#### REDSTONE SUMNER M

Form 4 July 01, 2008

### FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** Washington, D.C. 20549

3235-0287

Check this box if no longer

Number: January 31, Expires:

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5 obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

response... 0.5

2005

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

CBS CORP		S	Symbol CNET NETWORKS INC [CNET]				Issuer			
(Last)	(First)	(Middle) 3.	3. Date of Earliest Transaction				(Check all applicable)			
` '	52ND STREET	(N	(Month/Day/Year) 06/27/2008			bel	Director Officer (give title below)			
(Street) 4. If Amend Filed(Month				Date Original (ear)	Ap	6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person				
NEW YOL	RK, NY 10019						_X_ Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Nor	n-Derivative Secu	rities .	Acquire	ed, Disposed of, o	r Beneficially	Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dat any (Month/Day/Y	Code	4. Securities According of (D) (Instr. 3, 4 and 5)  Amount		(A) or	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)	
Common Stock	06/27/2008		P	215,000,000 (1)	A	\$ 11.5	334,083,965 (2)	I (3)	By Ten Acquisition Corp.	
Common	06/30/2008		P	34,308,968	A	\$ 11.5	100 (5)	D		

(4)

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

SEC 1474 Persons who respond to the collection of information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

11.5

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# $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
and the second	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 846 UNIVERSITY AVENUE NORWOOD, MA 02062-2631		X					
NATIONAL AMUSEMENTS INC /MD/ 846 UNIVERSITY AVENUE NORWOOD, MA 02062-2631		X					
REDSTONE SUMNER M 51 WEST 52ND STREET NEW YORK, NY 10019		X					

## **Signatures**

/s/ Angeline C. Straka, SVP and Secretary, CBS Corporation					
**Signature of Reporting Person	Date				
/s/ Louis J. Briskman, Vice President and Secretary, Ten Acquisition Corp.					
**Signature of Reporting Person	Date				
/s/ Sumner M. Redstone, Chairman and President, NAIRI Inc.					
**Signature of Reporting Person	Date				

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/s/ Sumner M. Redstone, Chairman and CEO, National Amusements Inc.

07/01/2008

\*\*Signature of Reporting Person

Date

/s/ Sumner M. Redstone

07/01/2008

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* 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).
  - Reflects shares acquired from CNET, pursuant to the exercise of the "top-up" option provided in the Agreement and Plan of Merger,
- (1) dated as of May 15, 2008 (the "Merger Agreement"), by and among CBS Corporation ("CBS"), Ten Acquisition Corp., a wholly-owned subsidiary of CBS ("Ten Acquisition"), and CNET Networks, Inc. ("CNET").
- (2) On June 30, 2008, at the effective time of the merger these shares were cancelled and ceased to exist.
- The shares were held by Ten Acquisition and may also be deemed to be beneficially owned by (a) CBS, (b) NAIRI Inc. ("NAIRI"), which owns approximately 80% of CBS' voting stock, (c) NAIRI's parent corporation, National Amusements Inc. ("NAI"), and (d) Mr. Sumner M. Redstone, who is the controlling stockholder of NAI. Following the consummation of the share purchase pursuant to the exercise of the "top-up" option, CBS contributed all of the shares directly held by it to Ten Acquisition on June 27, 2008.
- (4) Reflects all of the outstanding shares of CNET not tendered in the offer and deemed acquired by CBS pursuant to the consummation of the merger. At the effective time of the merger, these shares were cancelled and ceased to exist.
- Prior to the merger, CBS held 100 shares of the common stock of Ten Acquisition, par value \$0.01 per share, which shares represented all of the issued and outstanding capital stock of Ten Acquisition. Upon the merger of Ten Acquisition with and into CNET, each share of Ten Acquisition held by CBS converted into one share of CNET. Ten Acquisition's separate corporate existence ceased and CNET survived the merger as a direct, wholly-owned subsidiary of CBS.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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