

REDSTONE SUMNER M
Form 4
July 01, 2008

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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 *
CBS CORP

(Last) (First) (Middle)
51 WEST 52ND STREET
(Street)
NEW YORK, NY 10019
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CNET NETWORKS INC [CNET]

3. Date of Earliest Transaction
(Month/Day/Year)
06/27/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/27/2008		P		215,000,000 (1)	A	\$ 11.5
					334,083,965 (2)	I (3)	
Common Stock	06/30/2008		P		34,308,968 (4)	A	\$ 11.5
					100 (5)	D	

By Ten Acquisition Corp.

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

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(9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 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	07/01/2008
__Signature of Reporting Person	Date
/s/ Louis J. Briskman, Vice President and Secretary, Ten Acquisition Corp.	06/30/2008
__Signature of Reporting Person	Date
/s/ Sumner M. Redstone, Chairman and President, NAIRI Inc.	07/01/2008
__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, 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.

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