committee then determines, in its discretion, the final amount of each performance multiplier and bonus pool. Once the bonus pools are established, individual bonus amounts are increased or decreased based on individual performance so long as the total amount of the bonus pool is not exceeded.

*Individual NEO Performance*

The Committee also approves individual bonus amounts for the executives within its oversight, which includes all of the NEOs. Mr. Dauman makes specific bonus recommendations for each of those executives other than Mr. Redstone and himself. Given the accomplishments of each executive in fiscal year 2012, the Committee decided to adjust certain bonus amounts produced by the corporate performance multiplier. Specifically, in addition to the accomplishments discussed earlier in this section:

- Ø Mr. Redstone continued to oversee the activities of the Board of Directors. Under his leadership and vision, the Company enhanced its financial position and continued to strengthen its overall business in a difficult economic environment.

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- Ø Mr. Dauman and Mr. Dooley continued to provide strategic leadership and management for our company. They and their senior executive teams executed on key operational goals such as enhancing our creative teams and directing significant investment in content creation, concluding favorable affiliation arrangements in both traditional and digital distribution, strengthening our international operations and focusing our motion picture operations, in each case while maintaining cost discipline and enhancing our operating leverage. They led the company in accessing capital markets on favorable terms, allowing the Company to return \$2.8 billion in capital to stockholders in the form of stock buybacks and to increase its dividend. Under their leadership, senior management continued to execute a company-wide leadership development initiative and foster a diverse and inclusive corporate culture.
  
- Ø Mr. Fricklas and Mr. Barge participated in and advised the senior management team and:
  - i Mr. Fricklas provided leadership on a wide variety of matters, including in the negotiation of a favorable lease for the Company's New York headquarters, successfully managed a significant reorganization in his legal team, providing new opportunities for lawyers from within while recruiting new talent from outside the organization, achieved an important victory in the appeal of a major intellectual property litigation and other matters, and continued to lead the legal team supporting senior management in a wide variety of matters while enhancing the legal function across Viacom and its divisions; and
  
  - i Mr. Barge continued to enhance and provide leadership of the Company's finance function. He continued to strengthen and develop our finance organization and processes, reduced the Company's costs of borrowing through successfully executing new issuances of public debt and a debt-for-debt exchange offer, reduced our global effective tax rate, led the financial team supporting senior management in achieving our successful financial performance and effective capital structure, and achieved success in his risk management and technology responsibilities as well.

***Equity Awards***

Our Long-Term Management Incentive Plan ( LTMIP ) is a broad-reaching program that motivates management to focus on long-term growth and the performance of our stock price, and provides retentive value to us through multi-year vesting schedules for equity awards. In fiscal year 2012, approximately 1,420 employees participated in the LTMIP.

The Committee approves all of our equity awards, which take the form of (i) stock options, (ii) RSUs, (iii) PSUs and (iv) PRSUs. The Committee determines, either by employment agreement or at the time of grant, the appropriate type, combination and value of each equity award. The target values for our NEO equity awards are specified in their employment agreements.

***Use of Stock Options, RSUs, PSUs and PRSUs***

The Committee believes it is appropriate for our NEOs other than Messrs. Redstone, Dauman and Dooley to receive annual equity awards that are comprised of a mix of stock options and RSUs. Stock options are more sensitive to the stock price and have no value to the NEO if the current share price is less than the price on the date of grant. In contrast, RSUs, which vest on the basis of continued service, always have value equal to our stock price. Awards of equal value would result in an executive receiving fewer RSUs than stock options and, as a consequence, RSUs have less of a potential dilutive effect to stockholders than an equivalent award of stock options. In addition, RSUs continue to have value as the stock price declines and accordingly provide motivation and retentive value in down markets, and the accounting associated with stock options and RSUs, which generally have similar or greater value to employees than PSUs, results in a lower expense to us than PSUs. For

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these reasons, the Committee believes that a ratio of 40% stock options and 60% RSUs appropriately balances the goals of providing performance incentives, retention value and shareholder alignment with the cost of the awards to us.

As specified in their employment agreements, Messrs. Dauman and Dooley are entitled to receive annual equity awards that are comprised of stock options and PSUs. The Committee believes PSUs, which are valued based on the performance of our stock relative to a broad market index, continue to be an effective tool to motivate those executives' performance in the long-term interests of the company because Messrs. Dauman and Dooley have overall corporate oversight and responsibility and therefore a greater ability to impact stockholder value than other employees, and that the PSU grants provide pay for performance in creating stockholder value. In granting PSUs, the Committee reviews, among other things, the executive's overall mix of compensation elements and sets target values for the PSU awards in the context of the Committee's objectives for the overall compensation package.

The Committee granted PRSU awards to Mr. Dauman and Mr. Dooley in connection with their employment agreement renewals in fiscal year 2010. These were one-time grants, and the value realized by Mr. Dauman and Mr. Dooley will depend on our performance over four successive fiscal years, as discussed below. Like PSUs, PRSUs have an at risk component to incent the achievement of company performance goals, with the maximum and minimum parameters designed to balance the Committee's objectives of incenting performance in a way that enhances stockholder value and the retention of valuable executives.

*Performance Share Units*

PSU awards are made in the form of a target grant. The target number of PSUs is equal to the target award value divided by the average closing price of our Class B common stock during the 10 trading days ending on the date of grant. The number of shares of Class B common stock the executive ultimately receives at the end of the measurement period depends on the total shareholder return (TSR) of our Class B common stock measured against the TSR of the common stock of the companies comprising the S&P 500 Index at the start of the measurement period (the reference group). The percentile ranking of the TSR of our Class B common stock compared to the TSR of the common stock of the companies in the reference group is used to calculate the number of shares received. The maximum payout is 300% of the target award, which the executive would be eligible to receive if our stock outperformed every other company in the reference group. The payout schedule for the awards is set forth in the following table.

**Schedule(1)**

If Viacom achieves less than the 25<sup>th</sup> percentile TSR, the award of PSUs will be forfeited, unless the EPS hurdle is met  
 If Viacom achieves the 25<sup>th</sup> percentile TSR, the number of shares to be delivered under the award will be 25% of the target award, subject to adjustment if the EPS hurdle is met  
 If Viacom achieves the 50<sup>th</sup> percentile TSR, the number of shares to be delivered under the award will be 100% of the target award  
 If Viacom achieves the 100<sup>th</sup> percentile TSR (that is, if it is the first ranked company in the S&P 500 for TSR), the number of shares to be delivered under the award will be 300% of the target award

- (1) For achievement at intermediate points between the 25<sup>th</sup> and 50<sup>th</sup> percentile, or between the 50<sup>th</sup> percentile and the 100<sup>th</sup> percentile, the number of shares to be delivered will be interpolated between the respective shares delivered at such percentiles, subject to adjustment between the 25<sup>th</sup> and 50<sup>th</sup> percentile, if the EPS hurdle is met.

*EPS Hurdle*

The EPS, or earnings per share, hurdle is intended to provide an alternative measure of performance for the PSU awards in the event strong operating performance is not appropriately reflected in our stock price due to market or other conditions outside of our control.

If we achieve less than the 50<sup>th</sup> percentile TSR during the measurement period but achieve the EPS hurdle, the executive would receive the average of his target award and the award he would have earned under the above schedule.

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For the 2012 PSU grants, the Committee set the EPS hurdle as achievement of compound annual growth rate of diluted EPS from continuing operations that is greater than the median compound annual EPS growth rate for the companies in the reference group during the measurement period of 2012 – 2014. This is a challenging, relative metric, and whether we will meet the hurdle is uncertain until 2014 financial results are determined.

*Performance Restricted Share Units*

PRSUs represent a right to receive a number of shares of Class B common stock over four performance periods, with a target number of shares (a Target PRSU Award ) to be delivered in respect of each performance period. The performance periods are each of the first four full fiscal years starting after the execution of the employment agreement providing for the PRSU grant. The minimum and maximum number of shares that will be delivered to an executive in respect of any performance period is 75% and 125%, respectively, of the Target PRSU Award. The number of shares of Class B common stock the executive ultimately receives at the end of each performance period depends on a Current Achievement Percentage calculated for the performance period as follows: 75% of the Current Achievement Percentage is calculated as a ratio of the achievement of operating income for the current performance period to the operating income goals established for the current performance period under the Senior Executive STIP; 25% of the Current Achievement Percentage is calculated as a ratio of the achievement of free cash flow for the current performance period to the free cash flow goals for the current performance period under the Senior Executive STIP; and in no event may either component ratio exceed 200%. The Current Achievement Percentage for the current performance period is then averaged with the Current Achievement Percentages for any prior performance periods to produce a Cumulative Achievement Percentage on which the payout is based, according to the following schedule.

Schedule(1)
If the Cumulative Achievement Percentage is 75% or less, the number of shares to be delivered under the award will be 75% of the Target PRSU Award
If the Cumulative Achievement Percentage is 100%, the number of shares to be delivered under the award will be 100% of the Target PRSU Award
If the Cumulative Achievement Percentage is 125% or more, the number of shares to be delivered under the award will be 125% of the Target PRSU Award

- (1) For a Cumulative Achievement Percentage at an intermediate point between 75% and 100%, or between 100% and 125%, the number of shares to be delivered will be interpolated on a straight-line basis between the respective numbers of shares to be delivered at such percentages.

**Benefits**

We provide traditional benefit plans and programs to our executives and employees on the same relative basis with few exceptions, which are described under Perquisites below. Our retirement and savings plans provide certain guaranteed compensation for our executives and employees, with multi-year vesting schedules designed to encourage retention. These plans include:

- a tax-qualified defined benefit Pension Plan (frozen as of December 31, 2012);
- a tax-qualified defined contribution 401(k) Plan and Excess 401(k) Plans;
- Bonus Deferral Plans, which allow the executive to elect to defer a portion of his or her annual cash bonus amount; and
- health coverage, life insurance, disability benefits and other similar benefits.

For more detail on our benefit plans, see the narratives following the Fiscal Year 2012 Pension Benefits and Fiscal Year 2012 Nonqualified Deferred Compensation tables.

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### ***Perquisites***

We generally provide few perquisites to our NEOs. However, we and the Committee believe that some perquisites, as discussed below and in footnote (5) to the Fiscal Year 2012 Summary Compensation Table, are appropriate for the reasons discussed below. The executives are taxed as appropriate on these perquisites, and we do not gross up our NEOs for these taxes.

Our NEOs may be eligible to occasionally use the Viacom aircraft for personal use. Mr. Dauman may use the Viacom plane to travel to meetings of the other board of directors on which he serves, and we consider amounts related to such travel to be a perquisite.

We have a car and driver in New York, which are provided to Mr. Redstone and Mr. Dauman for security reasons and are occasionally used for business purposes by other executives. Mr. Redstone is also provided with a car and driver in his hometown of Los Angeles. Any personal use of a car and driver by either Mr. Redstone or Mr. Dauman, including commuting, is considered a perquisite.

Under their employment agreements, certain of our NEOs receive life insurance benefits in amounts that are higher than the life insurance benefits we provide to employees generally. This incremental amount is considered a perquisite. We pay the premiums for these life insurance benefits and do not generally provide any other death benefit such as salary continuation. In 2012, we provided \$5,000,000 in coverage for each of Messrs. Dauman, Dooley and Fricklas.

Our NEOs also receive occasional tickets to company events, DVDs and merchandise related to our businesses. For business purposes, an NEO's spouse may also accompany him from time to time to these events. These items involve a de minimis or no incremental cost to us, and we believe they serve a legitimate business purpose.

### ***Severance and Restrictive Covenants***

The Committee believes that providing certain severance benefits is important to attract and retain high-caliber executives in our industry and provide consideration for the executive's commitments under the employment agreement. For non-contractual employees, we also maintain a more broad-based severance plan that generally provides our employees with a set number of weeks of severance.

Our NEO agreements (other than Mr. Redstone's) provide for cash payments upon termination without cause or resignation for good reason. For Messrs. Dauman and Dooley, these payments are generally capped at three years of base salary and bonus amount in the year of termination, subject to adjustment if fewer than three years remain in the employment term. For Messrs. Fricklas and Barge, these payments are generally capped at the lesser of two years of base salary and bonus amount in the year of termination or the remaining cash compensation payable under the agreement. No payment is made if an employee leaves voluntarily or is terminated for cause. The employment agreements define good reason and cause.

Receipt of severance is conditioned on the employee's signing a release of claims and continuing compliance with certain restrictive and other covenants. Typical restrictive covenants in our employment agreements include commitments not to compete with our company during the term of the agreement, not to solicit our employees to leave our company within a specified time frame, and to protect our confidential information, among other commitments.

For detail on the severance obligations we may have to our NEOs upon termination of employment, see the section Potential Payments upon Termination or Change-In-Control. These obligations were negotiated at the time we entered into each NEO's employment agreement.

### **Tax Deductibility of Performance-Based Compensation and Other Tax Considerations**

Where appropriate, and after taking into account various considerations, we generally structure our executive employment agreements and compensation programs to allow us to take a tax deduction for the compensation we pay to our executives. Any individual base salary we pay over \$1,000,000 is not tax deductible. The performance-



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based compensation we pay in the form of annual cash bonus amounts under our Senior Executive STIP is designed to comply with the requirements of Section 162(m) and therefore be tax deductible. In addition, our stock option and PSU grants under the LTMIP contain performance and/or market conditions and are designed to be Section 162(m) compliant. RSUs with time-vesting only and the target payout under the PRSUs are not tax deductible to the extent they result in compensation that exceeds the \$1 million limit under Section 162(m).

Our deferred compensation arrangements, including those in our employment agreements and compensation and benefit plans, are designed to comply with Section 409A of the Internal Revenue Code.

### **Risk Assessment of Compensation Programs**

We annually review with our Compensation Committee and our outside compensation consultant our company-wide compensation programs to assess whether they encourage our employees to take unnecessary or excessive risks that could have a material adverse effect on our business. We have concluded that our programs are appropriately tailored to encourage employees to grow our business, but not incent them to do so in a way that poses unnecessary or excessive material risk to us. For example, our STIP and LTMIP, which are our two primary, company-wide compensation programs, balance each other by providing compensation that rewards short-term and long-term performance. The STIP balances risk by considering a mix of performance goals, capping the maximum payout a participant can receive and allowing the Compensation Committee to determine the final amounts of all bonuses, and the LTMIP provides balanced incentives through a mix of equity awards such as performance share units, performance restricted share units, stock options and restricted share units, which have varying vesting schedules and levels of performance and/or market conditions to encourage long-term growth and provide retentive value. In addition, we have various policies, such as our clawback policy, that are designed to discourage undue risk-taking or manipulation of financial reporting.

### **Compensation Decision Process and Compensation Policies**

#### ***Compensation Committee Composition***

Compensation decisions for our NEOs, other executive officers and certain key divisional executives are made by the Committee. During fiscal year 2012, the Committee was comprised of four independent directors, Blythe J. McGarvie, Charles E. Phillips, Jr., Frederic V. Salerno (Chair) and William Schwartz. The Committee has the sole decision-making authority for the compensation of our NEOs and, under its Charter, may not delegate this authority in connection with any material element of NEO compensation. As discussed below, the Committee considers information and recommendations from several sources when making its compensation decisions.

#### ***Management's Role***

The Committee interacts with management regarding our executive compensation initiatives and programs. For our senior executives other than Messrs. Redstone and Dauman, the proposed terms of new employment agreements and annual merit compensation reviews, if any, are initially discussed by Mr. Dauman and Scott Mills, our Executive Vice President, Human Resources and Administration (except with respect to his own agreement), with input from the executive to whom the NEO directly reports (if other than Mr. Dauman). The proposed terms of the agreements are presented to the Committee for consideration and approval. All of our NEOs have input into the compensation decisions for the executives and employees who report to them.

See Compensation Program Design Annual Performance-Based Bonus Individual NEO Performance above for additional information regarding Mr. Dauman's role in recommending bonus amounts.

Messrs. Dauman, Dooley and Mills also participate in STIP and LTMIP design discussions, including recommendations with respect to performance targets, the results of which are presented to the Committee for consideration and determination. They may provide input to the Committee and/or the Board, as appropriate, from time to time on benefits, retirement programs and other matters related to our Human Resources function.

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### ***Independent Compensation Consultant***

Since January 1, 2006, the Committee has retained the services of an independent compensation consultant with particular expertise in compensation matters for media and entertainment companies. Pay Governance, the Committee's independent compensation consultant, is engaged by, and reports directly to, the Committee. A representative of Pay Governance attends Committee meetings, reviews compensation data with the Committee, and participates in general discussions regarding executive compensation issues. While the Committee considers input from Pay Governance, the Committee's decisions ultimately reflect many factors and considerations. See Our Board of Directors' Compensation Committee for additional information.

### ***Use of Independent Outside Counsel***

From 2006 to 2010, the Committee retained regular outside legal counsel, who was not one of management's outside legal advisors, on compensation matters. Since that time, the Committee has employed outside legal counsel on an as-needed basis. The Committee's counsel has provided advice and performed other duties as the Committee has requested from time to time, including attending Committee meetings on request, reviewing documents relating to the Committee's work, and participating in negotiations on behalf of the Committee.

### ***The Entertainment Industry and Use of Peer Company Data***

The Committee considers information about the practices of our media and entertainment industry peer companies and other comparable public companies, as well as evolving market practices, because it believes that reviewing this information is appropriate to ensure that it makes informed compensation decisions. The Committee does not benchmark the compensation of any executive over which it has oversight to any particular percentile, or range of percentiles, of peer company data. Rather, the Committee considers the compensation levels for similar executive positions at our peer companies as only one factor in its decision-making process. One reason for this is that the structure and organization of other companies, as well as the duties, responsibilities, tenure and talents of executives at other companies, often vary considerably. Specifically, Pay Governance provides the Committee with analysis of information about the other major, diversified media and entertainment industry companies, The Walt Disney Company, Time Warner Inc., News Corporation, NBC Universal and CBS Corporation. The Committee may also consider information provided by Pay Governance on a broad industry peer group, which, as in fiscal year 2011, was comprised of the following companies in fiscal year 2012: Altria Group, Inc., AT&T Inc., Cablevision Systems Corporation, CBS Corporation, Cisco Systems, Inc., The Coca-Cola Company, Comcast Corporation, Dell, Inc., Gannett Co., Inc., General Electric Company, Hewlett-Packard Company, International Business Machines Corporation, News Corporation, PepsiCo, Inc., The Procter & Gamble Company, Qwest Communications International Inc., Sprint Nextel Corporation, Time Warner Inc., Verizon Communications Inc., The Walt Disney Company and Yahoo! Inc. In addition, the Committee generally monitors compensation best practices and considers alternatives for compensation program design using their own experience and judgment, as well as by reference to the experience and practices of other large public companies and expert commentary. The Committee does not refer to any set group of companies for this purpose.

### ***Individual Considerations***

Individual qualifications are another key factor in the Committee's compensation decisions. The Committee considers the executive's professional experience, tenure and accomplishments at our company and/or within the industry, the executive's individual performance if he or she is an existing employee, the executive's compensation history, compensation levels of executives at comparable levels within the company, competitive conditions, management development and succession planning activities and input from Pay Governance. Several of our NEOs and many of our divisional executives have been affiliated with Viacom for many years and this is reflected in their compensation packages.

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### ***Clawback Policy: Adjustment to Bonuses/Equity Awards in the Event of a Restatement***

Since 2006, the Committee has had a policy under which it reserves the right to require, at any time, any of our employees or former employees to return all or a portion of the bonus and/or equity compensation the employee receives if any of the performance goals or quantitative factors considered in determining the amount of the award are restated in a manner that would have affected the amount if known prior to the grant, or, with respect to bonus amounts, if such restatement alters the Committee's assessment of the employee or former employee's individual performance in a manner that warrants reduction. The Committee may also require employees to return certain compensation as a result of their material breach of certain restrictive covenants under various agreements. Our incentive plans expressly reserve these powers to the Committee and give the Committee broad discretion to adjust incentive awards based on the Committee's assessment of individual performance and other factors.

### ***Change-in-Control***

As further discussed in the section Potential Payments Upon Termination or Change-In-Control, we do not have any plans or arrangements that provide for payments or accelerated vesting of incentives solely in connection with a change in control of Viacom. The employment agreements of Messrs. Dauman and Dooley provide for an excise tax gross-up payment with respect to certain payments and benefits to which they could become entitled if a change in control were to occur before December 31, 2013. The payment would be made if (a) there is a change in control, (b) the executive is terminated without cause or resigns for good reason as a result of the change in control and (c) the executive's severance amount and other benefits subject him to certain related excise taxes. Except for the sunset provision, the gross-up provision was carried over from prior employment agreements.

### ***Pledges and Hedges of Viacom Stock***

Our executive officers are prohibited from hedging or pledging any Viacom securities that they hold directly. (This prohibition does not apply to pledges of stock by National Amusements, Inc., of which Mr. Redstone is the controlling stockholder.) In addition, all of our employees are prohibited from engaging in short sales of our stock and may not hedge or pledge equity compensation.

### ***Wealth Accumulation***

The Committee does not consider past wealth accumulation in connection with its compensation decisions. The Committee is focused on ensuring that a large part of our NEOs' compensation packages is performance-based. The Committee believes that executives and employees should not be penalized in future years for strong performance in prior years, and that all employees, regardless of individual financial situation, should have a compensation package that is competitive for their respective positions. Further, the Committee believes the Company's ability to retain employees is diminished if pay is not at competitive levels.

### ***Timing of Equity Grants***

We protect against issues associated with timing of equity awards by granting them on an annual basis at regular Committee meetings generally scheduled more than a year in advance. Since 2006, the Committee has made our annual equity grants to senior executives and other employees at the meeting of the Committee that has taken place in May or June of each year, other than PSU grants made to Messrs. Dauman, Dooley and, prior to 2012, Redstone; PSU grants to these executives have been granted on January 1 pursuant to the terms of their employment agreements. Stock option exercise prices and the sizes of the annual equity grants are determined based on the closing price of our Class B common stock on the date of grant.

For certain newly hired executives, and rarely upon entering into new or amended employment agreements with existing executives, the Committee may award off-cycle equity grants. In the case of stock options and RSUs, these grants are made 3 to 10 days after the later of Committee approval, the execution of the employment

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agreement by both parties or commencement of employment and have an exercise price or value, as applicable, based on the closing price of our Class B common stock on the date of grant. The Committee has delegated limited authority to Mr. Dauman to make equity grants.

***Repricing of Stock Options***

Our LTMIP prohibits the repricing of stock options.

***Executive Stock Ownership Requirements***

Given the significant stock ownership of Messrs. Redstone, Dauman and Dooley, as well as the significant equity holdings (with multi-year vesting schedules) of our executive team, the Committee believes senior management is appropriately incented to manage the business in line with stockholders' interests and has not established specified executive stock ownership requirements.

***Fiscal Year 2013 STIP Design***

Except for the adoption of new financial targets for the upcoming year, our fiscal year 2013 STIP design is substantially the same as it was in fiscal year 2012. The 2013 qualitative objectives include: (i) for corporate employees, furtherance and achievement of the company-wide strategic initiatives contemplated in the budgeting and long-range planning processes, (ii) timely adherence to achievement of corporate goals, inclusion and talent development, compliance, and policy objectives and (iii) specific strategic goals for each of the divisions.

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**FISCAL YEAR 2012 SUMMARY COMPENSATION TABLE**

The following table presents information on the total compensation for our NEOs in fiscal years 2012, 2011, 2010 and 2009.

Name and Principal Position	Fiscal Year	Salary		Stock		Option		Non-Equity	Change in	A Oth  Com sati  (\$)
		(\$)		Awards		Awards		Incentive	Pension	
		Annual	One-Time	One-Time	Total	Annual	One-Time	Plan	Value and	
								Compen- sation	Non- qualified	
								(\$)(2)	Deferred	
									Compen- sation	
									Earnings	
									(\$)(3)	
Sumner M.	2012	\$ 1,750,000	\$	\$	\$	\$	\$	\$ 5,750,000	\$ 12,908,463	\$ 9
Redstone									(4)	
<i>Executive Chairman</i>	2011	\$ 1,750,000	\$ 5,087,874	\$	\$ 5,087,874	\$ 3,000,003	\$ 3,000,003	\$ 10,000,000	\$ 1,131,025	\$ 30
	2010	\$ 1,312,500	\$ 5,089,264	\$	\$ 5,089,264	\$ 3,000,000	\$ 3,000,000	\$ 5,625,000	\$ 2,216	\$ 4
	2009	\$ 1,250,000	\$ 6,344,447	\$	\$ 6,344,447	\$ 3,000,005	\$ 3,000,005	\$ 6,270,000	\$ 13,061	\$ 6
<i>and Founder</i>										
Philippe P. Dauman	2012	\$ 3,500,000	\$ 10,274,314	\$ 1,852,431	\$ 12,126,745	\$ 5,999,996	\$ 5,999,996	\$ 11,500,000	\$ 54,720	\$ 269
	2011	\$ 3,500,000	\$ 10,175,681	\$ 3,139,620	\$ 13,315,301	\$ 6,000,005	\$ 6,000,005	\$ 20,000,000	\$ 45,610	\$ 262
<i>President and Chief</i>	2010	\$ 2,625,000	\$ 10,178,477	\$ 31,654,832	\$ 41,833,309	\$ 6,000,000	\$ 22,620,000	\$ 11,250,000	\$ 45,793	\$ 141
	2009	\$ 2,500,000	\$ 12,688,932	\$	\$ 12,688,932	\$ 5,999,997	\$ 5,999,997	\$ 12,540,000	\$ 37,911	\$ 243
<i>Executive Officer</i>										
Thomas E. Dooley	2012	\$ 2,500,000	\$ 8,219,451	\$ 1,481,975	\$ 9,701,426	\$ 4,799,997	\$ 4,799,997	\$ 9,200,000	\$ 54,640	\$ 42
	2011	\$ 2,500,000	\$ 8,140,531	\$ 2,511,724	\$ 10,652,255	\$ 4,799,995	\$ 4,799,995	\$ 16,000,000	\$ 41,293	\$ 67
<i>Senior Executive</i>	2010	\$ 1,875,000	\$ 8,142,781	\$ 24,201,887	\$ 32,344,668	\$ 4,799,996	\$ 16,672,000	\$ 8,906,250	\$ 41,595	\$ 12
	2009	\$ 2,000,000	\$ 10,151,123	\$	\$ 10,151,123	\$ 4,799,997	\$ 4,799,997	\$ 10,032,000	\$ 31,318	\$ 11
<i>Vice President and</i>										
<i>Chief Operating</i>										
<i>Officer</i>										
Michael D. Fricklas	2012	\$ 1,278,125	\$ 1,800,023	\$	\$ 1,800,023	\$ 1,199,999	\$ 1,199,999	\$ 2,153,250	\$ 325,850	\$ 22
	2011	\$ 1,241,250	\$ 1,799,998	\$	\$ 1,799,998	\$ 1,199,999	\$ 1,199,999	\$ 3,350,000	\$ 197,693	\$ 74
<i>Executive Vice</i>	2010	\$ 911,250	\$ 1,800,015	\$	\$ 1,800,015	\$ 1,200,004	\$ 1,200,004	\$ 2,150,000	\$ 255,124	\$ 20
	2009	\$ 1,050,000	\$ 1,799,997	\$	\$ 1,799,997	\$ 1,199,999	\$ 1,199,999	\$ 2,000,000	\$ 26,501	\$ 13
<i>President, General</i>										
<i>Counsel and</i>										
<i>Secretary</i>										
James W. Barge	2012	\$ 978,500	\$ 479,984	\$	\$ 479,984	\$ 320,005	\$ 320,005	\$ 851,300	\$ 30,740	\$ 17
	2011	\$ 950,000	\$ 480,020	\$	\$ 480,020	\$ 320,000	\$ 320,000	\$ 1,254,000	\$ 21,232	\$ 17

*Executive Vice*

*President, Chief*

*Financial Officer*

- (1) Reflects the aggregate grant date fair value of the equity awards granted in the respective year calculated in accordance with FASB ASC Topic 718 – Stock Compensation, not including assumed forfeitures. Annual awards reflect equity awards granted under our LTMIP as part of our annual equity program. One-time awards reflect equity awards granted under the LTMIP to the respective NEO in connection with their employment agreement renewals in 2010. See Compensation Discussion & Analysis for a detailed discussion of our equity program and the individual awards. Grant date fair value assumptions are consistent with those disclosed in the *Equity-Based Compensation* Note to our Consolidated Financial Statements in our Transition Report on Form 10-K for fiscal year 2010 and Annual Reports on Form 10-K for fiscal years 2011 and 2012 and the Stock Based Compensation Note to our Consolidated Financial Statements in our Annual Report on Form 10-K for fiscal year 2009.
- (2) Reflects annual cash bonus amounts under the Senior Executive STIP for performance during the respective year.
- (3) Reflects change in pension value only, except for Mr. Redstone. See footnote 4.
- (4) Reflects change in (i) pension value of \$24,016 and (ii) intrinsic value of Mr. Redstone's stock option equivalents (the SOEs) from September 30, 2011 to September 30, 2012 of \$12,884,447. Mr. Redstone obtained the SOEs when he converted the cash balance of his deferred salary compensation account to SOEs of equal value on September 27, 2006. The SOEs had no intrinsic value as of September 30, 2010 or December 31, 2009, and therefore the amounts shown in the table for 2010 and 2009 reflect change in pension value only. We recognized expense of \$9,700,210 in fiscal year 2012, income of \$520,584 in fiscal year 2011, expense of \$212,974 in fiscal year 2010 and expense of \$3,434,279 in fiscal year 2009 related to the SOEs. For purposes of this table, we treat any increase in the intrinsic value of the SOEs as preferential since other executives and employees do not have the ability to invest their deferred salary in SOEs.

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(5) All Other Compensation includes the following amounts received in fiscal year 2012 by the NEOs:

	Additional Compensation			Perquisites		Total
	Company	Company	Life	Personal Use of	Car	
	Match in	Match in	Insurance(a)	Viacom	Service(c)	
	401(k) Plan	Excess		Aircraft(b)		
		401(k) Plan				
Sumner M. Redstone					\$ 9,003	\$ 9,003
Philippe P. Dauman	\$8,750		\$7,140	\$238,382	\$15,091	\$269,363
Thomas E. Dooley	\$8,750		\$6,300	\$ 27,065	\$ 68	\$ 42,183
Michael D. Fricklas	\$8,750	\$8,750	\$5,129			\$ 22,629
James W. Barge	\$8,750	\$8,750				\$ 17,500

(a) Represents the incremental cost of the life insurance policy we provide in accordance with the terms of each NEO's respective employment agreement above the cost of life insurance that we provide to employees generally.

(b) The incremental cost of use of our aircraft is calculated by dividing the total variable costs (such as fuel, aircraft maintenance, catering, telecommunications, landing and navigation fees and flight crew expenses) by the total flight hours for such year and multiplying such amount by the individual's total number of flight hours for non-business use for the year, including flights that were made to reposition the plane in connection with the personal travel from either our New York or Los Angeles locations. Incremental cost does not include certain fixed costs that we incur by virtue of owning the plane.

(c) Represents incremental costs in connection with personal use of car service, including amounts attributable to commuting expenses. For security reasons, we provide Messrs. Redstone and Dauman with a shared car and driver in New York for use by them and other executives and provide Mr. Redstone with a car and driver in his hometown of Los Angeles. The amount shown above for Mr. Redstone reflects our half of the incremental cost of his personal use of the car and driver; CBS Corporation reimburses us for the other half.

An executive's spouse or other guests may accompany him on business travel, including travel on company aircraft, in company-paid car service, and sharing a hotel room. No amounts are included in the table above for such events since there is little or no incremental cost to us. Other items that may be considered perquisites and for which there is a de minimis or no incremental cost to us include meals provided by our corporate kitchen upon an executive's request (we do not have an executive dining room), access to the executive fitness room (non-staffed) and occasional receipt of tickets, DVDs and other merchandise related to our businesses.

**Compensation of Viacom's Named Executive Officers**

Additional detail on the compensation of our NEOs, including decisions made on fiscal year 2013 compensation, can be found in Compensation Discussion and Analysis.

**Sumner Redstone**

Mr. Redstone became our Executive Chairman of the Board and Founder in January 2006. He was Chief Executive Officer of Former Viacom from 1996 to 2005 and served as Chairman of the Board of Former Viacom beginning in 1987. Mr. Redstone, through NAI, is our controlling stockholder.

**Cash Compensation**

2009. Mr. Redstone did not receive a salary or target bonus increase in 2009 due to a compensation freeze in light of economic conditions.

2010. Following his annual merit compensation review by the Compensation Committee in January 2010, Mr. Redstone's annual base salary was increased to \$1.75 million, effective January 1, 2010. His target annual cash bonus was increased to \$6.0 million, subject to the achievement of the performance goals established by the Compensation Committee. The increase reflected the Compensation Committee's evaluation of Mr. Redstone's performance, salary history and appropriate pay levels compared to our other senior executives.

2011. Mr. Redstone did not receive a salary or target bonus increase in 2011.

2012. Mr. Redstone did not receive a salary or target bonus increase in 2012 and did not receive equity awards in 2012.

**Other Provisions of Mr. Redstone's Employment Agreement**

Provides that Mr. Redstone receive annual equity awards through 2011 that have a target value of \$6 million, 50% in stock options and 50% in PSUs.

Terminable at will by either party.



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### ***Philippe Dauman***

Mr. Dauman has been our President and Chief Executive Officer since September 5, 2006. From 1993 to 2000, he served in several positions at Former Viacom, including as its Deputy Chairman and member of its Executive Committee. He left management of Former Viacom in connection with the merger with CBS Corporation in 2000.

#### *Compensation*

2009. Mr. Dauman did not receive a salary or target bonus increase in 2009 due to a compensation freeze in light of economic conditions.

2010. Following his annual merit compensation review by the Compensation Committee in January 2010, Mr. Dauman's annual base salary was increased to \$3.5 million, and his target annual cash bonus was increased to \$12.0 million, subject to the achievement of the performance goals established by the Compensation Committee, each effective January 1, 2010. The increase reflected the Compensation Committee's evaluation of Mr. Dauman's performance and competitive market data for our peer companies and industry peer group. In April 2010, we amended and restated Mr. Dauman's employment agreement, extending his employment term to December 31, 2016 and reflecting the increase in salary and target bonus amount set by the Compensation Committee in January. Mr. Dauman was awarded a one-time grant of stock options to purchase 2.0 million shares of Class B common stock with an exercise price equal to the closing market price of the Class B common stock on the date of grant, which vest in four equal annual installments beginning on April 20, 2011. Mr. Dauman was also awarded a one-time grant of 1,000,000 PRSUs that vest in four equal annual installments beginning with fiscal year 2011 and deliver, at the time of vesting, 75% to 125% of the shares underlying the PRSUs, depending on the achievement of company financial targets over specified periods.

2011. Mr. Dauman did not receive a salary or target bonus increase in 2011.

2012. Mr. Dauman did not receive a salary or target bonus increase in 2012.

#### *Other Provisions of Mr. Dauman's Amended and Restated Employment Agreement*

Provides that Mr. Dauman receive annual equity awards that have a target value of \$12 million, 50% in stock options and 50% in PSUs.

Provides for term life insurance in the amount of \$5 million.

### ***Thomas Dooley***

Mr. Dooley has been our Senior Executive Vice President and Chief Operating Officer since May 2010. He served as our Chief Administrative Officer from September 2006 to May 2010 and our Chief Financial Officer from January 2007 to September 2010. From 1980 to 2000, Mr. Dooley served in several positions at Former Viacom, including as its Deputy Chairman and member of its Executive Committee. He left Former Viacom in connection with the merger with CBS Corporation in 2000.

#### *Compensation*

2009. Mr. Dooley did not receive a salary or target bonus increase in 2009 due to a compensation freeze in light of economic conditions.

2010. Following his annual merit compensation review by the Compensation Committee in January 2010, Mr. Dooley's annual base salary was increased to \$2.5 million, and his target annual cash bonus was increased to \$8.0 million, subject to the achievement of the performance goals established by the Compensation Committee, each effective January 1, 2010. The increase reflected the Compensation Committee's evaluation of Mr. Dooley's performance and competitive market data for our peer companies and industry peer group. In May 2010, we amended and restated Mr. Dooley's employment agreement, extending his employment term to December 31, 2016, reflecting the increase in salary set by the Compensation Committee in January and increasing his target bonus amount to \$9.5 million.

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Mr. Dooley was awarded a one-time grant of stock options to purchase 1.6 million shares of Class B common stock with an exercise price equal to the closing market price of the Class B common stock on the date of grant, which vest in four equal annual installments beginning on May 27, 2011. Mr. Dooley was also awarded a one-time grant of 800,000 PRSUs that vest in four equal annual installments beginning with fiscal year 2011 and deliver, at the time of vesting, 75% to 125% of the shares underlying the PRSUs, depending on the achievement of company financial targets over specified periods.

2011. Mr. Dooley did not receive a salary or target bonus increase in 2011.

2012. Mr. Dooley did not receive a salary or target bonus increase in 2012.

*Other Provisions of Mr. Dooley's Amended and Restated Employment Agreement*

Provides that Mr. Dooley receive annual equity awards that have a target value of \$9.6 million, 50% in stock options and 50% in PSUs.

Provides for term life insurance in the amount of \$5 million.

***Michael Fricklas***

Mr. Fricklas has been our Executive Vice President, General Counsel and Secretary since January 2006. Prior to that, he served as Executive Vice President, General Counsel and Secretary of Former Viacom beginning in 2000. He first joined Former Viacom in 1993 as Senior Vice President and Deputy General Counsel.

*Compensation*

2009. Mr. Fricklas did not receive a salary or target bonus increase in 2009 due to a compensation freeze in light of economic conditions.

2010. In connection with Mr. Fricklas' employment agreement entered into in October 2009, Mr. Fricklas' annual base salary was increased to \$1.215 million, and his target annual cash bonus was increased to \$2.3 million, subject to the achievement of performance goals established by the Compensation Committee, each effective January 1, 2010. The increase reflected the Compensation Committee's evaluation of Mr. Fricklas' performance and the Compensation Committee's desire to extend his term of employment with the company.

2011. Following his annual merit compensation review by the Compensation Committee in November 2010, Mr. Fricklas' annual base salary was increased to \$1.25 million for 2011, effective January 1, 2011. His target annual cash bonus was increased to \$2.4 million, subject to the achievement of performance goals established by the Compensation Committee.

2012. Following his annual merit compensation review by the Compensation Committee in November 2011, Mr. Fricklas' annual base salary was increased to \$1,287,500 for 2012, effective January 1, 2012. His target annual cash bonus was increased to \$2,475,000, subject to the achievement of performance goals established by the Compensation Committee. In July 2012, we amended Mr. Fricklas' employment agreement, extending his employment term to June 30, 2016.

*Other Provisions of Mr. Fricklas' Employment Agreement*

Provides for an employment term through June 30, 2016.

Provides that he receive annual equity awards with a target value of \$3 million.

Provides for term life insurance in the amount of \$5 million.

***James W. Barge***

Mr. Barge was our Executive Vice President, Chief Financial Officer from October 2010 to November 2012. He served as our Executive Vice President, Tax and Treasury from January 2008 to September 2010 and as our Controller from March 2008 to September 2010. Prior to joining Viacom, he was Senior Vice President, Controller and principal accounting officer of Time Warner Inc. beginning in mid-2002, having previously held various financial positions with Time Warner Inc. since first joining the company in 1995.

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### *Compensation*

**2011.** In October 2010, we entered into a new employment agreement with Mr. Barge in connection with becoming our CFO. His annual base salary was increased from \$772,500 to \$950,000 for fiscal year 2011, effective October 1, 2010. His target annual cash bonus was increased from \$463,500 to \$950,000, subject to the achievement of performance goals established by the Compensation Committee. Mr. Barge's increase reflected the Compensation Committee's evaluation of Mr. Barge's performance, his promotion to Chief Financial Officer and the Compensation Committee's desire to extend his term of employment with the Company.

**2012.** Following his annual merit compensation review by the Compensation Committee in September 2011, Mr. Barge's annual base salary increased from \$950,000 to \$978,500, while his target annual cash bonus, which is 100% of his salary, was correspondingly increased from \$950,000 to \$978,500, each effective October 1, 2011. Mr. Barge was Chief Financial Officer until November 27, 2012.

### *Other Provisions of Mr. Barge's Employment Agreement*

Provided for an employment term of October 1, 2010 to September 30, 2013.

Provided that he receive annual equity awards that have a target value of \$800,000.

### ***Generally Applicable Employment Agreement Provisions***

The employment agreements of Messrs. Dauman, Dooley, Fricklas and Barge generally permit the executive to participate in all arrangements for benefits, business expenses and perquisites available to senior executives of Viacom. Provisions on termination of employment under various circumstances, including treatment of equity awards and other holdings and applicable restrictive covenants, are discussed in the section entitled Potential Payments upon Termination or Change-In-Control.

**Table of Contents****FISCAL YEAR 2012 GRANTS OF PLAN-BASED AWARDS**

The table below presents information on our non-equity incentive compensation plan awards under our Senior Executive STIP and our equity grants under our LTMIP to our NEOs in fiscal year 2012. The Compensation Committee made our annual LTMIP grants to our NEOs and other LTMIP eligible employees in May 2012, except for the PSU grants to Messrs. Dauman and Dooley, which were made on January 1 pursuant to the terms of their employment agreements. The PRSU grants to Messrs. Dauman and Dooley are a portion of the target PRSU awards made in April and May 2010, respectively, in connection with the extension of their employment agreements and represent grants upon the Compensation Committee's approval of the performance goals for the performance period ending September 30, 2013. For additional information on the terms of the grants, see Compensation Discussion and Analysis Compensation Program Design Equity Awards.

	Grant Date	Date of Board Action, if Different from Grant Date(1)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Type of Award	Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)(5)	All Other Option Awards: Number of Underlying Options (#)(5)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date	Fair Value of Stock and Stock Option Awards (\$)(6)	Intrinsic Value of Option Awards of Stock Awards
			Threshold (#)(2)	Target (#)	Maximum (#)		Threshold (#)	Target (#)	Maximum (#)						
M. Redstone			\$ 1,500,000	\$ 6,000,000	\$ 12,000,000										
P. Dauman	1/1/12	4/14/10				PSU(3)	33,784	135,135	405,405				\$ 10,274,314	\$ 7,241,314	
	5/23/12					SO				592,885	\$ 47.21	\$ 5,999,996	\$ 3,782,314	\$ 3,782,314	
	9/12/12	4/14/10	\$ 3,000,000	\$ 12,000,000	\$ 24,000,000	PRSU(4)	0	36,458	72,916			\$ 1,852,431	\$ 1,953,314	\$ 1,953,314	
E. Dooley	1/1/12	5/25/10				PSU(3)	27,027	108,108	324,324				\$ 8,219,451	\$ 5,793,314	
	5/23/12					SO				474,308	\$ 47.21	\$ 4,799,997	\$ 3,026,314	\$ 3,026,314	
	9/12/12	5/25/10	\$ 2,375,000	\$ 9,500,000	\$ 19,000,000	PRSU(4)	0	29,167	58,334			\$ 1,481,975	\$ 1,563,314	\$ 1,563,314	
D. Fricklas						RSU									
	5/23/12	10/1/09	\$ 618,750	\$ 2,475,000	\$ 4,950,000	SO				38,128	118,577	\$ 47.21	\$ 3,000,022	\$ 2,799,314	\$ 2,799,314
V. Barge						RSU									
	5/23/12	9/16/10	\$ 244,625	\$ 978,500	\$ 1,957,000	SO				10,167	31,621	\$ 47.21	\$ 799,989	\$ 746,314	\$ 746,314

- (1) Date of Compensation Committee approval of employment agreement providing for the grant.
- (2) Threshold amount is equal to 25% of the target award, which is the minimum amount that could be paid if any bonus amount were earned. Performance below the 25% threshold earns a bonus amount of \$0.
- (3) For PSUs, the threshold amount is equal to 25% of the target award, which is the minimum amount that could be paid if the market condition for the PSU awards is met, and the maximum award is 300% of the target award. The target number of PSUs is determined by dividing the target value of the award by the average closing market price of our Class B common stock for a period of 10 trading days ending on the date of grant.
- (4) The PRSUs vest in four equal annual installments and deliver, at the time of vesting, 75% to 125% of the target number of shares of Class B common stock underlying the PRSUs, depending on the achievement of company financial targets over four specified performance periods. Mr. Dauman's target award was 1,000,000 PRSUs and Mr. Dooley's target award was 800,000 PRSUs. The PRSU grants reported for September 12, 2012 represent the portion of the target award that is considered granted for accounting purposes upon the Compensation Committee's approval of the specific company performance goals upon which vesting of those particular grants is conditioned. The portion of the target award that has not been reported as granted during fiscal year 2012, 2011 or 2010 will be considered granted in future years once the Compensation Committee determines the performance goals upon which the vesting of those grants will be conditioned.
- (5) The number of RSUs granted is determined by dividing the target value of the award by the closing market price of our Class B common stock on the date of grant. The number of stock options granted is determined using the Black-Scholes valuation method on the date of grant.

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- (6) 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 fiscal year 2012. For PSUs, the grant date fair value takes into consideration the performance and/or market conditions applicable to the grant, and makes certain assumptions about the performance of our stock and that of the companies in the reference group for PSUs over the measurement period. Factors such as market volatility and/or possibility of a payout above target can cause dramatic changes in the accounting expense for PSU. Accordingly, the expense shown in this column may be significantly higher than the value of the awards determined in accordance with the respective NEO employment agreements.

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- (7) We believe it is relevant for investors' understanding of our NEOs' compensation to present the current value of the awards compared to the grant date fair value, which is the total accounting expense for the fiscal year 2012 awards that we will recognize over a period of years. This information is for illustrative purposes only to demonstrate the compensation the executive might realize from the awards if they were vested and settled, or for stock options, vested and exercised, using our Class B common stock price of \$53.59 as of September 28, 2012. The actual market value of the awards fluctuates daily with the price of our stock. In addition, our stock options and RSUs vest over a period of four years, our PSUs have measurement periods of three or more years and our PRSUs have measurement periods of four years; therefore, none of the equity awards in the above table have actually vested.
- (8) Since PSUs have a multi-year measurement period, this table assumes that the target number of PSUs was received on September 30, 2012. The actual number of PSUs the executive will receive cannot be determined until the end of the measurement period when the market conditions applicable to the PSUs can be determined. The PRSUs vest over four performance periods. This table assumes that the minimum number of PRSUs was received on September 30, 2012 and that the non-guaranteed portion was paid at target. The actual number of PRSUs the executive will receive cannot be determined until the end of each performance period when the performance conditions applicable to the PRSUs can be determined.

**Table of Contents****OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END**

The following table presents information on the outstanding equity awards, including which portions were vested or unvested, held by our NEOs as of September 30, 2012. Market value amounts are based on the closing price of our Class B common stock of \$53.59 on September 28, 2012.

Name	Award Date	Option Awards					Stock Awards			
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Sumner M. Redstone	5/21/03	390,887			\$ 55.6003	5/21/13				
	5/19/04	268,734			\$ 47.5025	5/19/14				
	7/1/04	488,609			\$ 44.7906	7/1/14				
	7/1/04	244,304			\$ 44.7906	7/1/14				
	5/29/07	245,700			\$ 43.8600	5/29/15				
	6/4/08	260,870			\$ 35.2600	6/4/16				
	6/3/09	171,756	57,252(1)		\$ 22.7000	6/3/17				
	6/8/10	152,749	152,750(2)		\$ 32.5500	6/8/18				
	5/25/11	65,559	196,679(3)		\$ 49.9500	5/25/19				
	1/1/10							25,160(4)	\$ 1,348,324	
	1/1/11							19,148(5)	\$ 1,026,141	
Philippe P. Dauman	1/31/04	1,954			\$ 50.8324	1/31/14				
	1/31/05	1,954			\$ 47.0988	1/31/15				
	1/31/06	3,171			\$ 41.4800	1/31/16				
	9/8/06	1,617,251			\$ 34.4600	9/8/14				
	5/29/07	491,400			\$ 43.8600	5/29/15				
	6/4/08	521,739			\$ 35.2600	6/4/16				
	6/3/09	343,511	114,504(1)		\$ 22.7000	6/3/17				
	4/20/10	1,000,000	1,000,000(6)		\$ 35.8700	4/20/18				
	6/8/10	305,499	305,499(2)		\$ 32.5500	6/8/18				
	5/25/11	131,119	393,357(3)		\$ 49.9500	5/25/19				
	5/23/12		592,885(7)		\$ 47.2100	5/23/20				
	1/1/10							50,319(4)	\$ 2,696,595	
	4/14/10							655,125(8)	\$ 35,108,149	
	1/1/11							38,295(5)	\$ 2,052,229	
	1/1/12							33,784(9)	\$ 1,810,485	
Thomas E. Dooley	1/3/06	7,928			\$ 41.5900	1/3/16				
	1/31/06	3,171			\$ 41.4800	1/31/16				
	9/8/06	1,293,801			\$ 34.4600	9/8/14				
	5/29/07	393,120			\$ 43.8600	5/29/15				
	6/4/08	417,391			\$ 35.2600	6/4/16				
	6/3/09	274,809	91,603(1)		\$ 22.7000	6/3/17				
	6/2/10	800,000	800,000(10)		\$ 34.1600	6/2/18				
	6/8/10	244,399	244,399(2)		\$ 32.5500	6/8/18				
	5/25/11	104,895	314,685(3)		\$ 49.9500	5/25/19				
	5/23/12		474,308(7)		\$ 47.2100	5/23/20				
	1/1/10							40,255(4)	\$ 2,157,265	
	5/27/10							524,100(8)	\$ 28,086,519	
	1/1/11							30,636(5)	\$ 1,641,783	





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Name	Award Date	Option Awards					Stock Awards				
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)	
Michael D. Fricklas	1/28/04	99,100			\$ 50.9459	1/28/14					
	5/29/07	122,850			\$ 43.8600	5/29/15					
	6/4/08	130,434			\$ 35.2600	6/4/16					
	6/3/09	68,702	22,901(1)		\$ 22.7000	6/3/17					
	6/8/10	61,100	61,100(2)		\$ 32.5500	6/8/18					
	5/25/11	26,223	78,672(3)		\$ 49.9500	5/25/19					
	5/23/12		118,577(7)		\$ 47.2100	5/23/20					
	6/3/09						19,824(11)	\$ 1,062,368			
	6/8/10						27,650(12)	\$ 1,481,764			
	5/25/11						27,027(13)	\$ 1,448,377			
5/23/12						38,128(14)	\$ 2,043,280				
James W. Barge(15)	6/4/08	35,217			\$ 35.2600	6/4/16					
	6/3/09	17,175	5,726		\$ 22.7000	6/3/17					
	6/8/10	15,275	15,275		\$ 32.5500	6/8/18					
	5/25/11	6,993	20,979		\$ 49.9500	5/25/19					
	5/23/12		31,621		\$ 47.2100	5/23/20					
	6/3/09						4,956	\$ 265,592			
	6/8/10						6,913	\$ 370,468			
	5/25/11						7,208	\$ 386,277			
	5/23/12						10,167	\$ 544,850			

- (1) Remaining portion of stock option grant vests on June 3, 2013.
- (2) Remaining stock option grant vests in equal annual installments on June 8, 2013 and 2014.
- (3) Remaining stock option grant vests in equal annual installments on May 25, 2013, 2014 and 2015.
- (4) Represents the threshold amount, or 25%, of the target award (target award was 100,638 PSUs in the case of Mr. Redstone, 201,275 PSUs in the case of Mr. Dauman, and 161,020 PSUs in the case of Mr. Dooley), which is the minimum amount that could be paid if the market condition for the PSU awards is met. PSUs vest after the end of the performance period on December 31, 2012 subject to satisfaction of the market criteria for the performance period.
- (5) Represents the threshold amount, or 25%, of the target award (target award was 76,590 PSUs in the case of Mr. Redstone, 153,179 PSUs in the case of Mr. Dauman and 122,543 PSUs in the case of Mr. Dooley), which is the minimum amount that could be paid if the market condition for the PSU awards is met. PSUs vest after the end of the performance period on December 31, 2013 subject to satisfaction of the market criteria for the performance period.
- (6) Remaining portion of stock option grant vests in equal annual installments on April 20, 2013 and 2014.
- (7) Stock option grant vests in equal annual installments on May 23, 2013, 2014, 2015 and 2016.
- (8) Represents (i) the actual amount settled upon vesting of the second installment of the PRSUs in November 2012 (280,125 for Mr. Dauman and 224,100 for Mr. Dooley) based on performance during fiscal years 2011 and 2012, resulting in a payout of 112.05%, plus (ii) 75% of the target award for the remaining installments (target award for remaining installments is 500,000 PRSUs in the case of Mr. Dauman and 400,000 PRSUs in the case of Mr. Dooley), which is the minimum amount that could be paid when the PRSUs vest after the end of the performance periods on September 30, 2013 and 2014.
- (9) Represents the threshold amount, or 25%, of the target award (target award was 135,135 PSUs in the case of Mr. Dauman and 108,108 PSUs in the case of Mr. Dooley), which is the minimum amount that could be paid if the market condition for the PSU awards is met. PSUs vest after the end of the performance period on December 31, 2014 subject to satisfaction of the market criteria for the performance period.
- (10) Remaining portion of stock option grant vests in equal annual installments on June 2, 2013 and 2014.
- (11) Remaining RSUs vest on June 3, 2013.
- (12) Remaining RSUs vest in equal installments on June 8, 2013 and 2014.
- (13) Remaining RSUs vest in equal installments on May 25, 2013, 2014 and 2015.
- (14) RSUs vest in equal annual installments on May 23, 2013, 2014, 2015 and 2016.
- (15) On January 23, 2013, 28,261 unvested stock options and 13,356 unvested RSUs that would have vested in the ordinary course on or before September 30, 2013 vested and 45,340 unvested stock options and 15,888 unvested RSUs were forfeited.



**Table of Contents****OPTION EXERCISES AND STOCK VESTED IN FISCAL YEAR 2012**

The following table presents information on exercises of stock options and the vesting of restricted share units, performance share units and performance restricted share units held by our NEOs during fiscal year 2012.

Name	Option Awards(1)		Stock Awards(1)	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Sumner M. Redstone			433,473(2)	\$20,832,712
Philippe P. Dauman	1,465	\$ 2,923	1,179,447(3)	\$54,259,223
Thomas E. Dooley			943,557(4)	\$43,407,349
Michael D. Fricklas	244,613	\$937,328	42,658(5)	\$ 2,008,113
James W. Barge			10,814(6)	\$ 509,204

- (1) Represents the gross number of shares acquired and value received on exercise/vesting, without reduction for the number of shares (i) sold to pay the exercise price, in the case of stock options or (ii) withheld to pay applicable withholding taxes, in the case of RSUs, PSUs and PRSUs. Shares and value net of withholding are discussed in the footnotes below.
- (2) Represents the vesting of Mr. Redstone's January 1, 2009 grant of PSUs (target award was 169,683 PSUs), based on the achievement of the performance conditions for the performance period, valued at the closing price of our Class B common stock on the date of vesting of \$48.06. Mr. Redstone received 228,442 shares net of withholding, or \$10,978,923 in value.
- (3) Represents (i) the vesting of Mr. Dauman's January 1, 2009 grant of PSUs (target award was 339,367 PSUs) based on the achievement of the performance conditions for the performance period, valued at the closing price of our Class B common stock on the date of vesting of \$48.06 and (ii) the vesting of the first 25% of Mr. Dauman's April 14, 2010 grant of PRSUs (target award was 250,000 PRSUs) based on the achievement of the performance conditions for the performance period, valued at the closing price of our Class B common stock on the date of vesting of \$40.30. Mr. Dauman received 581,666 shares net of withholding, or \$26,765,889 in value.
- (4) Represents (i) the vesting of Mr. Dooley's January 1, 2009 grant of PSUs (target award was 271,493 PSUs) based on the achievement of the performance conditions for the performance period, valued at the closing price of our Class B common stock on the date of vesting of \$48.06 and (ii) the vesting of the first 25% of Mr. Dooley's May 27, 2010 grant of PRSUs (target award was 200,000 PRSUs) based on the achievement of the performance conditions for the performance period, valued at the closing price of our Class B common stock on the date of vesting of \$40.30. Mr. Dooley received 465,748 shares net of withholding, or \$21,432,667 in value.
- (5) Represents (i) the vesting of the third 25% of Mr. Fricklas' June 3, 2009 grant of 79,295 RSUs in accordance with the terms of the grant, valued at the closing price of our Class B common stock on the date of vesting of \$46.26, (ii) the vesting of the second 25% of Mr. Fricklas' June 8, 2010 grant of 55,300 RSUs in accordance with the terms of the grant, valued at the closing price of our Class B common stock on the date of vesting of \$47.64, and (iii) the vesting of the first 25% of Mr. Fricklas' May 25, 2011 grant of 36,036 RSUs in accordance with the terms of the grant, valued at the closing price of our Class B common stock on the date of vesting of \$48.00. Mr. Fricklas received a total of 23,109 shares net of withholding, or \$1,087,684 in value.
- (6) Represents (i) the vesting of the third 25% of Mr. Barge's June 3, 2009 grant of 19,824 RSUs in accordance with the terms of the grant, valued at the closing price of our Class B common stock on the date of vesting of \$46.26, (ii) the vesting of the second 25% of Mr. Barge's June 8, 2010 grant of 13,825 RSUs in accordance with the terms of the grant, valued at the closing price of our Class B common stock on the date of vesting of \$47.64, and (iii) the vesting of the first 25% of Mr. Barge's May 25, 2011 grant of 9,610 RSUs in accordance with the terms of the grant, valued at the closing price of our Class B common stock on the date of vesting of \$48.00. Mr. Barge received a total of 6,915 shares net of withholding, or \$325,610 in value.

**Table of Contents****FISCAL YEAR 2012 PENSION BENEFITS**

We provide pension benefits through the Viacom Pension Plan and the Viacom Excess Pension Plan. However, effective April 1, 2009, we terminated the accrual of benefits under the Viacom Excess Pension Plan. The table below presents certain information with respect to these plans.

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit (\$)(1)	Payments During Last Fiscal Year (\$)
Sumner M. Redstone	Viacom Pension Plan	6 years, 9 months(2)	\$ 193,574	\$ 17,425
	Viacom Excess Pension Plan	3 years, 3 months(2)	32,322	
			\$ 225,896	
Philippe P. Dauman	Viacom Pension Plan	5 years, 0 months(3)	\$ 142,932	
	Viacom Excess Pension Plan	1 year, 6 months(3)	131,829	
			\$ 274,761	
Thomas E. Dooley	Viacom Pension Plan	5 years, 0 months(4)	\$ 128,410	
	Viacom Excess Pension Plan	1 year, 6 months(4)	118,209	
			\$ 246,619	
Michael D. Fricklas	Viacom Pension Plan	18 years, 2 months	\$ 484,710	
	Viacom Excess Pension Plan	14 years, 8 months	1,061,461	
			\$ 1,546,171	
James W. Barge	Viacom Pension Plan	3 years, 8 months(5)	\$ 88,132	
	Viacom Excess Pension Plan	0 years, 2 months(5)	13,367	
			\$ 101,499	

- (1) Present Value of Accumulated Benefit as of September 30, 2012 is determined assuming commencement of benefits at age 65 (or immediate commencement if over 65) with an interest adjustment during the deferral period from September 30, 2012 until age 65, but no pre-retirement mortality assumption. The present value reflects a discount rate of 4.00% for the Viacom Pension Plan, a discount rate of 4.25% for the Viacom Excess Pension Plan and the IRS 2013 Prescribed Static Mortality Table to determine the present value of the annuity payments at commencement. The Viacom Pension Plan assumes 50% elect a lump sum and 50% elect a life annuity. The Viacom Excess Pension Plan assumes the grandfathered benefit under Section 409A of the Code is payable 50% lump sum and 50% annuity. The benefit accumulated after the implementation of Section 409A of the Code assumes a 100% single life annuity. The lump sums are determined using a 3.69% discount rate and the 2013+ IRS Applicable Mortality Table under Section 417(e) of the Code.
- (2) Mr. Redstone has participated in the Viacom Pension Plan and the Viacom Excess Pension Plan since our separation from CBS Corporation. Prior to the separation, he participated in Former Viacom's corresponding plans (now the CBS Corporation pension plans). Mr. Redstone received credit for his years of service at Former Viacom for purposes of meeting the eligibility requirement, but not for calculating the benefit amount, for our pension plans. He began receiving required minimum distributions from the Viacom Pension Plan in April 2007 in the form of a 50% Joint and Survivor annuity.
- (3) Mr. Dauman commenced participation in the Viacom Pension Plan and the Viacom Excess Pension Plan on October 1, 2007. In addition, Mr. Dauman has a vested pension benefit for 20 years of service under the CBS Corporation pension plans as a result of his previous service at Former Viacom. We have agreed in Mr. Dauman's employment agreement to pay him the greater of (a) the benefit he would have received under our pension plans if he had received credit for the same number of years he has credited under the CBS pension plans plus his current years of service under our plans, offset by the benefit he has accrued under the CBS pension plans payable at age 65 or (b) the actual benefit he would be entitled to under our pension plans.
- (4) Mr. Dooley commenced participation in the Viacom Pension Plan and the Viacom Excess Pension Plan on October 1, 2007. In addition, Mr. Dooley has a vested pension benefit for 20 years of service under the CBS Corporation pension plans as a result of his previous service at Former Viacom. We have agreed in Mr. Dooley's employment agreement to pay him the greater of (a) the benefit he would have received under our pension plans if he had received credit for the same number of years he has credited under the CBS pension plans plus his current years of service under our plans, offset by the benefit he has accrued under the CBS pension plans payable at age 65 or (b) the actual benefit he would be entitled to under our pension plans.
- (5) Mr. Barge commenced participation in the Viacom Pension Plan and the Viacom Excess Pension Plan on February 1, 2009.

**The Viacom Pension Plan**

We have established the Viacom Pension Plan for all eligible Viacom employees who satisfy age and service requirements, including the NEOs. The Pension Plan assumed from the Former Viacom pension plan (now the CBS Corporation pension plan) the liability for benefits accrued by Mr. Fricklas with respect to years of service



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at Former Viacom through the date of our separation from CBS Corporation, and assets allocable to those accrued benefits were also transferred to our Pension Plan based on applicable rules governing such transfers. The liabilities for Messrs. Redstone, Dauman and Dooley as a result of their years of service at Former Viacom remain under the CBS Corporation pension plans.

Participation in our Pension Plan begins on the first of the month coincident with or following the later of the date an employee turns 21 and completes one year of eligibility service. Employees are fully vested in their accrued benefit generally upon completion of five full years of service.

The Pension Plan offers optional forms of annuity payments that a participant may elect upon retirement. The single life annuity is the normal form of payment for a single participant and the 50% joint and survivor annuity is the normal form of payment for a married participant. A reduction is applied to the single life annuity benefit if an optional form is elected. The 50% joint and survivor annuity and all optional forms of payment under the Pension Plan are the actuarial equivalent of the single life annuity benefit. The Pension Plan also offers a lump-sum distribution option and allows payment of benefits at any time following termination of employment regardless of age, with reduced benefits to reflect the participant's age if under 65. Under applicable tax rules, Mr. Redstone began receiving certain minimum required in-service distributions from the Pension Plan beginning in April 2007.

Compensation for purposes of the Pension Plan was limited by federal law to \$250,000 for calendar year 2012. This amount is determined each year in accordance with the Code.

A participant's total benefit is equal to the sum of the benefits earned on or before December 31, 2009 plus the benefits earned on or after January 1, 2010, as follows:

***Benefits Accumulated On or Before December 31, 2009***

As of December 31, 2009, all benefits determined under the existing benefit formula were frozen. On or before December 31, 2009, an eligible employee's retirement benefit was calculated based upon the employee's years of benefit service (up to a maximum of 30 years), final average compensation and covered compensation amount, and using the plan formula in place, as of December 31, 2009. Final average compensation is eligible salary, commissions, overtime and eligible bonus for the highest 60 consecutive months out of the final 120 months of employment on the earlier of termination of employment or December 31, 2009. Covered compensation is the average of the Social Security Wage Bases during the 35-year period that ends with the year the employee reaches the Social Security Retirement age or December 31, 2009, if earlier. The pension plan formula as of December 31, 2009, which provides a monthly benefit payable in the form of a single life annuity at a normal retirement age of 65, was as follows:

1.25% times final average compensation up to the covered compensation amount times benefit service (up to 30 years)

*plus*

1.75% times final average compensation above the covered compensation amount times benefit service (up to 30 years).

For purposes of this benefit formula, participants in the Pension Plan receive credit for years of service credited under the Former Viacom pension plan, except for Messrs. Redstone, Dauman and Dooley, whose benefits remained at Former Viacom.

***Benefits Accumulated On or After January 1, 2010***

For periods beginning on or after January 1, 2010, pension benefits accumulate under a new benefit formula that provides a single-sum benefit payable at the normal retirement age of 65, equal to 10% of the participant's post-

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2009 accumulated compensation. Accumulated compensation is the total of the participant's eligible salary, eligible bonus, commissions and overtime from January 1, 2010 through all periods of active participation in the plan, adjusted annually during employment by a wage inflation factor. The wage inflation factor is based on the annual increase in the Social Security Wage Base, with an annual cap of 4%.

### ***Viacom Pension Plan Frozen on December 31, 2012***

The Pension Plan was closed to new participants effective December 31, 2012. Then-current participants remain entitled to the benefit already earned and will not earn additional benefits after December 31, 2012.

### **The Viacom Excess Pension Plan**

We established the Viacom Excess Pension Plan to provide benefits to participants in the Pension Plan whose annual base salary exceeds the IRS's annual compensation limit. Effective April 1, 2009, we discontinued further accruals under the Excess Pension Plan.

We have assumed the liability for amounts credited for Mr. Fricklas under the Former Viacom excess pension plan through the date of the separation. The liability for Messrs. Redstone, Dauman and Dooley remains a liability of Former Viacom.

Benefits under the Excess Pension Plan are calculated using the Pension Plan formula and eligible compensation in excess of the annual compensation limit. The overall accrued benefit for each participant was calculated as of March 31, 2009, the date we ceased accruals under the plan. The maximum amount of total compensation earned on or before March 31, 2009 that was taken into account under the Pension Plan and the Excess Pension Plan was generally limited to \$750,000. In the case of Mr. Redstone, the maximum amount was limited to \$375,000. Participants will receive the portion of their pension benefits accrued and vested under the Excess Pension Plan prior to January 1, 2005 coincident with and in the same form as their benefit from the Pension Plan. Payment of the portion of their benefit accrued and vested after December 31, 2004 will begin generally as of the later of the first day of the month coincident with or next following six months after termination of employment or the first day of the month coincident with or next following their attainment of age 55 and will be paid in the form of an annuity.

We generally do not grant employees extra years of benefit service under the Pension Plan or the Excess Pension Plan for purposes of calculating a pension benefit. However, we have on rare occasions in connection with the negotiation of an executive employment agreement agreed to terms that effectively grant credit for additional years of service. See footnotes (3) and (4) to the Fiscal Year 2012 Pension Benefits table for a discussion of the contractual additional benefit we agreed to provide to Messrs. Dauman and Dooley in light of their years of service at Former Viacom.

**Table of Contents****FISCAL YEAR 2012 NONQUALIFIED DEFERRED COMPENSATION**

In addition to our tax-qualified 401(k) Plan, we maintain certain nonqualified deferred compensation plans. The Viacom Excess 401(k) Plans and the Viacom Bonus Deferral Plans are available to certain employees whose income exceeds certain statutory limits for the 401(k) Plan. We also previously had a program for any deferrals of base salary required under employment agreements.

In fiscal year 2012, except for Mr. Fricklas and Mr. Barge's contributions to the Excess 401(k) Plan, none of our NEOs participated in these plans. Messrs. Dauman and Redstone previously contributed to the Excess 401(k) Plan, Messrs. Redstone and Fricklas previously deferred a portion of their base salary under their employment agreements, and Mr. Fricklas previously deferred bonus amounts under the Bonus Deferral Plan. The table below presents, on an aggregate basis, contributions to these plans in fiscal year 2012, earnings in fiscal year 2012, and the balances in the plans as of September 30, 2012.

Name	Plan	Executive Contributions in FY 2012  (\$)(1)	Company Contributions  in FY 2012  (\$)(2)	Aggregate Earnings in FY 2012  (\$)(3)	Aggregate Withdrawals/ Distributions  (\$)	Aggregate Balance at 9/30/12  (\$)
Sumner M. Redstone	Excess 401(k) Salary Deferral			\$ 7,126 12,895,676(4)		\$ 104,604 14,352,961
Philippe P. Dauman	Excess 401(k)			\$ 12,902,802		\$ 14,457,565
Thomas E. Dooley				\$ 114,860		\$ 526,641
Michael D. Fricklas	Excess 401(k) Salary Deferral Bonus Deferral	\$ 61,601	\$ 8,750	\$ 488,430 114,682 159,410		\$ 2,870,372 700,141 973,210
James W. Barge	Excess 401(k)	\$ 61,601	\$ 8,750	\$ 762,522		\$ 4,543,723
		\$ 43,644	\$ 8,750	\$ 32,310		\$ 248,091

(1) Amounts represent contributions under our Excess 401(k) Plan for Designated Senior Executives. These amounts are included in Mr. Fricklas and Mr. Barge's salary in the Fiscal Year 2012 Summary Compensation Table.

(2) Amounts represent Company match under the Excess 401(k) Plan for Designated Senior Executives. These amounts are included in Mr. Fricklas and Mr. Barge's All Other Compensation in the Fiscal Year 2012 Summary Compensation Table.

(3) Except as otherwise noted, amounts deferred under our Deferral Plans are deemed invested in the same investment alternatives that the NEO has elected for his tax-qualified 401(k) plan or, if no election has been made, in the 401(k) plan's default investment option. Amounts are net of deductions for annual fees. Since these amounts are not preferential, they are not included in the Fiscal Year 2012 Summary Compensation Table.

(4) On September 27, 2006, Mr. Redstone converted the \$9,439,918 balance of his deferred salary compensation account to SOEs of equal value that have an exercise price of \$37.55 (which was the closing price of our Class B common stock on that date), an eight-year term, and vest in equal annual installments over four years. In accordance with his employment agreement, Mr. Redstone continued to defer his base salary through December 31, 2006. This amount reflects (i) the net earnings in fiscal year 2012 on amounts previously deferred under this account of \$11,229 and (ii) the increase in fiscal year 2012 in the intrinsic value of the SOEs of \$12,884,447. On September 30, 2011, the SOEs had an intrinsic value of \$1,032,491, and on September 30, 2012, the SOEs had an intrinsic value of \$13,916,938.

**The Viacom Excess 401(k) Plans**

We have established Excess 401(k) Plans to provide benefits to employees who are participants in the tax-qualified 401(k) Plan and whose annual base salary exceeds the annual compensation limit set forth in the Code. For calendar year 2012, the compensation limit for the tax-qualified 401(k) Plan was \$250,000. We maintain an account in the name of each participant and that account is credited with the amount of the participant's deferral. A participant may elect to defer between 1% and 15% of eligible compensation on a before-tax basis. Eligible compensation for Excess 401(k) Plan participants is, in general, a participant's base pay including all pre-tax elective contributions made on behalf of a participant either to a company-qualified cash or deferred arrangement (as defined under Section 401(k) of the Code and applicable regulations), a cafeteria plan (as defined under Section 125 of the Code and applicable regulations), or a qualified transportation





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fringe (as defined under Section 132(f) of the Code and the applicable regulations). Eligible compensation does not include deferred compensation or cash bonuses under our STIP. Deferrals to the Excess 401(k) Plans begin once Code limits have been reached in the tax-qualified 401(k) Plan.

In fiscal year 2012, we matched 100% of the first 1% and 50% of the next 5% of eligible compensation contributed by a participant on a pre-tax basis. Matching contributions credited under the Excess 401(k) Plans in the aggregate for any participant were subject to an eligible compensation limit of \$500,000. Participants become fully vested in the matching contribution after two years of service. Participant accounts under the Excess 401(k) Plans are credited (or charged) with earnings, gains or losses based on the investment performance of the funds selected by the participant for amounts contributed to the qualified 401(k) Plan. For purposes of vesting, participants receive credit for years of service credited under the Former Viacom 401(k) plan. We have assumed the total liability for amounts credited under the Former Viacom excess 401(k) plans through the date of our separation from CBS Corporation for our NEOs who participated in the Former Viacom excess 401(k) plans, except for Mr. Redstone, for whom we assumed 50% of the liability.

### **The Bonus Deferral Plans**

Our Bonus Deferral Plans are voluntary unfunded nonqualified deferred compensation plans for the benefit of senior executives who are designated as eligible to participate in the Excess 401(k) Plans (whose annual base salary exceeds the annual compensation limit applicable to the tax-qualified 401(k) Plan). A participant can elect before the end of each fiscal year to defer a portion (from 1% to 15%) of his or her annual bonus amount earned during the next succeeding fiscal year. We maintain an account in the name of each participant and that account is credited with the amount of the participant's bonus deferral. Participant accounts under the Bonus Deferral Plans are credited (or charged) with earnings, gains or losses based on the investment performance of the funds selected by the participant for amounts contributed to the tax-qualified 401(k) Plan. We do not make matching contributions in the Bonus Deferral Plans. We have assumed the liability for amounts credited under the Former Viacom bonus deferral plans through the date of the separation for our NEOs who participated in the Former Viacom bonus deferral plan.

### **Distributions and Withdrawals under the Excess 401(k) Plans and Bonus Deferral Plans**

The vested portion of each participant's accounts in the Excess 401(k) Plans and the Bonus Deferral Plans is distributed in cash after termination of employment in accordance with the participant's payment election. Participants are required to make a joint payment election for all amounts deferred under the plans.

For amounts earned, deferred and vested prior to January 1, 2005, participants elected to have these amounts paid in a single lump sum in January of the first, second, third, fourth or fifth year following termination of employment, or in up to five annual installments in amounts designated by the participants beginning in the January following the year of termination. If no election is made, a participant is deemed to have elected a lump sum payment in January of the year following termination of employment. If a participant elects to receive annual installment payments over a period of two or more years, the annual payments will be made in substantially equal annual installments, unless the participant designates at the time of making his or her payment option election a specific percentage of his or her account to be distributed in each year. All specified percentages must be a whole multiple of 10%, and the total of all designated percentages must be equal to 100%. For all amounts earned, deferred and vested prior to January 1, 2005, participants can change their payment elections up to three times during their term of employment. Payments of pre-2005 amounts will be made in accordance with the most recent payment election made more than six months before termination of employment.

For amounts earned, deferred or vested after December 31, 2004, the payment options are the same as those set forth above, except that a participant will not be able to receive any payment from post-2004 accounts until the later of the January 31 following his or her termination of employment or six months following termination of employment. No changes can be made to the joint payment election made for post-2004 deferrals.

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A participant who suffers an unforeseeable emergency as defined in Section 409A of the Code may receive a withdrawal of all or part of the vested portion of his or her accounts in the Excess 401(k) Plans and/or the Bonus Deferral Plans to the extent permitted under Section 409A of the Code.

### **The Deferred Compensation Plan**

This plan was established for employees who have a deferred compensation arrangement in their employment contract. The amounts deferred are dictated by the specific employment contract. Participant accounts under the deferred compensation plan are credited (or charged) with earnings, gains or losses based on the investment performance of the funds selected by the participant for amounts contributed to the qualified 401(k) Plan, except that, as discussed in footnote (4) to the Fiscal Year 2012 Nonqualified Deferred Compensation table, Mr. Redstone's account is indexed to stock option equivalents effective September 27, 2006. We do not make matching contributions in the deferred compensation plan. Payment of amounts accrued under the deferred compensation plan are made in accordance with the participant's employment agreement, which generally provides that the amounts be paid after the participant ceases to be an employee in a timeframe designed to comply with the requirements of Section 409A of the Code unless a grandfather provision applies. We have assumed the liability for amounts credited under the Former Viacom deferred compensation plan through the date of the separation for our NEOs who participated in the plan.

**Table of Contents****POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE-IN-CONTROL****Overview**

Our employment agreements and certain of our plans require us to provide compensation and other benefits to our NEOs if their employment terminates under certain circumstances. Specifically:

we generally limit cash severance to 2x or 3x annual base salary and bonus amount;

we do not have any single trigger plans or other arrangements that provide for benefits, payments or accelerated vesting of equity awards solely upon a change-in-control;

our employment agreements specify that we may terminate the executive with or without cause and define certain events that may permit the executive to resign for good reason ; and

certain payments in connection with a change in ownership or effective control of our company may trigger an excise tax under the Code. In the case of Mr. Dauman and Mr. Dooley, if an excise tax is incurred in connection with a change in control occurring on or before December 31, 2013 (or for which a contract was executed on or before December 31, 2013) and there is a termination without cause or resignation for good reason on or before December 31, 2013 in connection with such event, we are obligated under their employment agreements to pay an amount that, after taxes, will reimburse them for the excise tax. Beginning January 1, 2014, their contracts do not provide for an excise tax gross-up.

The following table summarizes our general approach to contractual severance upon the occurrence of various events. Individual NEO employment agreements may contain variations to the general approach. See Specific Employment Agreement Provisions below for additional detail.

	Cash Severance	Unvested Equity Awards	Vested Equity Awards	Other Benefits	Accrued Benefits(1)
<b>Termination for Cause or Resignation without Good Reason</b>	None	Forfeited	Stock options forfeited if termination for cause and generally exercisable for a set time if resignation without good reason	None, except as required by law. Retiree medical if certain conditions met	Payable through date of termination
<b>Termination without Cause or Resignation for Good Reason</b>	Generally capped at 3x or 2x base and bonus. Benefits may be reduced if less than 2 years remain in contract(2)	Generally accelerated vesting of at least a portion of awards	Stock options generally exercisable for a set time	Continuation of health and welfare and life insurance benefits for a set period. Retiree medical possible	Payable through date of termination/resignation
<b>Retirement</b>	None	Stock options forfeited; Retirement date last day of PSU measurement period	Stock options generally exercisable for 3 years	Retiree medical if certain conditions met	Payable through date of retirement

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<b>Death</b>	None	Varies	Stock options generally exercisable for a set time	Life insurance at specified amounts paid by our insurer	Payable through date of death
<b>Long-term Disability</b>	None	Varies	Stock options generally exercisable for a set time	Long-term disability amounts paid(3)	Payable through date of disability

- (1) Reflects salary and accrued bonus amounts payable with respect to days previously worked, accrued vacation time, retirement plan obligations and other accrued amounts that were fully earned and vested as of the executive's termination date. Certain of these accrued obligations are discussed in the Fiscal Year 2012 Pension Benefits and Fiscal Year 2012 Nonqualified Deferred Compensation tables.
- (2) Except for Mr. Redstone, who does not have cash severance benefits.
- (3) See Disability Benefits below for additional detail.

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**Specific Employment Agreement Provisions as of September 30, 2012**

***Termination Without Cause or Resignation for Good Reason***

*Cash Severance*

*Redstone:* No cash severance benefits.

*Dauman and Dooley:* Capped at 3x base salary and bonus amount, unless less than three years remain under the executive's employment agreement, in which case the capped severance amount will be reduced by a maximum of 67% according to a specified formula.

*Fricklas and Barge:* Subject to an overall cap of 2x base salary and bonus amount, salary payable at specified rate for the longer of 1 year or the end of term of employment and annual bonus or pro-rated bonus amount (as applicable) payable at the lesser of target amount or corporate multiplier if under 100% through the end of term of employment.

*Offset:* The company has the right to offset severance payable to Mr. Fricklas and Mr. Barge with respect to periods following 12 months after termination to the extent they are receiving other compensation for their services.

*Unvested Equity Awards*

*Redstone, Dauman and Dooley:* Outstanding PSUs will be paid out and the date of termination will be deemed the last day of the applicable three-year measurement period for purposes of calculating the payout received.

*Redstone:* Unvested stock options and stock option equivalents credited to his deferred compensation account will vest, and stock options will remain exercisable for three years (or until their expiration date, if earlier).

*Dauman and Dooley:* All unvested stock options will vest and remain exercisable for three years (or until their expiration date, if earlier). All unvested target PRSU awards and RSUs will vest.

*Fricklas:* Unvested stock options that would have vested during the contract term will vest and remain exercisable for 12 months (or until their expiration date, if earlier). Unvested RSUs that would have vested during the contract term will vest.

*Barge:* Unvested stock options that would have vested during the contract term will vest and remain exercisable for six months (or until their expiration date, if earlier). Unvested RSUs that would have vested during the contract term will vest.

*Vested Equity Awards*

*Redstone, Dauman and Dooley:* Vested stock options will remain exercisable for three years (or until their expiration date, if earlier).

*Fricklas:* Vested stock options will remain exercisable for 12 months (or until their expiration date, if earlier).

*Barge:* Vested stock options will remain exercisable for 6 months (or until their expiration date, if earlier).

***Termination due to Death or Permanent Disability***

*Unvested Equity Awards*

*Redstone, Dauman and Dooley:* Outstanding PSUs will be paid out and the date of termination for death/long-term incapacity will be deemed the last day of the applicable three-year measurement period for purposes of calculating the payout received.

*Redstone:* Unvested stock options and stock option equivalents credited to his deferred compensation account will vest, and stock options will remain exercisable for three years (or until their expiration date, if earlier).

*Dauman and Dooley:* Unvested stock options will vest and remain exercisable for three years (or until their expiration date, if earlier). All unvested target PRSU awards and RSUs will vest.

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*Fricklas:* If due to disability, unvested stock options that would have vested during the contract term will vest and remain exercisable for 12 months (or until their expiration date, if earlier), and unvested RSUs that would have vested during the contract term will vest. Vesting of stock options and RSUs is not accelerated if his employment terminates due to death.

*Barge:* Unvested stock options and RSUs will be forfeited.

*Vested Equity Awards*

*Redstone, Fricklas and Barge:* Vested stock options will remain exercisable for two years, in the event of death, and three years, in the event of permanent disability (or, in each case, until their expiration date, if earlier).

*Dauman and Dooley:* Vested stock options will remain exercisable for three years (or until their expiration date, if earlier).

**Pension Benefits**

Entitlement to pension benefits is described under the heading Fiscal Year 2012 Pension Benefits.

**Potential Payments Upon Termination Without Cause or Resignation for Good Reason**

The following table sets forth amounts (other than accrued amounts) that an NEO may receive if a termination without cause or resignation for good reason occurred effective September 30, 2012. The table assumes that September 30, 2012 was the last day of the measurement period for all PSUs, and values RSUs as of that date. The closing price of our Class B common stock on September 28, 2012 was \$53.59.

Any actual amounts these executives may receive would vary depending on any actual date of termination or resignation. In addition, the excise tax gross-up component discussed in footnote (6) is triggered only under very specific circumstances related to termination of employment in connection with a change in control.

NEO	Payable by Viacom					Market Value of Accelerated Equity Awards(2)
	Salary (other than accrued amounts)(1)	Bonus (other than accrued amounts)(1)	Benefits(3)	Interest on Payments Delayed under 409A(4)	Total	
Sumner M. Redstone(5)						\$ 28,671,198
Philippe P. Dauman(6)	\$ 10,500,000	\$ 36,000,000	\$ 982,171	\$ 1,850,976	\$ 49,333,147(6)	\$ 138,168,288
Thomas E. Dooley(6)	\$ 7,500,000	\$ 28,500,000	\$ 773,915	\$ 1,428,475	\$ 38,202,390(6)	\$ 111,902,592
Michael D. Fricklas	\$ 2,575,000	\$ 4,950,000	\$ 138,098		\$ 7,863,098	\$ 9,071,631
James W. Barge	\$ 978,500	\$ 978,500	\$ 23,777		\$ 1,980,777	\$ 1,129,195

- (1) Cash severance capped under employment agreement at, in the case of Messrs. Dauman and Dooley, three times, and in the case of Messrs. Fricklas and Barge, two times, base salary and bonus in effect on the date of termination. Amounts are reduced if less than 3 years or 2 years, respectively, remain on the employment agreement.
- (2) Reflects the market value of accelerated outstanding equity awards as described under Specific Employment Agreement Provisions assuming the Class B shares underlying the awards were sold on September 30, 2012.
- (3) Continuation of health and welfare benefits, life insurance premiums and, for Messrs. Dauman and Dooley, office space and secretary, assuming current rates.
- (4) Assumes an interest rate of 6.875%.
- (5) Mr. Redstone's employment agreement does not include a concept of good reason. In his case, the amounts indicated reflect termination of his employment without cause (as defined in the LTMIP).
- (6) Under the terms of the employment agreements for Messrs. Dauman and Dooley, we may potentially pay any excise tax (including a gross-up payment) that they would owe if their termination without cause or resignation for good reason was as a result of a change-in-control that occurs on or before (or for which a contract was executed on or before) December 31, 2013 and that results in payments upon which an excise tax under Section 4999 of the Internal Revenue Code would be imposed. The following table sets forth our estimate of these amounts as of September 30, 2012. See Potential Excise Tax Gross-Up below for more information.

	Estimated Excise Tax	Tax Gross-Up	Total
Dauman	\$20,281,045	\$19,599,879	\$39,880,924

Dooley	\$16,008,678	\$15,471,005	\$31,479,683
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**Table of Contents****Other Important Employment Agreement Provisions*****Definition of Cause***

Mr. Redstone's employment agreement does not contain a definition of *cause*. The standard applicable to him with respect to his outstanding equity grants would be the definition of *cause* contained in the LTMIP. This definition is generally consistent with the definition in the employment agreements for Messrs. Fricklas and Barge, except that the LTMIP definition does not include a notice requirement or a cure period.

Under the terms of the employment agreements for Messrs. Dauman and Dooley, we generally would have *cause* to terminate employment in any of the following circumstances: (i) engaging in intentional acts of material fraud against Viacom; (ii) engaging in willful malfeasance that has a material adverse effect on Viacom; (iii) substantial and continual refusal to perform his duties, responsibilities or obligations as our President and CEO or Senior Executive Vice President and Chief Operating Officer, respectively; (iv) conviction of a felony or entering a plea of *nolo contendere* to a felony charge; (v) willful violation of any Viacom policy generally applicable to employees or officers, including policies concerning insider trading or sexual harassment, or our code of conduct, where he knew or should have known that the violation could reasonably be expected to result in a material adverse effect on Viacom; (vi) making of certain unauthorized disclosures of trade secrets or other confidential information; (vii) willful failure to cooperate with an internal investigation or with a regulatory or law enforcement investigation of Viacom after being instructed by the Board to cooperate; (viii) willful destruction or intentional failure to preserve documents or other material known by him to be relevant to an investigation; or (ix) willful inducement of others to fail to cooperate in any investigation. We are required to notify Messrs. Dauman and Dooley within 30 days after any event that constitutes *cause* comes to the attention of one of our executive officers, and in general, they have 30 days after receiving notice to cure the event.

Under the employment agreements of each of Mr. Fricklas and Mr. Barge, we generally would have *cause* to terminate employment in any of the following circumstances: (i) engaging in embezzlement, fraud or other conduct that would constitute a felony; (ii) engaging in conduct that would constitute a financial crime, material act of dishonesty or material unethical business conduct, involving Viacom, (iii) engaging in the willful unauthorized disclosure of confidential information; (iv) failure to obey a material lawful directive that was appropriate to his position from an executive or executives in his reporting line; (v) committing a material breach of his employment agreement; (vi) failure (except in the event of disability) or refusal to substantially perform material obligations under his employment agreement; (vii) willful failure to cooperate with a bona fide internal investigation or investigation by regulatory or law enforcement authorities, after being instructed by Viacom to cooperate; (viii) willful destruction or failure to preserve documents or other material known to be relevant to such an investigation; or (ix) willful inducement of others to engage in the conduct described in subparagraphs (i) through (viii) above or to otherwise breach their obligations to Viacom. We are required to notify the executive after any event that constitutes *cause* before terminating his employment, and in general he has 10 business days after receiving notice to cure the event.

***Resignation for Good Reason***

Mr. Redstone's employment agreement does not include a provision on resignation for *good reason*.

Our employment agreements for Messrs. Dauman and Dooley provide that the executive would have *good reason* to terminate employment in any of the following circumstances: (i) if we assign duties inconsistent with his current positions, duties or responsibilities or if we change the parties to whom he reports; (ii) if we remove him from, or fail to re-elect him to, his position; (iii) if he is removed from, or not re-elected to, the Board of Directors; (iv) if we reduce his salary, target bonus or other compensation levels; (v) if we require him to be based anywhere other than the New York metropolitan area; or (vi) if we breach any of our obligations under the employment agreement. Messrs. Dauman and Dooley generally are required to notify us within 30 days after becoming aware of the occurrence of any event that constitutes *good reason*, and in general we have 30 days to cure the event.

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Each of Messrs. Fricklas and Barge generally would have good reason to terminate his employment in any of the following circumstances: (i) if we assign him duties inconsistent with his current position or duties; (ii) if we withdraw material portions of his duties; (iii) if we materially breach our material obligations under his employment agreement; or (iv) if his position is relocated outside the New York City metropolitan area. The executives generally are required to notify us within 30 days after the occurrence of any event that constitutes good reason, and in general we have 30 business days to cure the event.

### ***Restrictive Covenants***

Our executive employment agreements contain several important restrictive covenants with which an executive must comply following termination of employment. For example, the entitlement of our NEOs to payment of any unpaid portion of the severance amount indicated in the table as owing following a termination without cause or resignation for good reason is conditioned on the executive's compliance with covenants not to engage in any business that competes with Viacom and not to solicit certain of our employees. In some cases, Viacom may offset continuing compensation.

The employment agreements for each of the NEOs other than Mr. Redstone also contain covenants regarding cooperation in litigation proceedings and non-disparagement, covenants regarding non-disclosure of confidential information and recognition of Viacom's ownership of works of authorship resulting from their services (both of unlimited duration) and covenants concerning the executive's ability to prepare or assist in the preparation of certain creative works.

### ***Disability Benefits***

In the event an NEO becomes disabled during the term of employment, the NEO may participate in our short-term disability program for up to 26 weeks, and may then participate in our long-term disability program. In addition to any accrued benefits and target bonus payable, Messrs. Dauman and Dooley would receive their full salary while participating in our short-term disability program (which we self-insure and would therefore pay), and then payments would be made by our long-term disability insurer up to a maximum amount per month until age 65. In addition to any accrued benefits and target bonus payable, Messrs. Redstone, Fricklas and Barge would participate in our short-term disability program on the same basis as any other employee, earning 100% of salary for the first 13 weeks of participation in the short-term disability program and 80% of salary for the second 13 weeks. Messrs. Fricklas and Barge would receive payments from our long-term disability insurer up to a maximum amount per month, until age 65.

### ***Compliance with Section 409A***

Our NEOs are specified employees for purposes of Section 409A of the Code. As a result, without triggering adverse consequences, we cannot make payments of deferred compensation within the meaning of Section 409A to them within six months of termination of employment, subject to certain exceptions. We have agreed to delay the payment of any amounts required to be delayed for six months until we are permitted to make payment without triggering adverse consequences under Section 409A, and, in the case of Messrs. Dauman and Dooley, to pay interest on the amounts as to which payment was delayed at our highest borrowing rate in effect on the termination date.

### ***Potential Excise Tax Gross-Up***

If Viacom were to experience a change-in-control contemplated by Section 280G of the Code on or before December 31, 2013 (or for which a contract was executed on or before December 31, 2013), and the employment of Messrs. Dauman or Dooley terminated, or they resigned for good reason, on or before December 31, 2013 in connection with the change-in-control, certain of the payments or benefits we owe Messrs. Dauman and Dooley may be subject to an excise tax under Section 4999 of the Code. Under their employment agreements, we are

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obligated to pay directly or reimburse them for any such excise tax (including interest and penalties) that is imposed and to make an additional cash payment (a gross-up payment) that will place them in the same after-tax economic position that they would have been in if the payment or benefit had not been subject to the excise tax.

The amounts we estimate for the excise tax and gross-up payment are set forth in footnote (6) to the Potential Payments Upon Termination Without Cause or Resignation for Good Reason table above, based on the assumption that Viacom had experienced a change-in-control within the meaning of Section 280G on September 30, 2012, and that Mr. Dauman's and Mr. Dooley's employment terminated in connection with that change-in-control. These amounts are calculated based on an excise tax rate of 20%, a 35% federal income tax rate, a 1.45% Medicare tax rate, an 8.82% state income tax rate and a 3.876% New York City tax rate. We also assumed that no amounts owed would be discounted as attributable to reasonable compensation and did not attribute any value to their agreement to a non-competition or any other restrictive covenants.

**Table of Contents****EQUITY COMPENSATION PLAN INFORMATION**

As of September 30, 2012, we granted equity awards to employees under the Viacom Inc. 2006 Long-Term Management Incentive Plan, as amended and restated effective January 1, 2011, and to Outside Directors under the Viacom Inc. 2011 Stock Option Plan for Outside Directors and the Viacom Inc. 2011 RSU Plan for Outside Directors, each of which was approved by our stockholders at our 2010 Annual Meeting. The director plans continue to use a single share reserve.

The following table sets forth certain information as of September 30, 2012 concerning the shares of Class B common stock authorized for issuance under these equity compensation plans. No shares of Class A common stock are authorized for issuance under these plans, and we have no equity compensation plans under which shares may be issued that have not been approved by our stockholders.

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)</b>
Equity compensation plans approved by security holders:			
LTMIP	34,793,858(1)	\$40.21	27,190,408(2)
Director Plans	324,980(3)	\$40.66	390,024(4)
<b>Total</b>	<b>35,118,838</b>	<b>\$40.22</b>	<b>27,580,432</b>

(1) Includes, as of September 30, 2012, 5,791,980 shares reserved for issuance upon settlement of outstanding RSUs, PSUs and PRSUs. Assumes PSU and PRSU awards are paid at target, except for awards for which the measurement period has been completed.

(2) Reflects, as of September 30, 2012, shares reserved for future grants of stock options, RSUs, PSUs, PRSUs and/or other equity awards.

(3) Includes, as of September 30, 2012, 57,350 shares reserved for issuance upon settlement of outstanding RSUs.

(4) Reflects, as of September 30, 2012, shares reserved for future grants of stock options and RSUs.

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**REPORT OF THE AUDIT COMMITTEE**

*The following Report of the Audit Committee does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent Viacom specifically incorporates such information by reference.*

The Audit Committee Charter states that the purpose of the Audit Committee is to oversee the accounting and financial reporting processes of Viacom and the audit of Viacom's consolidated financial statements. The Audit Committee also assists the Board's oversight of:

the accounting and financial reporting process of Viacom, and the audits of Viacom's financial statements, including the quality and integrity of Viacom's financial statements and related disclosures;

Viacom's compliance with legal and regulatory requirements;

the independent auditor's qualifications and independence; and

the performance of Viacom's internal audit function and independent auditor.

Under the Charter, the Audit Committee's authorities and duties include, among other things:

direct responsibility for the appointment, retention, termination, compensation and oversight of the work of the 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 pre-approve all services provided by the independent auditor;

reviewing and discussing Viacom's annual audited financial statements, quarterly financial statements and earnings releases with management and its independent auditor;

reviewing our risk assessment and risk management processes;

reviewing the internal audit function's organization, responsibilities, audit plan, results, budget and staffing;

reviewing with management, the internal auditor and the independent auditor the effectiveness of Viacom's internal control over financial reporting and disclosure controls and procedures; and

reviewing with management material legal matters and the effectiveness of Viacom's procedures to ensure compliance with legal and regulatory requirements.

The Audit Committee also discusses certain matters with the independent auditor on a regular basis, including Viacom's critical accounting policies, certain communications between the independent auditor and management, and the independence and qualifications of the independent auditor.

Viacom's management is responsible for the preparation of its consolidated financial statements, the financial reporting processes and maintaining effective internal control over financial reporting. The independent auditor is responsible for performing an integrated audit of the consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (PCAOB) and

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expressing an opinion on the conformity of the audited consolidated financial statements to U.S. GAAP. The Audit Committee monitors and oversees these processes.

As part of its oversight role, the Audit Committee has reviewed and discussed with management and Viacom's independent auditor, PricewaterhouseCoopers LLP ( PwC ), Viacom's audited consolidated financial statements

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for the fiscal year ended September 30, 2012 and disclosures under Management's Discussion and Analysis of Results of Operations and Financial Condition in Viacom's Annual Report on Form 10-K for the fiscal year ended September 30, 2012. The Audit Committee has also discussed with PwC all required communications, including the matters required to be discussed by the statement on Auditing Standards No. 61, as amended, as adopted by the PCAOB in Rule 3200T. In addition, the Audit Committee has received the written disclosures and the letter from PwC required by PCAOB Rule 3526 (Communications with Audit Committees Concerning Independence) and has discussed with PwC the firm's independence from Viacom.

Based on the Audit Committee's review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in Viacom's Annual Report on Form 10-K for the fiscal year ended September 30, 2012.

***Members of the Audit Committee***

Blythe J. McGarvie, Chair

Charles E. Phillips, Jr.

Frederic V. Salerno

**Table of Contents****SERVICES PROVIDED BY THE INDEPENDENT AUDITOR AND FEES PAID****Audit Committee Pre-Approval of Services Provided by PwC**

All audit and non-audit services provided to us by PwC in fiscal year 2012 were pre-approved by either our full Audit Committee or the Chair of the Audit Committee. Under our pre-approval policies and procedures in effect during fiscal year 2012, the Audit Committee Chair was authorized to pre-approve the engagement of PwC to provide certain specified audit and non-audit services, and the engagement of any accounting firm to provide certain specified audit services, up to a maximum amount of \$200,000 per engagement, with the total amount of such authorizations outstanding that have not been reported to the Audit Committee not to exceed an aggregate of \$750,000. The Audit Committee receives reports on the engagements approved by the Chair pursuant to this delegation.

**PwC Fees**

The following table presents the fees paid by Viacom and its subsidiaries for services rendered by PwC for the fiscal years ended September 30, 2012 and September 30, 2011.

	<b>FY 2012</b>	<b>FY 2011</b>
Audit Fees(1)	\$ 12,004,225	\$ 11,787,000
Audit-Related Fees(2)	1,020,014	1,019,500
Tax Fees(3)	278,997	360,000
All Other Fees(4)	7,200	46,000
<b>Total</b>	<b>\$ 13,338,436</b>	<b>\$ 13,212,500</b>

- (1) Represents audit fees billed for each of fiscal years 2012 and 2011. Audit fees in fiscal years 2012 and 2011 reflect the audit of our financial statements, statutory audits and services provided in connection with our debt offerings, comfort letters and SEC filings.
- (2) Represents audit-related fees billed in each of fiscal years 2012 and 2011. Audit-related fees in fiscal years 2012 and 2011 principally related to services in connection with financial due diligence, International Financial Reporting Standards, compliance services, agreed upon procedures, financial statement audits of employee benefit plans and reviews of controls surrounding accounting information systems.
- (3) Represents tax fees billed in each of fiscal years 2012 and 2011. Tax fees in fiscal years 2012 and 2011 principally related to domestic and international tax compliance and other consulting services.
- (4) Represents all other fees billed in each of fiscal years 2012 and 2011. All other fees in fiscal years 2012 and 2011 principally related to PwC reference materials, seminars and publications purchased by us.



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**ITEM 2 RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT AUDITOR**

The Audit Committee has appointed PricewaterhouseCoopers LLP ( PwC ) as the independent auditor of our consolidated financial statements for our fiscal year ending September 30, 2013, subject to stockholder ratification. The Audit Committee has reviewed PwC 's independence from us as described in the Report of the Audit Committee. In appointing PwC as our independent auditor for our fiscal year ending September 30, 2013, and in recommending that our stockholders ratify the appointment, the Audit Committee has considered whether the non-audit services provided by PwC were compatible with maintaining PwC 's independence from us and has determined that such services do not impair PwC 's independence.

Representatives of PwC are expected to be present at the Annual Meeting and will be given an opportunity to make a statement if they desire to do so. They will also be available to respond to questions at the Annual Meeting.

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 ratification of the appointment of PricewaterhouseCoopers LLP to serve as our independent auditor for our fiscal year 2013, unless the stockholder gives instructions to the contrary.

**RECOMMENDATION OF THE BOARD OF DIRECTORS**

The Board of Directors recommends a vote FOR the ratification of the appointment of PricewaterhouseCoopers LLP to serve as our independent auditor for our fiscal year 2013.

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**OTHER MATTERS**

As of the date of this proxy statement, management does not intend to present and has not been informed that any other person intends to present any matter for action not specified in this proxy statement. If any other matters properly come before the Annual Meeting, it is intended that the proxy holders will act on those matters in accordance with their best judgment.

In order for proposals by stockholders to be considered for inclusion in the proxy card and proxy statement relating to the 2014 Annual Meeting of Stockholders, such proposals must be received on or before September 27, 2013 at our principal executive offices at 1515 Broadway, New York, NY 10036-5794, attention: Michael D. Fricklas, Secretary.

By Order of the Board of Directors,  
MICHAEL D. FRICKLAS  
*Secretary*

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting**

We have sent or are sending the Notice of Internet Availability of Proxy Materials, which indicates that this Notice of 2013 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, 2012, with financial statements and schedules thereto, will be made available at <http://proxymaterials.viacom.com>. If you wish to receive paper or e-mail copies of any of these materials, please follow the instructions on your Notice of Internet Availability of Proxy Materials. These materials are also available on our website at [www.viacom.com](http://www.viacom.com).

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**VOTE BY MAIL**

Mark, sign and date this proxy card and return it in the enclosed postage prepaid envelope so that it is received prior to the Annual Meeting on March 21, 2013.

*VIACOM INC.*

*1515 BROADWAY*

*NEW YORK, NY 10036*

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions up until 11:59 p.m., Eastern Daylight Time, on March 20, 2013 (March 19, 2013 for 401(k) plan participants). Have this proxy card in hand when you access the website and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

If you live in the United States or Canada, use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m., Eastern Daylight Time, on March 20, 2013 (March 19, 2013 for 401(k) plan participants). Have this proxy card in hand when you call and then follow the recorded instructions.

Your telephone or Internet vote authorizes the proxy holders to vote the shares represented by this proxy in the same manner as if you returned the proxy card. If you have submitted your proxy by telephone or the Internet, there is no need for you to return this proxy card.

**ELECTRONIC DELIVERY OF FUTURE STOCKHOLDER COMMUNICATIONS**

If you would like to help reduce our use of paper and other resources, you can consent to receive all future Viacom stockholder communications electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access stockholder communications electronically in future years.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M51674-P32406

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**VIACOM INC.**

**For All**   **Withhold All**   **For All Except**

To withhold authority to vote for any individual nominee(s), mark **For All Except** and write the number(s) of the nominee(s) on the line below.

**The Board recommends a vote FOR items 1 and 2.**

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- |   |                              |            |                |
|---|------------------------------|------------|----------------|
| 1. The election of 11 directors:  | ..                           | ..         | ..             |
| Nominees:   |                              |            |                |
| 01) George S. Abrams  | 07) Charles E. Phillips, Jr. |            |                |
| 02) Philippe P. Dauman  | 08) Shari Redstone           |            |                |
| 03) Thomas E. Dooley  | 09) Sumner M. Redstone       |            |                |
| 04) Alan C. Greenberg   | 10) Frederic V. Salerno      |            |                |
| 05) Robert K. Kraft   | 11) William Schwartz         |            |                |
| 06) Blythe J. McGarvie  |                              |            |                |
|   |                              | <b>For</b> | <b>Against</b> |
|   |                              |            | <b>Abstain</b> |
| 2. The ratification of the appointment of PricewaterhouseCoopers LLP to serve as independent auditor of Viacom Inc. for fiscal year 2013. | ..                           | ..         | ..             |

**Please sign exactly as your name(s) appear(s) on this proxy card. When shares are held jointly, both holders should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.**

For address changes and/or comments, please check this box and write them on the back where indicated. ..

**Yes**    **No**

**MATERIALS ELECTION**

SEC rules permit companies to send you a notice that proxy information is available on the Internet, instead of mailing you a complete set of materials. Check the box to the right if you want to receive future proxy materials by mail, at no cost to you. ..

Please indicate if you plan to attend this meeting. If you check  yes, an admission ticket will be sent to you.    ..    ..

**Please sign, date and return this proxy card in the enclosed postage prepaid envelope.**

Signature [PLEASE SIGN WITHIN BOX]    Date

Signature (Joint Owners)

Date

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**Important Notice Regarding Internet Availability of Proxy Materials for the Annual Meeting:**

The Notice of 2013 Annual Meeting of Stockholders and Proxy Statement, Fiscal Year 2012 Annual Report on Form 10-K and Stockholder Letter are available at <http://proxymaterials.viacom.com>.

M51675-P32406

**VIACOM INC.**

**1515 Broadway**

**New York, New York 10036**

**2013 Annual Meeting Proxy Card**

**P** The undersigned hereby appoints PHILIPPE P. DAUMAN and MICHAEL D. FRICKLAS, and each of them, as proxy holders with full power of substitution, to represent and to vote on behalf of the undersigned all of the shares of Class A Common Stock of Viacom Inc. represented by this proxy at the 2013 Annual Meeting of Stockholders to be held on Thursday, March 21, 2013 at Paramount Pictures located at 5555 Melrose Avenue, Hollywood, California, beginning at 11:00 a.m., Pacific Daylight Time, and at any adjournments or postponements thereof, on the items of business set forth on the reverse side as more fully described in the Notice of 2013 Annual Meeting of Stockholders and Proxy Statement.

**R**

**O** **THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF VIACOM INC. THIS PROXY, WHEN PROPERLY EXECUTED AND TIMELY RECEIVED PRIOR TO THE MEETING, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER.**

**X**

**Y** You are encouraged to specify your choices by marking the appropriate boxes, but you need not mark any boxes if you wish to vote in accordance with the Board of Directors' recommendations. The Board of Directors recommends a vote FOR each of items 1 and 2. Therefore, unless otherwise specified, the vote represented by this proxy will be cast FOR items 1 and 2. The proxy holders are directed to vote as specified on the reverse side hereof and in their discretion on all matters.

**Attention 401(k) plan participants:** If you hold shares of Viacom Inc. Class A Common Stock through the Viacom 401(k) plan, you should complete, sign and return this proxy card to instruct the trustee of the plan how to vote these shares. Your proxy must be received no later than 11:59 p.m., Eastern Daylight Time, on March 19, 2013 so that the trustee of the plan (who votes the shares on behalf of plan participants) has adequate time to tabulate the voting instructions. Your voting instructions will be kept confidential.

**Address Changes/Comments:**

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

Viacom Inc.

c/o Broadridge

51 Mercedes Way

Edgewood, NY 11717