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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Instruction 1(b).

FORM 4

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Phillips Nancy R</u>				ier Name <b>and</b> Tick comCBS Inc.			(Check	tionship of Reportin all applicable) Director Officer (give title	ssuer Dwner (specify	
(Last) 1515 BROADV	(First) VAY	(Middle)		e of Earliest Transa 5/2021	action (Month/	Day/Year)	X	EVP, Chief	)	
(Street) NEW YORK	NY	10036	4. If A	mendment, Date of	f Original Filec	(Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Form filed by One Form filed by Mo	e Reporting Pers	ion
(City)	(State)	(Zip)						Person	e than one rep	orung
		Table I - No	n-Derivative S	Securities Acc	quired, Dis	posed of, or Benefi	cially (	Owned		
1. Title of Security	/ (Instr. 3)		2. Transaction Date	2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect

	(Month/Day/Year)	Code (Instr. 8)					Beneficially Owned Following Reported	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
		Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)	
Class B common stock	12/16/2021	М		18,868(1)	Α	<b>\$0</b> <sup>(1)</sup>	31,783	D		
Class B common stock	12/16/2021	F		7 <b>,</b> 858 <sup>(2)</sup>	D	\$29.74	23,925	D		

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

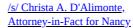
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities 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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Share Units <sup>(3)</sup>	(1)	12/16/2021		М			18,868	12/16/2020 <sup>(1)</sup>	(1)	Class B common stock	18,868	\$0.0000 <sup>(3)</sup>	37,735	D	

Explanation of Responses:

1. The shares identified in Table I were issued on December 16, 2021 upon vesting of the second of four equal annual installments of the Restricted Share Units ("RSUs") identified in Table II, which were initially granted on December 16, 2019, pursuant to the terms of Ms. Phillips's employment agreement and letter agreement, each dated as of December 2, 2019. On December 16, 2021, the closing price of the Class B common stock on The NASDAQ Global Select Market was \$29.74 per share.

2. These shares were withheld by ViacomCBS to satisfy tax liability incident to the vesting of, and delivery of shares underlying, the RSUs, and were not actually sold or otherwise disposed of in an open-market transaction.

3. Granted under ViacomCBS's long-term incentive plan for no consideration.



**Phillips** 

12/20/2021

\*\* Signature of Reporting Person Date

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

 $\ast$  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.

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