SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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

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1. Name and Address of Reporting Person [*] MCHALE JUDITH				2. Issuer Name and Ticker or Trading Symbol ViacomCBS Inc. [VIACA, VIAC]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			
(Last) 1515 BROADV	(First) NAY	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 04/01/2020						Officer (give title below)		(specify	
(Street)			4. If An	nendment, Date of	Original	Filed	(Month/Day/Ye	ear)	6. Indi Line)	vidual or Joint/Grou	p Filing (Check A	Applicable	
NEW YORK	NY	10036							X	Form filed by On Form filed by Mo Person			
(City)	(State)	(Zip)								Person			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
Dat		Transaction ate lonth/Day/Year)	h/Day/Year) Execution Date,		3. Transaction Code (Instr. 8)4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4) 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
					Code	v	Amount	(A) or	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	

(D) (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 11. Nature 10. Transaction Code (Instr. Expiration Date (Month/Day/Year) Derivative Conversion Date Execution Date of Amount of Derivative derivative Ownership of Indirect if any Security or Exercise Price of (Month/Day/Year) Derivative Securities Security Securities Form: Beneficial (Month/Day/Year) Direct (D) (Instr. 3) 8) (Instr. 5) Beneficially Ownership Securities Underlving Owned Following Acquired (A) or Disposed Derivative Security Derivative or Indirect (I) (Instr. 4) (Instr. 4) Security (Instr. 3 and 4) Reported of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount or Number Date Expiration (D) Title Shares ν (A) Exercisable Code Date Phantom Class A Class A (1) 04/01/2020 (1) (1) 1,086 Common A 1,086 common \$16.24 1,409 D Stock stock Units Phantom Class B Common Class B (1) 04/01/2020 (1) 1,380 1,380 (1) \$12.78 1,725 D A commoi Stock stock Units

Explanation of Responses:

1. Reporting Person has elected to defer payment of Board/Committee fees, as applicable, pursuant to the Issuer's deferred compensation arrangement for directors. Deferred amounts (including any cash dividends credited during the previous quarter) are deemed invested quarterly in the number of Phantom Common Stock Units equal to the number of shares of Class A and Class B Common Stock that such amounts would have purchased when converted. Phantom Common Stock Units are paid out after the Director's retirement from the Board and are settled in cash.

<u>/s/ Christa A. D'Alimonte,</u> <u>Attorney-in-Fact for Judith</u> 04/03/2020 <u>MCHale</u>

** 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.