

CNET NETWORKS INC
Form 3
June 25, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CBS CORP | | (Month/Day/Year) | CNET NETWORKS INC [CNET] | |
| (Last) | (First) | 06/23/2008 | | |
| 51 WEST 52ND STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, Â NY Â 10019 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 112,528,648 ⁽¹⁾ | I | By Ten Acquisition Corp. ⁽²⁾ |
| Common Stock | 1,216,016 | D ⁽³⁾ | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CBS CORP 51 WEST 52ND STREET NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| Ten Acquisition Corp. 51 WEST 52ND STREET NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| NAIRI INC 200 ELM STREET DEDHAM, MA 02026 | ^ | ^ X | ^ | ^ |
| NATIONAL AMUSEMENTS INC /MD/ 200 ELM STREET DEDHAM, MA 02026 | ^ | ^ X | ^ | ^ |
| REDSTONE SUMNER M 51 WEST 52ND STREET NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ Angeline C. Straka, SVP and Secretary, CBS Corporation | 06/25/2008 |
| __Signature of Reporting Person | Date |
| /s/ Louis J. Briskman, Vice President and Secretary, Ten Acquisition Corp. | 06/25/2008 |
| __Signature of Reporting Person | Date |
| /s/ Sumner M. Redstone, Chairman and President, NAIRI Inc. | 06/25/2008 |
| __Signature of Reporting Person | Date |
| /s/ Sumner M. Redstone, Chairman and CEO, National Amusements Inc. | 06/25/2008 |
| __Signature of Reporting Person | Date |
| /s/ Sumner M. Redstone | 06/25/2008 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Reflects shares purchased in a tender offer.
- (2)

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The shares are held by Ten Acquisition Corp., a wholly-owned subsidiary of CBS Corporation ("CBS"), and may also be deemed to be beneficially owned by (a) NAIRI Inc. ("NAIRI"), which owns approximately 80% of CBS' voting stock, (b) NAIRI's parent corporation, National Amusements Inc. ("NAI"), and (c) Mr. Sumner M. Redstone, who is the controlling stockholder of NAI.

(3) The shares are held by CBS and may also be deemed to be beneficially owned by (a) NAIRI, (b) NAI and (c) Mr. Redstone.

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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