

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2021-03-24** | Period of Report: **2021-03-24**
SEC Accession No. [0001387131-21-003846](#)

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REPORTING OWNER

NATIONAL AMUSEMENTS INC /MD/

CIK:[913264](#) | State of Incorporation: **MD** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: [001-09553](#) | Film No.: **21768595**
SIC: **4833** Television broadcasting stations

Mailing Address
*846 UNIVERSITY AVENUE
NORWOOD MA 02062*

Business Address
*846 UNIVERSITY AVENUE
NORWOOD MA 02062
6174611600*

ISSUER

ViacomCBS Inc.

CIK:[813828](#) | IRS No.: **042949533** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **4833** Television broadcasting stations

Mailing Address
*1515 BROADWAY
NEW YORK NY 10036*

Business Address
*1515 BROADWAY
NEW YORK NY 10036
2122586000*

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person NATIONAL AMUSEMENTS INC /MD/			2. Issuer Name and Ticker or Trading Symbol ViacomCBS Inc. [VIACA, VIAC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/24/2021					
846 UNIVERSITY AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(Street)								
NORWOOD, MA 02062								
(City)	(State)	(Zip)						

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			
ViacomCBS Class A common stock	03/24/2021		C	(1)	5,500,000	D	\$ 0 (1)	36,000,088	I	By NAI and NAI EH. (2)
ViacomCBS Class B common stock	03/24/2021		C	(1)	5,500,000	A	\$ 0 (1)	26,865,426	I	By NAI and NAI EH. (3)

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Explanation of Responses:

1. Shares of Class A Common Stock were converted to shares of Class B Common Stock on a one-to-one basis for no consideration pursuant to the terms of the Class A Common Stock under ViacomCBS Inc.'s (the "Issuer") Amended and Restated Certificate of Incorporation.
2. Of these securities, (i) 26,345,301 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"). NAI EH is a wholly-owned direct subsidiary of NAI. The shares owned directly by NAI EH may also be deemed to be beneficially owned by NAI. Each of the Sumner M. Redstone National Amusements Part B General Trust and the Sumner M. Redstone National Amusements Life Income Trust (the "Continuing Trusts") owns 40% of the voting stock of NAI. Under the terms of the trust agreement governing the Continuing Trusts, the Continuing Trusts are required to have the same seven voting trustees and each such trustee is required to cause each Continuing Trust to vote the NAI voting shares held by that Continuing Trust in the same manner as the NAI voting shares held by the other Continuing Trust. Subject to certain exceptions, actions by the Continuing Trusts are authorized by a vote of a majority of the trustees. The shares owned directly and indirectly by NAI may also be deemed to be beneficially owned by the Continuing Trusts.
3. Of these securities, (i) 13,925,149 shares are owned directly by NAI and (ii) 12,940,277 shares are owned directly by NAI EH. NAI EH is a wholly-owned direct subsidiary of NAI. The shares owned directly by NAI EH may also be deemed to be beneficially owned by NAI. Each of the Continuing Trusts owns 40% of the voting stock of NAI. Under the terms of the trust agreement governing the Continuing Trusts, the Continuing Trusts are required to have the same seven voting trustees and each such trustee is required to cause each Continuing Trust to vote the NAI voting shares held by that Continuing Trust in the same manner as the NAI voting shares held by the other Continuing Trust. Subject to certain exceptions, actions by the Continuing Trusts are authorized by a vote of a majority of the trustees. The shares owned directly and indirectly by NAI may also be deemed to be beneficially owned by the Continuing Trusts.

Signatures

/s/ Tad Jankowski, Vice President

** Signature of Reporting Person

03/24/2021

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.