

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>REDSTONE SUMNER M</u>  (Last) (First) (Middle) <u>1515 BROADWAY</u>  (Street) <u>NEW YORK NY 10036</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ViacomCBS Inc. [ VIACA,VIAC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Chairman Emeritus</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/04/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock	12/04/2019		A		23	A	\$0.0000 <sup>(1)</sup>	63	D	
Class A common stock	12/04/2019		A		23,517,489	A	\$0.0000 <sup>(1)</sup>	41,500,088	I	By NAI and NAI EH <sup>(2)</sup>
Class B common stock	12/04/2019		A		221,626	A	\$0.0000 <sup>(1)</sup>	21,365,426	I	By NAI and NAI EH <sup>(3)</sup>
Class B common stock								202,493	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
REDSTONE SUMNER M  
 (Last) (First) (Middle)  
1515 BROADWAY  
 (Street)  
NEW YORK NY 10036  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
NATIONAL AMUSEMENTS INC /MD/  
 (Last) (First) (Middle)  
846 UNIVERS  
 (Street)  
NORWOOD MA 02062  
 (City) (State) (Zip)

## 1. Name and Address of Reporting Person\*

Sumner M. Redstone National Amusements Trust

(Last) (First) (Middle)

846 UNIVERS

(Street)

NORWOOD MA 02062

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Pursuant to the terms of the Agreement and Plan of Merger, dated as of August 13, 2019, as amended by Amendment No. 1 to the Agreement and Plan of Merger, dated as of October 16, 2019, by and between CBS Corporation ("CBS") and Viacom Inc. ("Viacom") (the "Merger Agreement"), on December 4, 2019 (the "Closing Date"), Viacom merged with and into CBS with CBS continuing as the surviving corporation. Pursuant to the Merger Agreement, on the Closing Date, each share of Viacom Class A Common Stock held by the reporting person was converted automatically into 0.59625 shares of CBS Class A Common Stock and each share of Viacom Class B Common Stock held by the reporting person was converted automatically into 0.59625 shares of CBS Class B Common Stock. The closing price of CBS's Class A Common Stock on December 4, 2019 was \$43.12 per share. The closing price of CBS's Class B Common Stock on December 4, 2019 was \$40.77 per share.

2. Of these securities, (i) 31,845,301 shares are owned directly by National Amusements Inc. (NAI) and (ii) 9,654,787 shares are owned directly by NAI Entertainment Holdings LLC (NAI EH). The shares owned directly by NAI EH may also be deemed to be beneficially owned by NAI, and such shares, as well as the shares owned directly by NAI, may also be deemed to be beneficially owned by (1) Sumner M. Redstone, who is the controlling stockholder of NAI, and (2) the Sumner M. Redstone National Amusements Trust (the "SMR Trust"). NAI is controlled by Mr. Redstone through the SMR Trust, which owns 80% of the voting interest of NAI.

3. Of these securities, (i) 8,425,149 shares are owned directly by National Amusements Inc. (NAI) and (ii) 12,940,277 shares are owned directly by NAI Entertainment Holdings LLC (NAI EH). The shares owned directly by NAI EH may also be deemed to be beneficially owned by NAI, and such shares, as well as the shares owned directly by NAI, may also be deemed to be beneficially owned by (1) Sumner M. Redstone, who is the controlling stockholder of NAI, and (2) the Sumner M. Redstone National Amusements Trust (the "SMR Trust"). NAI is controlled by Mr. Redstone through the SMR Trust, which owns 80% of the voting interest of NAI.

/s/ Kimberly D. Pittman,  
Attorney-in-fact 12/06/2019

By: Tad Jankowski, Vice  
President 12/06/2019

/s/ Sumner M. Redstone,  
Trustee 12/06/2019

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**