

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person <u>Byrne Barbara 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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 B common stock	02/15/2021		M		5,718 <sup>(1)</sup>	A	\$0 <sup>(1)</sup>	19,424 <sup>(2)</sup>	D	
Class B common stock	02/15/2021		A		95 <sup>(3)</sup>	A	\$0.0000 <sup>(3)</sup>	19,519	D	
Class B common stock								1,384	I	By children of the Reporting Person.

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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
Restricted Share Units <sup>(4)</sup>	(1)	02/15/2021		M			5,718	02/15/2021 <sup>(1)</sup>	(1)	Class B common stock	5,718	\$0.0000 <sup>(4)</sup>	0.0000	D	
Restricted Share Units <sup>(4)</sup>	(5)	02/15/2021		A		3,430		02/15/2022 <sup>(5)</sup>	(5)	Class B common stock	3,430	\$0.0000 <sup>(4)</sup>	3,430	D	

**Explanation of Responses:**

- The shares identified in Table I were issued on February 15, 2021, upon vesting of the Restricted Share Units ("RSUs") identified in Table II, which were granted on February 15, 2020. On February 12, 2021, the last business day preceding the date of vesting, the closing price of the Class B common stock on The NASDAQ Global Select Market was \$58.31 per share.
- Includes shares acquired periodically pursuant to a dividend reinvestment program meeting the requirements of Rule 16a-11.
- These shares were issued in respect of dividend equivalents that accrued on the RSUs prior to vesting and that were reinvested in Class B common stock upon vesting. On February 12, 2021, the last business day preceding the date of vesting, the closing price of the Class B common stock on The NASDAQ Global Select Market was \$58.31 per share.
- Granted under the Issuer's equity plan for outside directors for no consideration.
- These RSUs will vest on February 15, 2022 and a corresponding number of Class B shares will be delivered on that date, unless the director has elected to defer receipt.

/s/ Christa A. D'Alimonte,  
Attorney-in-Fact for Barbara M. Byrne      02/17/2021

\*\* 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.