

CNET NETWORKS INC  
Form SC 14D9/A  
June 03, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14D-9**

**SOLICITATION/RECOMMENDATION STATEMENT UNDER**  
**SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. 1)**

**CNET Networks, Inc.**

(Name of Subject Company)

**CNET Networks, Inc.**

(Name of Persons Filing Statement)

**Common Stock, Par Value \$0.0001 per share**

(Title of Class of Securities)

**12613R104**

(CUSIP Number of Class of Securities)

**Andy Sherman**

**Senior Vice President,**

**General Counsel and Corporate Secretary**

**235 Second Street**

**San Francisco, California 94105**

**(415) 344-2000**

(Name, address and telephone numbers of person authorized to receive notice and  
communications on behalf of the persons filing statement)

**Copies to:**

**Morton A. Pierce**

**Chang-Do Gong**

**Dewey & LeBoeuf LLP**

**1301 Avenue of the Americas**

**New York, New York 10019**

**(212) 259-8000**

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 1 (this Amendment) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (the Schedule 14D-9), initially filed with the U.S. Securities and Exchange Commission (the SEC) on May 23, 2008, by CNET Networks, Inc., a Delaware corporation (the Company). The Schedule 14D-9 relates to the cash tender offer by Ten Acquisition Corp., a Delaware corporation (the Purchaser) and a wholly owned subsidiary of CBS Corporation, a Delaware corporation, disclosed in a Tender Offer Statement on Schedule TO (the Schedule TO), originally filed with the SEC on May 23, 2008, to purchase all of the outstanding common stock, par value \$0.0001 per share, of the Company, at a price of \$11.50 per share net to the selling stockholders in cash, without interest thereon and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 23, 2008, and the related Letter of Transmittal, which were filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B) thereto. Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated by reference as relevant to the items in this Amendment.

**Item 9. Exhibits.**

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following exhibit:

<b>Exhibit No.</b>	<b>Description</b>
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(e)(9)	Letter Agreement, dated May 30, 2008, by and among CNET Networks, Inc., CBS Corporation and Andy Sherman.
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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CNET Networks, Inc.

By: /s/ Andy Sherman

Name: Andy Sherman

Title: Senior Vice President, General Counsel and  
Corporate Secretary

Date: June 3, 2008