

CBS CORP
Form DEF 14A
April 12, 2013

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

CBS Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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-

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April 12, 2013

Dear Stockholder:

You are cordially invited to attend the 2013 Annual Meeting of Stockholders of CBS Corporation (the "Annual Meeting"), which will be held at CBS Television City, 7800 Beverly Boulevard, Los Angeles, California 90036, at 10:00 a.m., Pacific Daylight Time, on Thursday, May 23, 2013. Holders of CBS Corporation Class A Common Stock are being asked to vote on the matters listed in the attached Notice of 2013 Annual Meeting of Stockholders.

If you hold shares of the Company's Class A Common Stock, please cast your vote promptly to ensure that your shares will be voted at the Annual Meeting. You may vote by telephone or through the Internet by following the instructions on the Notice of Internet Availability of Proxy Materials or in the 2013 Proxy Statement. You may also submit your vote by returning a proxy card or voting instruction card, if you received a printed copy of proxy materials by request. If you attend the Annual Meeting, you may vote your shares in person.

National Amusements, Inc., which as of March 28, 2013 beneficially owned shares of the Company's Class A Common Stock representing approximately 79.7% of the voting power of CBS Corporation's common stock, has advised CBS Corporation that it intends to vote all of its shares of the Company's Class A Common Stock in accordance with the recommendations of the Board of Directors on Items 1, 2 and 3 in the attached Notice. Therefore, approval of matters 1, 2 and 3, in accordance with the Board's recommendations, is assured.

If you wish to attend the Annual Meeting in person, you must be a holder of Company common stock as of the record date (March 28, 2013) and request an admission ticket in advance. Each such holder eligible to attend the Annual Meeting may bring one guest. If you are a registered holder of the Company's Class A Common Stock, you can request a ticket when you vote by telephone or through the Internet, or by marking the appropriate box on the proxy card (if you requested a printed copy of proxy materials). If you are a registered holder of the Company's Class B Common Stock or you hold shares of the Company's Class A or Class B Common Stock in a brokerage account, you can request a ticket by sending a written request along with proof of ownership, such as your brokerage firm account statement as of the record date (March 28, 2013), to Director, Shareholder Relations, CBS Corporation, 51 West 52nd Street, New York, New York 10019.

Upon arrival at the Annual Meeting, you will be asked to present an admission ticket and all meeting attendees will be asked to present a current government-issued picture identification (such as a driver's license or passport) to enter the meeting. The Company may implement security procedures as it deems appropriate to ensure the safety of meeting attendees.

If you have elected to receive paper copies of the Company's proxy statements, annual reports and other materials relating to the Annual Meeting and want to elect to receive these documents electronically next year instead of by mail, please go to <http://enroll.icsdelivery.com/cbs> and follow the instructions to enroll. We highly recommend that you consider electronic delivery of these documents as it helps to lower the Company's costs and reduce the amount of paper mailed to your home.

We appreciate your interest in and support of CBS Corporation and look forward to seeing you at the Annual Meeting.

SUMNER M. REDSTONE
Executive Chairman and Founder

LESLIE MOONVES
President and Chief Executive Officer

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CBS CORPORATION

NOTICE OF 2013 ANNUAL MEETING OF STOCKHOLDERS AND PROXY STATEMENT

To CBS Corporation Stockholders:

The 2013 Annual Meeting of Stockholders (the "Annual Meeting") of CBS Corporation (the "Company") will be held at CBS Television City, 7800 Beverly Boulevard, Los Angeles, California 90036, at 10:00 a.m., Pacific Daylight Time, on Thursday, May 23, 2013. The principal business of the meeting will be the consideration of the following matters:

1. The election of 14 directors;
2. The ratification of the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for fiscal year 2013;
3. A proposal to approve an amendment and restatement of the CBS Corporation 2009 Long-Term Incentive Plan; and
4. Such other business as may properly come before the Annual Meeting or any adjournment thereof.

The close of business on March 28, 2013 has been fixed as the record date for determining the holders of shares of CBS Corporation Class A Common Stock entitled to notice of and to vote at the Annual Meeting and any adjournment thereof. For a period of at least 10 days prior to the Annual Meeting, a complete list of stockholders entitled to vote at the Annual Meeting will be open to the examination of any stockholder during ordinary business hours at the Company's corporate headquarters located at 51 West 52nd Street, New York, New York 10019.

By order of the Board of Directors,

ANGELINE C. STRAKA
Secretary

April 12, 2013

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**CBS CORPORATION
2013 PROXY STATEMENT**

VOTING AND SOLICITATION OF PROXIES

Solicitation of Proxies

A proxy is being solicited by the Board of Directors of CBS Corporation, a Delaware corporation ("CBS Corporation" or the "Company"), for use at the 2013 Annual Meeting of Stockholders (the "Annual Meeting") to be held on Thursday, May 23, 2013 at 10:00 a.m., Pacific Daylight Time. The close of business on March 28, 2013 is the record date for determining the record holders of the Company's Class A Common Stock, par value \$0.001 per share, entitled to notice of and to vote at the Annual Meeting and any adjournment thereof. Holders of the Company's non-voting Class B Common Stock, par value \$0.001 per share, are not entitled to vote at the Annual Meeting or any adjournment thereof.

As of March 28, 2013, the Company had outstanding 41,557,888 shares of its Class A Common Stock, each of such shares being entitled to one vote, and 571,411,252 non-voting shares of its Class B Common Stock (together with the Company's Class A Common Stock, the "Common Stock").

Internet Availability of Proxy Materials

In accordance with Securities and Exchange Commission ("SEC") rules, instead of mailing to stockholders a printed copy of the Company's proxy statement, annual report and other materials relating to the Annual Meeting ("proxy materials"), the Company intends to mail to stockholders a Notice of Internet Availability of Proxy Materials (the "Notice of Internet Availability"), which advises that the proxy materials are available on the Internet. The Company intends to commence its distribution of the Notice of Internet Availability on or about April 12, 2013. Stockholders receiving a Notice of Internet Availability by mail will not receive a printed copy of proxy materials, unless they so request. Instead, the Notice of Internet Availability will instruct stockholders as to how they may access and review proxy materials on the Internet. Stockholders who receive a Notice of Internet Availability by mail who would like to receive a printed copy of the Company's proxy materials, including a proxy card or voting instruction card, should follow the instructions for requesting these materials included in the Notice of Internet Availability. Stockholders who currently receive printed copies of proxy materials who would like to receive future copies of these documents electronically instead of by mail should follow the instructions for requesting electronic delivery set forth in the "Other Matters" section in this proxy statement.

Submission of Proxies

Each of the persons named in the proxy card and on the Company's voting website at www.proxyvote.com (the "proxy holders"), individually and with the power to appoint his substitute, has been designated by the Company's Board of Directors to vote the shares represented by proxy at the Annual Meeting. The proxy holders are officers of the Company. They will vote the shares represented by each valid and timely received proxy in accordance with the stockholder's instructions, or if no instructions are specified, the shares represented by the proxy will be voted in accordance with the recommendations of the Board of Directors as described in this proxy statement. If any other matter properly comes before the Annual Meeting, the proxy holders will vote on that matter in their discretion.

Registered holders of the Company's Class A Common Stock may submit a proxy in the following ways:

By Internet: Registered holders of record may access www.proxyvote.com, with the Notice of Internet Availability in hand (or, if a printed copy of proxy materials was received by

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request, the proxy card in hand), and follow the instructions. The Internet proxy must be received no later than 11:59 p.m., Eastern Daylight Time, on May 22, 2013.

By Telephone: Registered holders of record living in the United States or Canada may use any touch-tone telephone to call 1-800-690-6903, with the Notice of Internet Availability in hand (or, if a printed copy of proxy materials was received by request, the proxy card in hand), and follow the recorded instructions. The telephone proxy must be received no later than 11:59 p.m., Eastern Daylight Time, on May 22, 2013.

By Mail: Registered holders of record who received a printed copy of proxy materials by request may complete, sign and date the proxy card and return it in the envelope provided, so that it is received prior to the Annual Meeting.

"Beneficial holders" (defined below) will receive voting materials, including instructions on how to vote, directly from the holder of record.

Shares Held in the Company's 401(k) Plan. Voting instructions relating to shares of the Company's Class A Common Stock held in the Company's 401(k) plan must be received no later than 11:59 p.m., Eastern Daylight Time, on May 21, 2013, so that the trustee of the plan (who votes the shares on behalf of plan participants) has adequate time to tabulate the voting instructions. Shares held in the 401(k) plan that are not voted or for which the trustee does not receive timely voting instructions will be voted by the trustee in the same proportion as the shares held in the plan that are timely voted.

Voting Other than by Proxy. While the Company encourages holders of its Class A Common Stock to vote by proxy, holders of the Company's Class A Common Stock (other than shares held in the 401(k) plan) also have the option of voting their shares in person at the Annual Meeting. Some holders of the Company's Class A Common Stock hold their shares in "street name" through a broker or other nominee and are therefore known as "beneficial holders." If shares of Class A Common Stock are held for a beneficial holder in a brokerage, bank or other institutional account, then the beneficial holder must obtain a proxy from that entity and bring it to the Annual Meeting in order to vote the shares at the Annual Meeting.

Revocation of Proxies

A proxy may be revoked before the voting deadline by sending written notice to Angeline C. Straka, Secretary, CBS Corporation, 51 West 52nd Street, New York, NY 10019, or by submission (including telephonic or Internet submission) of a proxy bearing a later date than the proxy being revoked to Proxy Services, P.O. Box 9111, Farmingdale, NY 11735-9543. Revocations made by telephone or through the Internet must be received by 11:59 p.m., Eastern Daylight Time, on May 22, 2013. A holder may also revoke a proxy by voting in person at the Annual Meeting.

Shares Held in the Company's 401(k) Plan. Voting instructions relating to shares of the Company's Class A Common Stock held in the Company's 401(k) plan may be revoked prior to 11:59 p.m., Eastern Daylight Time, on May 21, 2013, by sending written notice to Angeline C. Straka, Secretary, CBS Corporation, 51 West 52nd Street, New York, NY 10019, or by timely submission (including telephonic or Internet submission) of voting instructions bearing a later date than the voting instructions being revoked to Proxy Services, P.O. Box 9111, Farmingdale, NY 11735-9543.

Quorum

Under the Company's Amended and Restated Bylaws, the holders of a majority of the aggregate voting power of the Company's Class A Common Stock outstanding on the record date, present in person or represented by proxy at the Annual Meeting, shall constitute a quorum.

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Abstentions and broker non-votes will be treated as present for purposes of determining the presence of a quorum.

Matters to Be Considered at the Annual Meeting

The Board of Directors recommends a vote FOR each of the following matters:

1. The election of each of the 14 nominated directors;
2. The ratification of the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm ("independent auditor") for fiscal year 2013; and
3. A proposal to approve an amendment and restatement of the CBS Corporation 2009 Long-Term Incentive Plan.

The affirmative vote of the holders of a majority of the aggregate voting power of the Company's Class A Common Stock present in person or represented by proxy at the Annual Meeting ("majority vote") is required to elect each of the 14 nominated directors and to approve Items 2 and 3 set forth above. An abstention with respect to any matter will have the effect of a vote against such matter.

Under the rules of the New York Stock Exchange ("NYSE"), a broker or other nominee holding shares of the Company's Class A Common Stock on behalf of a beneficial holder may not be permitted to exercise voting discretion with respect to some matters to be acted upon at stockholders' meetings. Therefore, if a beneficial holder does not give the broker or nominee specific voting instructions, the holder's shares may not be voted on those matters and a broker non-vote will occur. Under the rules of the NYSE, brokers or nominees may vote on the matter listed as Item 2 above, but not on the matters listed as Items 1 and 3 above, if they do not receive instructions from the beneficial holder of the shares held in street name. A broker non-vote will have no effect on the voting results for Items 1 and 3 above.

As of March 28, 2013, National Amusements, Inc. ("National Amusements") beneficially owned directly and indirectly through its wholly owned subsidiary, NAI Entertainment Holdings LLC ("NAI EH"), approximately 79.7% of the Company's outstanding Class A Common Stock and approximately 6.5% of the Company's outstanding Class A Common Stock and Class B Common Stock on a combined basis. Sumner M. Redstone, the controlling stockholder of National Amusements, is Executive Chairman and Founder of the Company. National Amusements has advised the Company that it intends to vote all of its shares of the Company's Class A Common Stock in favor of each of Items 1, 2 and 3 above. Such action by National Amusements will be sufficient to constitute a quorum and to approve each of the matters.

Cost of Proxy Solicitation and Inspector of Election

The Company will pay the cost of the solicitation of proxies, including the preparation, printing and mailing of the Notice of Internet Availability and, as applicable, this proxy statement and the related materials. The Company will furnish copies of the Notice of Internet Availability and, if requested, this proxy statement and related materials to banks, brokers, fiduciaries and custodians that hold shares on behalf of beneficial holders so that they may forward the materials to the beneficial holders. IVS Associates, Inc. will serve as the independent inspector of election for the Annual Meeting.

Mailing Address

The Company's mailing address is 51 West 52nd Street, New York, NY 10019.

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CORPORATE GOVERNANCE

CBS Corporation's corporate governance practices are established and monitored by its Board of Directors (the "Board"). The Board, with assistance from its Nominating and Governance Committee, regularly assesses CBS Corporation's governance practices in light of legal requirements and governance best practices. In several areas, CBS Corporation's practices go beyond the requirements of the NYSE corporate governance listing standards (the "NYSE listing standards"). For example, despite being a "controlled company" (*i.e.*, a company of which more than 50% of the voting power is held by an individual or another company), CBS Corporation has a majority of independent directors on its Board and has an independent Compensation Committee and an independent Nominating and Governance Committee, none of which is required for controlled companies under the NYSE listing standards.

CBS Corporation's principal governance documents are as follows:

Corporate Governance Guidelines

Board Committee Charters:

Audit Committee Charter

Compensation Committee Charter

Nominating and Governance Committee Charter

Business Conduct Statement

Supplemental Code of Ethics for Senior Financial Officers

These documents are available on the Company's public website at www.cbscorporation.com, and copies of these documents may also be requested by writing to Investor Relations, CBS Corporation, 51 West 52nd Street, New York, NY 10019. The Company encourages its stockholders to read these documents, as we believe they illustrate CBS Corporation's commitment to good governance practices. Certain key provisions of these documents are summarized below.

Corporate Governance Guidelines

CBS Corporation's Corporate Governance Guidelines (the "Guidelines") set forth the Company's corporate governance principles and practices on a variety of topics, including the responsibilities, composition and functioning of the Board, director qualifications, and the roles of the Board Committees. The Guidelines are periodically reviewed and updated as needed. The Guidelines provide, among other things, that:

A majority of the members of the Board must be independent as determined under the NYSE listing standards and the standards set forth in the Guidelines;

All of the members of the Audit, Compensation, and Nominating and Governance Committees must be independent;

Separate executive sessions of the non-management directors and independent directors must be held a minimum number of times each year;

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The Board, acting on the recommendation of the Nominating and Governance Committee, shall determine whether a director candidate's service on more than three other public company boards of directors is consistent with service on the Board;

Director compensation will be established in light of the policies set forth in the Guidelines;

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Within three years of joining the Board, directors are expected to own shares of Common Stock having a market value of at least three times the cash annual retainer fee paid to them, in accordance with the Guidelines;

The Board will hold an annual self-evaluation to assess its effectiveness; and

The Compensation Committee and the Nominating and Governance Committee will together review periodically succession planning and report to the non-management directors on these reviews.

Board Committee Charters

Each Board Committee operates under a written charter that has been adopted by the Board. The Company has three standing Committees: the Audit Committee, the Compensation Committee and the Nominating and Governance Committee. The Committee charters set forth the purpose, objectives and responsibilities of each Committee and discuss matters such as Committee membership requirements, number of meetings and the setting of meeting agendas. The charters are assessed at least every other year, or more frequently as the applicable Committee may determine, and are updated as needed. More information on the Committees, their respective roles and responsibilities and their charters can be found under "CBS Corporation's Board of Directors Board Committees."

Business Conduct Statement

The Company's Business Conduct Statement ("BCS") sets forth the Company's standards for ethical conduct that are expected of all directors and employees of the Company. The BCS is available on the Company's website at www.cbscorporation.com and on the Company's intranet sites and also has been distributed to the Company's employees and directors. As part of the Company's compliance and ethics program, directors and full-time employees are required to certify as to their compliance with the BCS and, on an ongoing basis, must disclose any potential conflicts of interest. The Company has also implemented an online BCS training program. The BCS addresses, among other things, topics such as:

Compliance with laws, rules and regulations, including the Foreign Corrupt Practices Act;

Conflicts of interest, including the disclosure of potential conflicts to the Company;

Confidentiality, insider information and trading, and fair disclosure;

Financial accounting and improper payments;

The Company's commitment to providing equal employment opportunities and a bias-free and harassment-free workplace environment;

Fair dealing and relations with competitors, customers and suppliers;

Health, safety and the environment; and

Political contributions and payments.

The BCS provides numerous avenues for employees to report violations of the BCS or matters of concern, whether anonymously or with attribution, to the appropriate officers of the Company and/or the Audit Committee. These avenues include a telephone hotline, email contacts or direct communication with the Company's compliance officers. The BCS also provides that the Company will protect anyone who

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makes a good faith report of a violation of the BCS and that retaliation against an employee who makes a good faith report will not be tolerated.

Waivers of the BCS for the Company's executive officers or directors will be disclosed on the Company's website at www.cbcorporation.com or by Form 8-K filed with the SEC.

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Supplemental Code of Ethics for Senior Financial Officers

The Supplemental Code of Ethics is applicable to the Company's Executive Chairman, President and Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer. The Supplemental Code of Ethics, which is available on the Company's website at www.cbcorporation.com, addresses matters specific to those senior financial positions in the Company, including responsibility for the disclosures made in CBS Corporation's filings with the SEC, reporting obligations with respect to certain matters and a general obligation to promote honest and ethical conduct within the Company. The senior financial officers are also required to comply with the BCS. Amendments to or waivers of the Supplemental Code of Ethics for these officers will be disclosed on the Company's website at www.cbcorporation.com or by Form 8-K filed with the SEC.

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CBS CORPORATION'S BOARD OF DIRECTORS

The Company's Board of Directors is currently comprised of 14 members: David R. Andelman, Joseph A. Califano, Jr., William S. Cohen, Gary L. Countryman, Charles K. Gifford, Leonard Goldberg, Bruce S. Gordon, Linda M. Griego, Arnold Kopelson, Leslie Moonves, Doug Morris, Shari Redstone, Sumner M. Redstone and Frederic V. Salerno. All of the current members of the Board were elected at the Company's 2012 Annual Meeting of Stockholders.

During 2012, the Board held 8 meetings and also acted by unanimous written consent. Each incumbent director attended at least 75% of the meetings of the Board and Committees on which such director served during 2012. In addition to Board and Committee meetings, directors are expected to attend the Annual Meeting, and all of the directors standing for election in 2012, except for one, were present at the Company's 2012 Annual Meeting of Stockholders.

In accordance with the Guidelines and the NYSE listing standards, the non-management directors meet separately, without directors who are Company employees, at least two times each year, and at such other times as they deem appropriate. The independent directors also meet separately, without those directors who are not independent as determined by the Board, at least two times each year, and at such other times as they deem appropriate. The members of the Nominating and Governance Committee preside at meetings of the non-management directors and independent directors on a rotating basis. During 2012, the non-management directors met seven times, and the independent directors met seven times.

Director Independence

The Company's Guidelines provide that a majority of the Company's directors must be independent of the Company, as "independence" is defined in the NYSE listing standards and in the Guidelines. The NYSE listing standards set forth five "bright-line" tests that require a finding that a director is not independent if the director fails any of the tests. In addition, the NYSE listing standards provide that a director is not independent unless the Board affirmatively determines that the director has no "material relationship" with the Company. The Guidelines set forth categorical standards to assist the Board in determining what constitutes a "material relationship" with the Company. Generally under these categorical standards, the following relationships are deemed not to be material:

The types of relationships identified by the NYSE listing standards' "bright-line" tests, if they occurred more than five years ago (the Board will review any such relationship if it occurred more than three but less than five years ago);

A relationship whereby the director has received, or an immediate family member of the director has received for service as an executive officer, less than \$120,000 in direct compensation from the Company during any 12-month period within the last three years; and

A relationship where the director is an executive officer or employee, or an immediate family member of the director is an executive officer, of the following:

a company that made payments to, or received payments from, the Company for property or services in an amount that, in any of the last three fiscal years, is less than 1% of such company's annual consolidated gross revenues;

a company which is either indebted to or a creditor of the Company in an amount that is less than 1% of such company's total consolidated assets; and

a tax-exempt organization that received contributions from the Company in the prior fiscal year in an amount less than the greater of \$500,000 or 1% of that organization's consolidated gross revenues.

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For relationships that exceed the thresholds described above, the determination of whether the relationship is material or not, and therefore whether the director would be independent or not, is made by the directors who are independent. In addition, the Guidelines state that, generally, the types of relationships not addressed by the NYSE listing standards or described in the Guidelines will not cause an otherwise independent director to be considered not independent. However, the Board may determine that a director is not independent for any reason it deems appropriate.

The full text of the Guidelines is available on the Company's website at www.cbscorporation.com.

In February 2013, the Nominating and Governance Committee reviewed the independence of the 14 director nominees standing for election at the Annual Meeting to determine its recommendation regarding which nominees meet the independence standards outlined above. The Board, based on its review and the recommendation of the Nominating and Governance Committee, determined that 9 of the 14 nominees are independent. The independent director nominees are Messrs. Califano, Cohen, Countryman, Gifford, Gordon, Kopelson, Morris and Salerno and Ms. Griego.

During its review, in determining that the director nominees named above are independent, the Board considered the transactions disclosed under "Related Person Transactions," all of which the Board determined were immaterial to, and would not impair, each such director's independence. The Board also considered that the Company and its subsidiaries in the ordinary course of business have, during the past three years, sold products and services to, and/or purchased products and services from, persons and companies and other entities, of which certain directors were executive officers or principals during 2012, and determined that all of these transactions were below the threshold for relationships deemed to be immaterial under the Guidelines.

Board Leadership Structure

The Company's Board of Directors separates its Board chairman and principal executive officer positions. The Company believes that this structure is most appropriate for the Company, since the two positions serve different functions. The Company's Executive Chairman provides leadership as chairman of the board and strategic oversight of the Company. He is uniquely suited for this position, given his history with the Company as a principal participant in the establishment of the Company and as a stockholder who has maintained, through National Amusements, a controlling ownership position since that time. The Company's Chief Executive Officer is responsible for the day-to-day supervision, management and control of the business and affairs of the Company and serves as a bridge between management and the Board to support the alignment of the goals of both. In addition, the Board has appointed a Vice Chair whose responsibilities include the duties set forth in the Company's Bylaws. In support of the independent oversight of management, the non-management directors and, separately, the independent directors routinely meet and hold discussions without management present. While the Company does not maintain a written succession plan with respect to the Executive Chairman, in accordance with the Guidelines, the Compensation Committee and the Nominating and Governance Committee will together review periodically succession planning for the Executive Chairman, and others, and report to the non-management directors on these reviews.

Board Risk Oversight

The Company's Board of Directors has overall responsibility for the oversight of the Company's risk management process. The Board carries out its oversight responsibility directly and through the delegation to its Committees of responsibilities related to the oversight of certain risks, as follows:

The Audit Committee, as part of its internal audit and independent auditor oversight, is responsible for reviewing the Company's risk assessment and risk management practices and

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discusses risks as they relate to its review of the Company's financial statements, the evaluation of the effectiveness of internal control over financial reporting, compliance with legal and regulatory requirements, and the performance of the internal audit function, among other responsibilities set forth in the Committee's charter.

The Compensation Committee monitors risks associated with the design and administration of the Company's compensation programs, including its performance-based compensation programs, to promote an environment which does not encourage unnecessary and excessive risk-taking by the Company's employees. The Committee also reviews risks related to management resources, including the depth of the Company's senior management. In view of this oversight and based on management's assessment, the Company does not believe that its employee compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.

The Nominating and Governance Committee oversees risk as it relates to monitoring developments in law and practice with respect to the Company's corporate governance processes and in reviewing related person transactions.

Each of these Committees reports regularly to the Board on these risk-related matters, among other items within its purview. On an annual basis, the Board conducts strategy sessions, which include presentations from economic, political and industry experts, among others, on matters affecting the Company, to assist the Board and management in preparing and implementing strategic initiatives, including risk management. In addition, the Board and Committees receive regular reports from management that include matters affecting the Company's risk profile, including, among others, operations reports from the Chief Executive Officer and from division heads, all of which include strategic and operational risks; reports from the Chief Financial Officer and Chief Accounting Officer on credit and liquidity risks and on the integrity of internal controls over financial reporting; reports from the General Counsel on legal risks and material litigation; and reports on internal audit activities from the Senior Vice President, Internal Audit. The Audit Committee also receives periodic reports from the Company's Chief Compliance Officer on the Company's compliance program and from the Senior Vice President, Internal Audit on the internal audit plan for the upcoming fiscal year, the scope of which is to determine the adequacy and function of the Company's risk management, control and governance processes. Outside of formal meetings, Board members have regular access to senior executives, including the Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, General Counsel and Executive Vice President, Human Resources and Administration. The Committee and management reports, strategy sessions and real-time management access collectively provide the Board with integrated insight on the Company's management of its risks.

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Board Committees

The following chart sets forth the current membership of each Board Committee. The Board reviews and determines the membership of the Committees at least annually.

Committee	Members
Audit Committee	Gary L. Countryman, Chair Joseph A. Califano, Jr. Linda M. Griego Frederic V. Salerno
Compensation Committee	Charles K. Gifford, Chair William S. Cohen Bruce S. Gordon Doug Morris
Nominating and Governance Committee	Joseph A. Califano, Jr., Chair Gary L. Countryman Charles K. Gifford

During 2012, the Audit Committee held 6 meetings, the Compensation Committee held 10 meetings and the Nominating and Governance Committee held 6 meetings. Information about the Committees, including their respective roles and responsibilities and charters, is set forth below.

Audit Committee

The Audit Committee Charter provides that the Audit Committee will be comprised of at least three members and that all of the members on the Committee must be independent directors. Also, the Committee must have at least one "audit committee financial expert" (as described below) and all Committee members must be financially literate. The Committee holds at least five regular meetings each year, and it regularly meets separately at these meetings with the independent auditor, the Company's General Counsel, its Senior Vice President of Internal Audit and other members of the Company's senior management. The Committee is responsible for the following, among other things:

The appointment, retention, termination, compensation and oversight of the Company's independent auditor, including reviewing with the independent auditor the scope of the audit plan and audit fees;

Reviewing the Company's financial statements and related disclosures, including with respect to internal control over financial reporting;

Oversight of the Company's internal audit function; and

Oversight of the Company's compliance with legal and regulatory requirements.

For additional information on the Committee's role and its oversight of the independent auditor during 2012, see "Report of the Audit Committee."

Audit Committee Financial Experts. The Board has determined that all of the members of the Audit Committee are "financially literate," as that term is interpreted by the Board in its business judgment. In addition, the Board has determined that two members of the Audit Committee, including Mr. Countryman (Chair), qualify as "audit committee financial experts," as that term is defined in the regulations promulgated under the Securities Act of 1933, as amended (the "Securities Act").

Compensation Committee

The Compensation Committee Charter provides that the Compensation Committee will be comprised of at least three members, except that the Committee is deemed to be properly constituted with at least two members in the event of a vacancy until the Board fills the vacancy. The Charter also

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provides that all of the members on the Committee must be independent directors and that the Committee shall also satisfy the relevant requirements established pursuant to regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"). The Committee holds at least four regular meetings each year and is responsible for the following, among other things:

Adopting and periodically reviewing the Company's compensation philosophy, strategy and principles regarding the design and administration of the Company's compensation programs;

Reviewing and approving the total compensation packages for the Executive Chairman, the President and Chief Executive Officer, the Company's other executive officers, and other senior executives identified by the Committee after consultation with the Company's Chief Executive Officer and Executive Vice President, Human Resources and Administration, and, in certain instances, other persons among the Company's most highly compensated executives (excluding "Talent," as such term is currently used in the media or entertainment industries) (collectively, the "senior executives"); and

Overseeing the administration of the Company's incentive compensation plans (including the bonus plan for executives subject to Section 162(m) of the Code) and its equity-based compensation plans.

Consideration and Determination of Executive Compensation. The Compensation Committee reviews all components of senior executives' compensation, including base salary, annual and long-term incentives and severance arrangements. In approving compensation for the senior executives (other than Messrs. Redstone and Moonves), the Committee considers the input and recommendations of Mr. Moonves with respect to the senior executives' performances, Mr. Briskman with respect to those senior executives who report directly to him and Mr. Ianniello with respect to those senior executives who report directly to him. With respect to Messrs. Redstone and Moonves, the Committee reviews and approves goals and objectives relevant to their compensation and, together with the Nominating and Governance Committee, annually evaluates the performances of the Executive Chairman and the Chief Executive Officer in light of those goals and objectives. The results of these evaluations are then reported to the non-management directors. The Compensation Committee sets compensation for the Executive Chairman and the Chief Executive Officer taking these evaluations into account. The Committee then reports to the Board on the process for setting compensation for the Executive Chairman and Chief Executive Officer.

The Company's processes and procedures for the consideration of executive compensation and the role of the Company's executive officers in determining or recommending the amount or form of executive compensation are more fully described in the "Compensation Discussion and Analysis" section below. Director compensation is approved by the Board, based on recommendations from the Nominating and Governance Committee, as more fully described in the "Nominating and Governance Committee" section below.

The Compensation Committee has the power to delegate its authority and duties to subcommittees or individuals as it deems appropriate and in accordance with applicable laws and regulations. The Committee has delegated to the President and Chief Executive Officer limited authority (with respect to executives who are not senior executives) to grant long-term incentive awards under the Company's long-term incentive plan to such executives in connection with their hiring, promotion or contract renewal and to modify the terms of outstanding equity grants in certain post-termination scenarios, as discussed in the "Compensation Discussion and Analysis" section below.

The Committee is empowered to retain compensation consultants having special competence to assist the Committee in evaluating executive officer and employee compensation. The Committee has the sole authority to retain and terminate such consultants and to review and approve such consultants' fees and other retention terms. The Committee retains an independent compensation consulting firm, currently Exequity LLP, to advise the Committee in its review of senior executive compensation. The

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Compensation Committee adopted a policy in 2008 providing that the independent compensation consulting firm will not be considered as a provider of services to the Company, other than for services provided to the Compensation Committee. Accordingly, other than these services provided to the Committee, Exequity does not perform any administrative or consulting services for the Company. In furtherance of the Committee's review of senior executive compensation, the independent consultant examines the compensation practices at companies with which the Company competes for senior executive talent, including those companies engaged in similar business activities and other publicly traded U.S. companies, and provides other analysis, as more fully described in the "Compensation Discussion and Analysis" section below. The Committee has assessed the independence of Exequity and concurred that Exequity's work for the Committee does not raise any conflict of interest.

Nominating and Governance Committee

The Nominating and Governance Committee's Charter provides that the Nominating and Governance Committee will be comprised of at least three members, except that the Committee is deemed to be properly constituted with at least two members in the event of a vacancy until the Board fills the vacancy. The Charter also provides that all of the members on the Committee must be independent directors. The Committee holds at least three regular meetings each year and is responsible for the following, among other things:

Identifying and recommending to the Board nominees for election to the Board and reviewing the composition of the Board as part of this process;

Overseeing all aspects of the Company's corporate governance initiatives, including regular assessments of its principal governance documents;

Establishing criteria for the annual self-evaluations of the Board and its Committees;

Making recommendations to the Board on director compensation matters;

Monitoring developments in the law and practice of corporate governance;

Developing and recommending items for Board meeting agendas; and

Reviewing transactions between the Company and related persons.

The members of the Nominating and Governance Committee also chair the executive sessions of non-management and independent directors on a rotating basis.

Consideration and Determination of Director Compensation. The Committee annually reviews and recommends for the Board's consideration the form and amount of compensation for Outside Directors. "Outside Directors" are directors of the Company who are not employees of the Company or any of its subsidiaries. Only Outside Directors are eligible to receive compensation for serving on the Board, as more fully described in the "Director Compensation" section below.

In accordance with the Guidelines and its Charter, the Committee is guided by three principles in its review of Outside Director compensation and benefits: Outside Directors should be fairly compensated for the services they provide to the Company, taking into account, among other things, the size and complexity of the Company's business and compensation and benefits paid to directors of comparable companies; Outside Directors' interests should be aligned with the interests of stockholders; and Outside Directors' compensation should be easy for stockholders to understand.

The recommendations of the Committee with respect to director compensation are subject to approval by the Board.

2013 Director Nomination Process; Board Diversity. In connection with the 2013 director nomination process, the Committee reviewed the current composition of the Board in light of the considerations set forth in its Charter and the Company's Guidelines. The

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Committee also considered input received from other directors on Board member qualifications, Board composition and any special circumstances that the Committee considers important in its determination. After taking these

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considerations into account, the Committee determined to recommend to the Board that each of the current members of the Board be nominated to stand for election at the 2013 Annual Meeting.

As part of its review, the Committee considers diversity, among other factors. The Committee considers diversity to be a broadly defined concept which takes into account professional experience, gender and ethnicity, among other characteristics. As a result of considering diversity as part of its nomination process, multiple industries are represented on the Board, including the entertainment and media, communications, banking, legal, insurance and management consulting industries, among others. Additionally, distinguished contributors to governmental and not-for-profit organizations also serve on the Board. Multiple professions are represented among the directors, including current and past experience as principal executive and principal financial officers, attorneys, high-level government officials, entrepreneurs and television, film and record producers, among others. Also, over the seven-year period following the separation of former Viacom Inc. ("Former Viacom") into two publicly traded companies, CBS Corporation and new Viacom Inc. (the "Separation"), the Committee has nominated, and stockholders have elected, a total of four female directors, one of whom is Hispanic, and one African-American director. The Committee assesses the effectiveness of its consideration of diversity as part of its annual nomination process, when it reviews the composition of the Board as a whole.

Stockholder Recommendations for Director. The Committee will consider candidates for director recommended by the stockholders of the Company. All recommendations by stockholders for potential director candidates, which shall include written materials with respect to the potential candidate, should be sent to Angeline C. Straka, Secretary, CBS Corporation, 51 West 52nd Street, New York, NY 10019. The Company's Guidelines and Nominating and Governance Committee Charter set forth certain criteria for director qualifications and Board composition that stockholders should consider when making a recommendation. These criteria include an expectation that directors have substantial accomplishments in their professional backgrounds, are able to make independent, analytical inquiries, and exhibit practical wisdom and mature judgment. Directors of CBS Corporation should also possess the highest personal and professional ethics, integrity and values and be committed to promoting the long-term interests of CBS Corporation's stockholders. Director candidates recommended by stockholders who meet the director qualifications, which are described more fully in the Company's Guidelines and Nominating and Governance Committee Charter, will be considered by the Chair of the Committee, who will present the information on the candidate to the entire Committee. Director candidates recommended by stockholders will be considered by the Committee in the same manner as any other candidate.

Communications with Directors

Stockholders and other parties interested in contacting CBS Corporation's non-management directors may send an email to nonmanagementdirectors@cbs.com or write to Non-Management Directors, CBS Corporation, 51 West 52nd Street, 35th Floor, New York, NY 10019. The non-management directors' contact information is also available on CBS Corporation's website at www.cbscorporation.com. The non-management directors have approved the process for handling communications received in this manner.

Stockholders should also use the email and mailing address for the non-management directors to send communications to the Board. The process for handling stockholder communications to the Board received in this manner has been approved by the independent directors of the Board. Correspondence relating to accounting or auditing matters will be handled in accordance with procedures established by the Audit Committee for such matters.

Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation Committee during fiscal year 2012 was, or has ever been, an officer or employee of the Company, and, during fiscal year 2012, no executive officer of the Company served on the board and/or compensation committee of any company that employed as an executive officer any member of the Company's Board and/or Compensation Committee.

Table of Contents**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The table below sets forth as of February 28, 2013, unless otherwise indicated, information concerning the beneficial ownership of the Company's Class A and Class B Common Stock by (i) each current director and director nominee, (ii) each named executive officer and (iii) the current directors and executive officers of the Company as a group. Each person has sole voting and investment power over the shares reported, except as noted. Also set forth below is information concerning the beneficial ownership by each person, or group of affiliated persons, who is known by the Company to beneficially own 5% or more of the Company's Class A Common Stock. As of February 28, 2013, there were 42,687,202 shares of the Company's Class A Common Stock outstanding and 570,836,066 shares of the Company's Class B Common Stock outstanding.

Beneficial Ownership of Equity Securities

Name	Title of Security	Number of Shares	Percent of Class
Anthony G. Ambrosio	Class A Common	0	*
	Class B Common	690,587 (1)(2)(3)	*
David R. Andelman	Class A Common	22,217 (4)	*
	Class B Common	105,483 (1)(4)	*
Louis J. Briskman	Class A Common	0	*
	Class B Common	1,777,029 (1)(2)(3)	*
Joseph A. Califano, Jr.	Class A Common	2,899 (4)	*
	Class B Common	89,009 (1)(3)(4)	*
William S. Cohen	Class A Common	25,927 (4)	*
	Class B Common	73,567 (1)(4)	*
Gary L. Countryman	Class A Common	6,318 (4)	*
	Class B Common	76,110 (1)(4)	*
Charles K. Gifford	Class A Common	0	*
	Class B Common	88,708 (1)(4)	*
Leonard Goldberg	Class A Common	0	*
	Class B Common	80,312 (1)(3)	*
Bruce S. Gordon	Class A Common	0	*
	Class B Common	82,877 (1)(4)	*
Linda M. Griego	Class A Common	0	*
	Class B Common	75,806 (1)(3)(4)	*
Joseph R. Ianniello	Class A Common	0	*
	Class B Common	652,277 (1)(2)(3)	*
Arnold Kopelson	Class A Common	3,461 (4)	*
	Class B Common	73,357 (1)(4)	*
Leslie Moonves	Class A Common	0	*
	Class B Common	10,002,385 (1)(2)(3)	1.7%
Doug Morris	Class A Common	18,327 (4)	*
	Class B Common	88,167 (1)(4)	*

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Beneficial Ownership of Equity Securities				
Name	Title of Security	Number of Shares		Percent of Class
Shari Redstone	Class A Common	9,457	(4)(5)	*
	Class B Common	86,465	(1)(3)(4)(5)	*
Sumner M. Redstone	Class A Common	34,110,939	(6)	79.9%
	Class B Common	9,951,898	(1)(6)	1.7%
Frederic V. Salerno	Class A Common	24,531	(4)	*
	Class B Common	83,872	(1)(4)	*
Current directors and executive officers as a group, other than the interests of Mr. Redstone (21 persons)	Class A Common	113,137	(4)	*
	Class B Common	15,094,837	(1)(2)(3)(4)(7)	2.6%
National Amusements/NAI EH 846 University Avenue Norwood, MA 02062	Class A Common	34,110,899	(8)	79.9%
	Class B Common	5,800,000	(8)	1.0%
Mario J. Gabelli <i>et al.</i> (9) GAMCO Investors, Inc. One Corporate Center Rye, NY 10580-1435	Class A Common	4,411,381		10.3%

*

Represents less than 1% of the outstanding shares of the class.

(1)

Includes the following shares of the Company's Class B Common Stock (a) which the indicated named executive officer or director had the right to acquire on or within 60 days from February 28, 2013, through the exercise of stock options: Ambrosio, 545,263; Andelman, 39,046; Briskman, 1,459,945; Califano, 39,046; Cohen, 3,396; Countryman, 31,408; Gifford, 41,594; Goldberg, 36,501; Gordon, 41,594; Griego, 31,408; Ianniello, 506,689; Kopelson, 31,408; Moonves, 8,100,096; Morris, 31,408; Shari Redstone, 33,746; Sumner Redstone, 4,151,898; and Salerno, 21,223; and (b) underlying RSUs which will vest within 60 days from February 28, 2013 held by the indicated executive officer: Ambrosio, 324 and Ianniello, 552 (indirect, by spouse).

(2)

Includes shares held through the CBS 401(k) Plan.

(3)

Includes the following number of shares of the Company's Class B Common Stock (a) owned by family members but as to which, except in the case of Ms. Griego, the indicated named executive officer or director disclaims beneficial ownership: Califano, 927; Griego, 6,000; Ianniello, 6,513; and Moonves, 4,597; (b) held in a family partnership: Briskman, 2,784, as to which he disclaims beneficial ownership to the extent that he has no pecuniary interest; (c) held by trusts, as to which the indicated director has shared voting and investment power: Goldberg, 5,000; Moonves, 467,620; and Shari Redstone, 1,500; and (d) held in family trusts, as to which the indicated officer has sole voting and investment power: Ambrosio, 62,500; and Moonves: 276,658.

(4)

Includes (a) the following Company Class A Common Stock phantom units and Class B Common Stock phantom units credited pursuant to the Company's deferred compensation plans for Outside Directors: Andelman, 22,217 Class A and 22,329 Class B; Califano, 2,899 Class A and 2,916 Class B; Cohen, 25,927 Class A and 26,063 Class B; Countryman, 6,318 Class A and 6,320 Class B; Kopelson, 3,461 Class A and 3,458 Class B; Morris, 18,327 Class A

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and 18,423 Class B; Shari Redstone, 9,457 Class A and 9,500 Class B; and Salerno, 24,531 Class A and 24,634 Class B (including 7,918 Class A and 7,946 Class B, which amounts were deferred prior to December 31, 2005, and are held in an account in Mr. Salerno's name at Viacom Inc.); and (b) the following shares of the Company's Class B Common Stock underlying vested restricted share units ("RSUs") for which settlement has been deferred: Andelman, 44,108; Califano, 44,108; Cohen, 44,108; Countryman, 36,556; Gifford, 41,614; Gordon, 38,833; Griego, 25,454; Kopelson, 3,705; Morris, 36,556; Shari Redstone, 24,154; and Salerno, 36,556. Pursuant to the governing plans, the phantom common stock units are payable in cash and the RSUs are payable in shares of the Company's Class B Common Stock following termination of service as a director.

- (5) Ms. Redstone is a stockholder of National Amusements and has a significant indirect beneficial interest in the Company shares owned by National Amusements/NAI EH.
- (6) Includes 34,110,899 shares of the Company's Class A Common Stock and 5,800,000 shares of the Company's Class B Common Stock that are owned by National Amusements and NAI EH, a wholly owned direct subsidiary of National Amusements. Mr. Redstone is the beneficial owner of the controlling interest in National Amusements and, accordingly, beneficially owns all such shares. Based on information received from National Amusements, the shares of the Company's Class A and Class B Common Stock owned by NAI EH are pledged to NAI EH's lenders. National Amusements holds more than 50% of the Company's Class A Common Stock directly, and these shares are not pledged.
- (7) Includes 11,658,855 shares of the Company's Class B Common Stock which the current directors and executive officers as a group, other than Mr. Redstone, had the right to acquire on or within 60 days from February 28, 2013, through the exercise of stock options or through the vesting of RSUs.
- (8) Mr. Redstone is the beneficial owner of the controlling interest in National Amusements and, accordingly, beneficially owns all the Company's shares held by National Amusements and NAI EH. Based on information received from National Amusements, the shares of the Company's Class A and Class B Common Stock owned by NAI EH are pledged to NAI EH's lenders. National Amusements holds more than 50% of the Company's Class A Common Stock directly, and these shares are not pledged.
- (9) The number of shares identified is based on a Schedule 13D dated February 25, 2011 and filed with the SEC by Gamco Investors, Inc. *et al.* on March 15, 2011. The Schedule 13D reported that the Gabelli entities have investment discretion and/or voting power with respect to substantially all of such shares.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires the Company's executive officers and directors, and persons who own more than 10% of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the SEC and the NYSE and to furnish the Company with copies of all Section 16(a) forms they file. Based upon the Company's compliance program, a review of the forms furnished to the Company and written representations, the Company believes that during 2012 its executive officers, directors and greater than 10% beneficial owners complied with all applicable Section 16(a) filing requirements.

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RELATED PERSON TRANSACTIONS

Review, Approval or Ratification of Transactions with Related Persons

The Board of Directors adopted a written policy whereby the Nominating and Governance Committee reviews and approves, ratifies or takes other actions it deems appropriate with respect to a related person transaction that, under the rules of the SEC, is required to be disclosed in the Company's proxy statement. In its review, the Committee considers the related person's interest in the transaction; the material terms of the transaction, including the dollar amount involved; the importance of the transaction to the related person and the Company; whether the transaction would impair the judgment of the related person; and any other information the Committee deems appropriate.

Any member of the Committee who is a related person with respect to a transaction under review may not participate in the review or vote respecting the transaction; however, that person may be counted in determining the presence of a quorum at a meeting of the Committee that considers the transaction.

Under the policy, the Company's legal staff is primarily responsible for determining whether a related person has a direct or indirect material interest in a transaction with the Company that is required to be disclosed. The determination will be made after a review of information obtained from the related person and information available from the Company's records. The staff is responsible for establishing and maintaining policies and procedures to obtain relevant information to allow it to make the determination.

Agreements Related to Viacom Inc.

National Amusements, the Company's controlling stockholder, is also the controlling stockholder of Viacom Inc. ("Viacom"). Mr. Sumner M. Redstone, the controlling stockholder, chairman of the board of directors and chief executive officer of National Amusements, serves as the Executive Chairman of the Board of Directors for both the Company and Viacom.

During 2012, the Company, as part of its normal course of business, entered into transactions with Viacom and its subsidiaries. The Company, through its Entertainment segment, licenses its television products and leases its production facilities to Viacom's media networks businesses. In addition, the Company recognizes revenues for advertising spending placed by various subsidiaries of Viacom. Viacom also distributes certain of the Company's television products in the home entertainment market. The Company's total revenues from these transactions were \$221 million for the year ended December 31, 2012. In addition, the Company places advertisements with, leases production facilities from, and purchases other goods and services from, various subsidiaries of Viacom. The total amounts from these transactions were \$26 million for the year ended December 31, 2012. As of December 31, 2012, Viacom owed the Company approximately \$257 million, and the Company owed Viacom approximately \$2 million in connection with the Company's various normal course of business transactions with Viacom.

The Company believes that the terms of all such transactions were no more or less favorable to the Company and its businesses than they would have obtained from unrelated parties. The Company expects for the foreseeable future to continue to have transactions with Viacom.

Other Related Person Transactions

National Amusements, during 2012, paid to CBS Films, a subsidiary of the Company, approximately \$644,000 for CBS' share of revenues from the theatrical exhibition of CBS Films' motion pictures in National Amusements' theaters. In addition, National Amusements and certain of its subsidiaries place advertising on certain CBS radio stations from time to time, which amounted to approximately \$134,000 in 2012. The Company believes that the terms of these arrangements are no

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more or less favorable to the Company than it could have obtained from unrelated parties. The Company expects for the foreseeable future to continue these types of arrangements with National Amusements.

The National Center on Alcohol and Substance Abuse at Columbia University ("CASA") sponsors an annual "Family Day" event, the purpose of which is to encourage families to eat dinner together. During 2012, Mr. Califano served as Founder and Chairman of CASA, until February 2012, and thereafter as Founder and Chairman Emeritus. In 2012, certain divisions of the Company and its subsidiaries supported the cause by airing public service announcements (PSAs) that promote Family Day. It is anticipated that divisions of the Company and its subsidiaries will from time to time promote Family Day. In addition, in 2012, the Company made contributions totaling \$50,000 to CASA.

Pursuant to an agreement between a subsidiary of the Company and Panda Productions, a television and film production company owned 50% by Mr. Goldberg, he serves as an Executive Producer of CBS Network's television series, *Blue Bloods*. In connection with this agreement, during 2012, the Company paid to Panda Productions fees per episode, which are consistent with fees paid to other executive producers at Mr. Goldberg's level. The Company currently expects to pay Panda Productions additional fees for Mr. Goldberg's producer services through the 2013/2014 broadcast season and may also in the future pay additional contingent compensation to Panda Productions based upon its negotiated participation in net revenues received by the Company in connection with the *Blue Bloods* series. The Company believes that the terms of the agreement with Panda Productions are no more or less favorable to the Company than it could have obtained from unrelated parties.

Jennifer Bresnan, the wife of Mr. Ianniello since 2012, is an employee in the alternative programming department of the CBS Network. Ms. Bresnan has been an employee of the CBS Network for five years. She received compensation in 2012 in an amount consistent with the compensation paid to other employees at her level.

Julie Chen, the wife of Mr. Moonves, is a host of CBS Network's show, *The Talk*, the host of the CBS Network show *Big Brother*, and a contributor to CBS News. Ms. Chen's compensation is comparable to on-air talent in similar positions at the CBS Network, and the Company believes it is comparable to on-air talent in such positions generally.

Amy Salerno, daughter of Mr. Salerno, is an employee in the Business Development department of Showtime Networks Inc., a subsidiary of the Company. Ms. Salerno has been an employee of Showtime Networks for approximately thirteen years. She is not an executive officer of the Company or of Showtime. Ms. Salerno received compensation in 2012 in an amount consistent with the compensation paid to other employees at her level.

In November 1995, the Company entered into an agreement with Gabelli Asset Management Company ("GAMCO") pursuant to which GAMCO manages certain assets for qualified U.S. pension plans sponsored by the Company. For 2012, the Company paid GAMCO approximately \$203,000 for such investment management services. The Company believes that the terms of the agreement with GAMCO are no more or less favorable to the Company than it could have obtained from unrelated parties. Entities that are affiliated with GAMCO collectively own 4,411,381 shares of the Company's Class A Common Stock, according to a Schedule 13D filed with the SEC on March 15, 2011 by such entities, the latest filing available, which shares, as of February 28, 2013, represented approximately 10.3% of the outstanding shares of the class.

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ITEM 1 ELECTION OF DIRECTORS

The election of 14 directors is proposed by the Board of Directors, each director to hold office, in accordance with the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, until the next annual meeting or until his or her successor is duly elected and qualified. The Company's Board proposes for election: David R. Andelman, Joseph A. Califano, Jr., William S. Cohen, Gary L. Countryman, Charles K. Gifford, Leonard Goldberg, Bruce S. Gordon, Linda M. Griego, Arnold Kopelson, Leslie Moonves, Doug Morris, Shari Redstone, Sumner M. Redstone and Frederic V. Salerno. All of the nominees are current members of the Company's Board who were elected at the Company's 2012 Annual Meeting of Stockholders.

In accordance with the Board's recommendation, the proxy holders will vote the shares of the Company's Class A Common Stock covered by the respective proxies for the election of each of the 14 director nominees set forth below, unless the stockholder gives instructions to the contrary. If, for any reason, any of the director nominees become unavailable for election, the proxy holders may exercise discretion to vote for substitute nominees proposed by the Board. Each of the director nominees has indicated that he or she will be able to serve if elected and has agreed to do so.

Information about each director nominee is set forth below:

David R. Andelman

Age 73

Director since 2000

Mr. Andelman is a senior partner associated with the law firm of Lourie & Cutler, P.C. in Boston, Massachusetts since 1964. Mr. Andelman also serves as a director and treasurer of Lourie & Cutler. He is also a director of National Amusements. He has held no other directorships during the past five years.

Mr. Andelman is an accomplished attorney, practicing law for 49 years with a focus in tax, estate and business planning. His legal acumen positions him as an invaluable advisor in the Company's deliberations. Mr. Andelman also provides institutional knowledge of the Company and continuity on the Company's Board, having served on the Board for 13 years.

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Joseph A. Califano, Jr.
Age 81
Director since 2003

Mr. Califano is Founder and Chairman Emeritus of the Board of The National Center on Addiction and Substance Abuse at Columbia University ("CASA"). Prior to becoming Founder and Chairman Emeritus, effective February 1, 2012, Mr. Califano served as Founder and Chairman of CASA, commencing in 1992, and also served as its President from 1992 through May 1, 2009. Mr. Califano has served as Adjunct Professor of Public Health at Columbia University's Medical School and School of Public Health since 1992 and is a member of the Institute of Medicine of the National Academy of Sciences. He was senior partner of the Washington, D.C. office of the law firm Dewey Ballantine from 1983 to 1992. Mr. Califano served as the United States Secretary of Health, Education, and Welfare from 1977 to 1979, and he served as President Lyndon B. Johnson's Assistant for Domestic Affairs from 1965 to 1969. He is the author of 12 books. Mr. Califano is also a director of Willis Group Holdings PLC. During the past five years, he was also a director of Midway Games Inc. (2004-2009).

As the Founder and Chairman Emeritus and former senior executive of a nonprofit organization at a major university, Mr. Califano brings to the Board a distinctive ability to advise on public policy issues that may affect the Company and its reputation. In addition, his prior service at the highest levels of the federal government for more than 10 years and as an accomplished attorney in private practice in Washington, D.C. and New York provides the Board with insight on matters related to the federal government's regulation of the Company's businesses. From this experience plus his past and present directorship experience, which includes service on audit, financial and executive committees, Mr. Califano provides meaningful leadership in these areas and with respect to the implementation of sound corporate governance practices.

William S. Cohen
Age 72
Director since 2003

Mr. Cohen has been Chairman and Chief Executive Officer of The Cohen Group, a business consulting firm, since January 2001. Prior to founding The Cohen Group, Mr. Cohen served as the United States Secretary of Defense from January 1997 to 2001. He also served as a United States Senator from 1979 to 1997, and as a member of the United States House of Representatives from 1973 to 1979. During the past five years, he was also a director of RLJ Acquisition, Inc. (1999-2012).

Mr. Cohen currently serves as the principal executive officer of a privately held global consulting group that provides global business consulting services and advice on tactical and strategic opportunities in multiple global markets. This experience, coupled with his prior 28 years of service at the highest levels of the federal government, makes Mr. Cohen an invaluable, skilled advisor to the Board on global economic and political conditions and on the development of international strategies.

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Gary L. Countryman

Age 73

Director since 2007

Mr. Countryman has been Chairman Emeritus of the Liberty Mutual Group since 2000. He served as Chairman of Liberty Mutual Group from 1986 to 2000 and as Chief Executive Officer from 1986 to 1998. Mr. Countryman is also Vice Chairman of the Dana-Farber Cancer Institute. During the past five years, he was also a director of Bank of America Corporation (2004-2009), Liberty Mutual Group (1986-2012) and NSTAR (1999-2012).

Mr. Countryman's 40-year career in the insurance industry provides the Board with financial expertise and an understanding of the management of risk from an insurance perspective. His leadership in transforming Liberty Mutual from a domestic to an international financial services group and overseeing a complex, highly regulated group of insurance companies is relevant to the Board's oversight of the Company's global businesses and complex regulations. Mr. Countryman is an experienced director, whose breadth of experience includes past and present service on executive personnel, executive, investment and nominating committees.

Charles K. Gifford

Age 70

Director since 2006

Mr. Gifford has been Chairman Emeritus of Bank of America Corporation since February 2005. He was Chairman and Chief Executive Officer of BankBoston prior to its 1999 merger with Fleet Financial Group and became President and Chief Operating Officer of the combined companies. Mr. Gifford became Chief Executive Officer of FleetBoston Financial in 2001 and Chairman in 2002. Mr. Gifford is also a director of Bank of America Corporation and Northeast Utilities. During the past five years, he was also a director of NSTAR (1999-2012).

Mr. Gifford, through an accomplished career overseeing large complex financial institutions in the banking industry, brings important business and financial expertise to the Board in its deliberations on complex transactions and other financial matters. In addition, his breadth of director experience, which includes his service on executive, executive personnel, credit, governance and nominating, compensation and audit committees, as well as his previous service as the lead trustee of NSTAR, provides valuable contributions to the Board in implementing good corporate governance.

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Leonard Goldberg
Age 79
Director since 2007

Mr. Goldberg has been President of Mandy Films, Inc. and Panda Productions, Inc., both independent television and film production companies, since 1984. He is currently Executive Producer of the hit CBS television series, *Blue Bloods*. He was President of Twentieth Century Fox from 1987 to 1989. In addition, from 1972 to 1984, he partnered with producer Aaron Spelling to launch various television series and made-for-television movies. Prior to that, Mr. Goldberg served as Vice President of Production at Screen Gems (now Columbia Pictures Television) from 1969 to 1972. During the years 1961 to 1969, he served in various positions with the ABC Network, advancing to Head of Programming. He has held no other directorships during the past five years.

With over 50 years of executive and creative experience in the television and film industries, Mr. Goldberg brings a deep understanding of the Company's core television and film businesses. He is well-positioned to advise directly on the strategic direction of the Company's Entertainment segment, including with respect to providing insight into the management of the Company's executive and creative talent.

Bruce S. Gordon
Age 67
Director since 2006

Mr. Gordon served as President and Chief Executive Officer of the National Association for the Advancement of Colored People ("NAACP") from August 2005 to March 2007. In December 2003, Mr. Gordon retired from Verizon Communications where he had served as President, Retail Markets Group since June 2000. Prior to that, Mr. Gordon served as Group President, Enterprise Business with Bell Atlantic Corporation (Verizon's predecessor) since December 1998. He served as Group President, Consumer and Small Business Services of Bell Atlantic from 1993 to August 1997, and as Group President, Retail, from August 1997 to December 1998. Mr. Gordon is also a director of Northrop Grumman Corporation and The ADT Corporation. During the past five years, he was also a director of Tyco International Ltd. (2003-2012).

Having completed a 35-year career as a top executive in the telecommunications industry in 2003, Mr. Gordon became the first business executive to head the NAACP from 2005 to 2007. In addition to bringing significant leadership experience to the Board from his previous executive officer positions, the combination of proven business acumen and experience in public service makes Mr. Gordon a valuable advisor on business practices, including those with social policy implications. For example, he has been an instrumental advisor in the Company's re-affirmation of its diversity commitment programs. Also, Mr. Gordon's current service on two other boards, including service on nominating and governance, compensation and policy committees and as a non-Executive Chairman of a public company, gives him a deep understanding of public company governance.

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Linda M. Griego
Age 65
Director since 2007

Ms. Griego has served, since 1986, as President and Chief Executive Officer of Griego Enterprises, Inc., a business management company. For more than 20 years, she oversaw the operations of Engine Co. No. 28, a prominent restaurant in downtown Los Angeles that she founded in 1988. From 1990 to 2000, Ms. Griego held a number of government-related appointments, including Deputy Mayor of the city of Los Angeles, President and Chief Executive Officer of the Los Angeles Community Development Bank, and President and Chief Executive Officer of Rebuild LA, the agency created to jump-start inner-city economic development following the 1992 Los Angeles riots. Over the past two decades, she has also served on a number of government commissions and boards of directors of nonprofit organizations, including current service on the boards of the David and Lucile Packard Foundation, the Martin Luther King, Jr. Hospital, and the Community Development Technologies Center. Ms. Griego has served as a director of publicly traded and private corporations, including presently serving as director of AECOM Technology Corporation and the American Funds (3 funds). During the past five years, she was also a director of City National Corporation (2006-2009) and Southwest Water Company (2001-2010).

With the breadth of her leadership experience as a businesswoman, in the public sector through her multiple government appointments and extensive community-based participation in Los Angeles, an area where the Company has a significant presence, and on multiple not-for-profit boards, Ms. Griego provides the Board with financial and business acumen, as well as public policy expertise as it relates to business practices. Ms. Griego is also an experienced director, including current service on other audit, compensation and organization, and nominating and governance committees, with demonstrated expertise in the application of sound corporate governance principles.

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Arnold Kopelson
Age 78
Director since 2007

Mr. Kopelson has been Co-Chairman and Co-President of Kopelson Entertainment, through which he produces films and finances the acquisition and development of screenplays, since 1979. Prior to that, he practiced entertainment and banking law, specializing in motion picture financing. He has been honored with a Best Picture Academy Award, a Golden Globe, and an Independent Spirit Award, and his films have generated 17 Academy Award nominations. Mr. Kopelson serves on the Executive Committee of the Producers Branch of the Academy of Motion Picture Arts and Sciences. He has held no other directorships during the past five years.

As an Academy Award-winning producer, Mr. Kopelson brings to the Board a significant depth of knowledge of the entertainment industry. This encompasses 34 years of executive and creative experience in film production and financing, as well as his prior experience in practicing entertainment and banking law. With his film industry experience and affiliations, Mr. Kopelson is a skilled advisor on the strategic direction of the Company's Entertainment segment and provides insight into the management of the Company's executive and creative talent.

Leslie Moonves
Age 63
Director since 2006

Mr. Moonves has been President and Chief Executive Officer of the Company since January 2006. Previously, Mr. Moonves served as Co-President and Co-Chief Operating Officer of Former Viacom from June 2004 through December 2005. Prior to that, he served as Chairman and Chief Executive Officer of CBS Broadcasting since 2003 and as its President and Chief Executive Officer since 1998. Mr. Moonves joined former CBS Corporation in 1995 as President, CBS Entertainment. Prior to that, Mr. Moonves was President of Warner Bros. Television since July 1993. During the past five years, he was also a director of KB Home (2004-2012).

As the Company's President and Chief Executive Officer, Mr. Moonves provides a critical link to management's perspective in Board discussions regarding the businesses and strategic direction of the Company. With his experience in all aspects of the Company's global businesses, having served in executive positions with the Company for the past 18 years, coupled with his service on the Board since the Separation, he provides the Board with unique institutional knowledge of the Company. Mr. Moonves is widely recognized as one of the most influential leaders in the entertainment industry. He is also an experienced director, with his service on the boards of multiple industry associations, and his prior service on other public company boards.

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Doug Morris

Age 74

Director since 2007

Mr. Morris has been the Chief Executive Officer of Sony Music Entertainment ("Sony") since July 2011. Previously, he served as Chairman of Universal Music Group ("UMG") from November 1995 through early March 2011, as its Chairman and Chief Executive Officer from November 1995 to July 2010, and as its Chairman and Co-Chief Executive Officer for the remainder of 2010. In July 1995, he formed a joint venture with Universal Music Group for a full-service record label. Prior to that, Mr. Morris served as President and Chief Operating Officer of Warner Music U.S. commencing in 1994 and was soon after appointed Chairman. He served as President of Atlantic Records and Co-Chief Executive Officer of the Atlantic Recording Group from 1980 to 1994. Mr. Morris began his career as a songwriter, producer, and the founder of his own record label, which was acquired by Atlantic Records in 1978. During the past five years, he was also a director of Activision Blizzard, Inc. (2008-2011).

Mr. Morris brings to the Board significant leadership experience from his executive positions at industry-leading international music companies, including his position at Sony and his prior positions at UMG. As both Sony and UMG are involved in the development, manufacturing, marketing, sales and distribution of recorded music through a network of subsidiaries, joint ventures and licensees in multiple countries around the world, Mr. Morris brings his direct experience overseeing a business structure focused on content creation and distribution to advise on the strategic direction of the Company's businesses with a global footprint.

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Shari Redstone¹

Age 58

Director since 1994

Ms. Redstone is a media executive with a wide-ranging background in numerous aspects of the entertainment industry and related ventures. She is also a Vice Chair of the Board of Directors of Viacom Inc. and Vice Chair of the Board of Directors of the Company. During the past five years, she was also director of Midway Games (2004-2008).

Since 2000, she has been President of National Amusements, one of the top 10 movie exhibitors in the United States. Ms. Redstone has expanded the company's international footprint and its exploration of new technologies.

Ms. Redstone is also Co-founder and Managing Partner of Advancit Capital, a venture capital firm launched in 2011 which focuses on early stage investments in media, entertainment and technology. In addition, she is Co-Chairman of MovieTickets.com, Inc. and is a member of the Board of Directors and Executive Committee for the National Theatre Owners Association (NATO). Ms. Redstone earned a BS from Tufts University and a JD and a Masters in Tax Law from Boston University. She practiced corporate law, estate planning and criminal law in the Boston area before joining National Amusements.

With a deep commitment to the community, Ms. Redstone is actively involved in a variety of charitable, civic and educational organizations. She is currently a member of the Board of Directors at Combined Jewish Philanthropies and the John F. Kennedy Library Foundation. Ms. Redstone sits on the Board of Trustees at Dana Farber Cancer Institute. Ms. Redstone joined the Board and Executive Committee of "Our Time," a mass-membership organization that stands for the economic interests and political inclusion of young Americans aged 18-30. She is also on the Local Advisory Board and Executive Committee for BUILD, a non-profit organization which uses entrepreneurship to propel low income youth through high school and into college.

Ms. Redstone brings to the Board, and to her position as its Vice Chair, extensive industry and executive expertise, as well as legal acumen from her prior experience as a practicing attorney. That broad experience and entertainment industry knowledge directly assist the Board in overseeing the management of the Company. Ms. Redstone also brings to the Board's deliberations a direct knowledge of global growth strategies for the Company's businesses. She is an experienced director through her service on the boards of multiple industry associations, other public companies and charitable organizations. Ms. Redstone also provides institutional knowledge of the Company and continuity on the Company's Board, having served as a Board member for 19 years.

¹ Ms. Redstone is Sumner Redstone's daughter. There are no other director nominees related to any other director or executive officer by blood, marriage or adoption.

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Sumner M. Redstone¹

Age 89

Director since 1986

Mr. Redstone is the Company's Founder and has been Executive Chairman of the Board since January 2006. He was Chairman of the Board of Former Viacom from 1987 through 2005 and served as Chief Executive Officer of Former Viacom from 1996 through 2005. Mr. Redstone has also served as Chairman of the Board of National Amusements since 1986 and Chief Executive Officer of National Amusements since 1967. He served as President of National Amusements from 1967 through 1999. Mr. Redstone served as the first Chairman of the Board of the National Association of Theatre Owners and is currently a member of its Executive Committee. Mr. Redstone has been a frequent lecturer at universities, including Harvard Law School, Boston University Law School and Brandeis University. Mr. Redstone graduated from Harvard University in 1944 and received a LL.B. from Harvard University School of Law in 1947. Upon graduation, Mr. Redstone served as Law Secretary with the United States Court of Appeals and then as a Special Assistant to the United States Attorney General. Mr. Redstone served in the Military Intelligence Division during World War II. While a student at Harvard, he was selected to join a special intelligence group whose mission was to break Japan's high-level military and diplomatic codes. Mr. Redstone received, among other honors, two commendations from the Military Intelligence Division in recognition of his service, contribution and devotion to duty. He is also a recipient of the Army Commendation Award. Mr. Redstone is also Chairman of the Board of National Amusements and serves as Executive Chairman of the board of directors and Founder of Viacom. He has held no other directorships during the past five years.

Mr. Redstone, with over 59 years as a renowned leader in the entertainment industry, has played a significant role in the entertainment and communications industries, through his ownership and executive positions at National Amusements, Viacom and this Company and his multiple leadership positions held at various industry associations. This industry and business experience, as well as his leadership experience in multiple entertainment and media company acquisitions and reorganizations, brings direct expertise to the Board's oversight of this Company's corporate and business strategies. His years of experience as a leader in multiple civic and community affairs and as a practicing attorney add to his position as an important advisor in this Company's deliberations. Mr. Redstone is also unsurpassed in his institutional knowledge of this Company and service on this Company's Board, having served on the Board for 27 years, and is thus uniquely qualified to be the Board's Chairman.

¹ Ms. Redstone is Sumner Redstone's daughter. There are no other director nominees related to any other director or executive officer by blood, marriage or adoption.

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Frederic V. Salerno
Age 69
Director since 2007

Mr. Salerno is a retired Vice Chairman and Chief Financial Officer of Verizon Communications Inc., a position he held from June 2000 to October 2002. Prior to that, Mr. Salerno served as Vice Chairman and Chief Financial Officer of Bell Atlantic Corporation (Verizon's predecessor) from August 1997. Prior to the merger of Bell Atlantic and NYNEX Corporation, Mr. Salerno served as Vice Chairman, Finance and Business Development of NYNEX from 1994 to 1997. Mr. Salerno was Vice Chairman of the Board of NYNEX and President of the NYNEX Worldwide Services Group from 1991 to 1994. Prior to the Separation, Mr. Salerno served as a director of Former Viacom from 1994 through 2005. Mr. Salerno is also a director of Akamai Technologies, Inc., IntercontinentalExchange, Inc., National Fuel Gas Company (Mr. Salerno has advised National Fuel that he will not be standing for re-election in 2014) and Viacom. During the past five years, he was also a director of Bear Stearns Companies Inc. (1992-2008) and Popular Inc. (2003-2011).

Mr. Salerno, through his prior principal financial officer and other executive positions held during his 37-year career in the telecommunications industry, provides the Board with a depth of business acumen and financial expertise important in analyzing complex financial transactions and overseeing financial and accounting matters for a large public company, including with respect to service on the Company's Audit Committee. Mr. Salerno is an experienced director bringing a broad and deep understanding of public company governance from his past and current service on other public company boards and various committees. He provides valuable institutional knowledge of the Company and continuity on the Company's Board, having served a total of 17 years on the Board.

RECOMMENDATION OF THE BOARD OF DIRECTORS

The Board of Directors recommends a vote "FOR" the election of each of the director nominees named above.

Table of Contents**DIRECTOR COMPENSATION****Outside Director Compensation During 2012**

The following table sets forth information concerning the compensation of the Company's Outside Directors for 2012.

Name	Fees Earned or Paid in Cash (\$) (1)	Stock Awards (\$) (2)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) (3)	All Other Compensation (\$) (4)	Total (\$) (5)
Andelman, David R.	100,000	170,020	17	0	270,037
Califano, Jr., Joseph A.	144,000	170,020	3,086	7,500	324,606
Cohen, William S.	120,000	170,020	25	0	290,045
Countryman, Gary L.	144,000	170,020	464	5,000	319,484
Gifford, Charles K.	150,000	170,020	2,124	7,500	329,644
Goldberg, Leonard	100,000	170,020		7,000	277,020
Gordon, Bruce S.	120,000	170,020		0	290,020
Griego, Linda M.	112,000	170,020		2,800	284,820
Kopelson, Arnold	100,000	170,020	2	0	270,022
Morris, Doug	120,000	170,020	18	0	290,038
Redstone, Shari	100,000	170,020	5	7,500	277,525
Salerno, Frederic V.	112,000	170,020	10	0	282,030

(1) Reflects cash amounts earned in 2012 for the annual board retainer, committee chair retainers and meeting fees for committee meetings. These amounts include cash deferred by Messrs. Andelman, Califano, Cohen and Morris and Ms. Redstone under the CBS Corporation Deferred Compensation Plan for Outside Directors.

(2) These amounts reflect the grant date fair value determined in accordance with FASB ASC Topic 718 of the annual grant of restricted share units to each Outside Director under the amended and restated CBS Corporation 2005 RSU Plan for Outside Directors. For a discussion of the assumptions made in calculating the grant date fair value amounts for 2012, see "RSUs and PSUs" in Note 11 to the audited 2012 consolidated financial statements on page II-63 in the Company's Form 10-K for the fiscal year ended December 31, 2012. The aggregate number of unvested restricted share units outstanding as of the fiscal year ended December 31, 2012 for each Outside Director was 5,881. The aggregate number of option awards outstanding (from prior year grants) as of the fiscal year ended December 31, 2012 for each Outside Director was as follows: Andelman, 40,744; Califano, 53,478; Cohen, 17,828; Countryman, Griego, Kopelson and Morris, 33,106; Gifford and Gordon, 43,292; Goldberg, 38,199; Redstone, 35,444; and Salerno, 22,921.

(3) Interest that accrues on deferred accounts under the CBS Corporation Deferred Compensation Plan for Outside Directors is accrued at the prime rate in effect at Citibank, N.A. at the beginning of each calendar quarter. For 2012, the prime rate represented an interest rate that was more than 120% of the long-term applicable federal rate published by the Internal Revenue Service and therefore is deemed to be preferential for purposes of this table. Accordingly, amounts in the table reflect the amount of interest accrued for each Outside Director in 2012 that exceeded the amount of interest that would have been accrued at 120% of the long-term applicable federal rate published by the Internal Revenue Service. Messrs. Goldberg and Gordon and Ms. Griego do not have any deferred cash amounts.

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(4)

Amounts reflect the aggregate value of all matching contributions made by the Company on behalf of the director for 2012 under the CBS Corporation Matching Gifts Program for Directors. Under the program, the Company matches donations made by a director to eligible tax-exempt organizations at the rate of one dollar for each dollar donated up to \$7,500 for each fiscal year.

Description of Director Compensation

Directors of the Company who are not employees of the Company or any of its subsidiaries are "Outside Directors" as defined in the director plans described below. Outside Directors receive compensation for their service on the Board and are eligible to participate in these director plans. Messrs. Andelman, Califano, Cohen, Countryman, Gifford, Goldberg, Gordon, Kopelson, Morris and Salerno and Ms. Griego and Redstone are currently deemed Outside Directors. Messrs. Redstone and Moonves are not compensated for serving on the Board and are not eligible to participate in any director plans, other than the Matching Gifts Program for Directors.

Cash Compensation

The Company pays the following cash compensation to Outside Directors:

A \$100,000 annual Board retainer, payable in equal installments quarterly in advance;

A \$20,000 annual Committee Chair retainer for the chair of each of the Audit Committee, the Compensation Committee, and the Nominating and Governance Committee, payable in equal installments quarterly in advance;
and

A per meeting attendance fee of \$2,000 to committee members for each meeting of the Audit Committee, the Compensation Committee and the Nominating and Governance Committee.

Deferred Compensation Plan

The Company maintains deferred compensation plans for Outside Directors (the "Director Deferred Compensation Plans"). Under the Director Deferred Compensation Plans, Outside Directors may elect to defer their Board and committee retainer and committee meeting fees. Deferred amounts are credited during a calendar quarter to an interest-bearing income account or a stock unit account in accordance with the director's prior election. Amounts credited to an income account bear interest at the prime rate in effect at the beginning of each calendar quarter. Amounts credited to a stock unit account are deemed invested in phantom units for shares of the Company's Class A Common Stock and Class B Common Stock on the first day of the calendar quarter following the quarter in which the amounts are credited, with the number of shares calculated based on the closing market prices on that first day. Until the amounts credited to the stock unit account are converted into phantom units, these credited amounts bear interest at the prime rate in effect at the beginning of the relevant calendar quarter.

Upon a director's leaving the Board, the amounts deferred under the Director Deferred Compensation Plans are paid in cash in a lump sum or in three or five annual installments, based on the director's prior election, with the lump sum or initial annual installment becoming payable on the later of six months after the director leaves the Board (90 days after the director leaves the Board in the case of amounts deferred before January 1, 2005) or January 15th of the following year. The value of a stock unit account is determined by reference to the average of the respective closing market prices of the Company's Class A Common Stock and Class B Common Stock on the NYSE on each trading date during the four-week period ending five business days prior to the initial payment date. Amounts paid in installments accrue interest until the final installment is paid.

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Equity Compensation

The Company maintains the amended and restated CBS Corporation 2005 RSU Plan for Outside Directors (the "Director RSU Plan") and the amended and restated CBS Corporation 2000 Stock Option Plan for Outside Directors (the "Director Option Plan").

Stock Awards

Outside Directors receive the following awards under the Director RSU Plan:

an annual grant of RSUs with a value of \$170,000 based on the closing price of the Company's Class B Common Stock on the NYSE on the date of grant, which RSUs vest one year from the date of grant; and

Prorated RSU grants for Outside Directors who join the Board following the date of the annual RSU grant, but during the calendar year of the grant. Prorated grants will be made five business days following the date an Outside Director joins the Board, and will be determined by multiplying the number of months remaining in the calendar year from the date the Outside Director joins the Board (counting the month of joining as a full month), by the value of the annual RSU grant for that calendar year divided by 12, then divided by the closing price of the Company's Class B Common Stock on the NYSE on the date of grant. Prorated RSU grants vest on the first anniversary of the date of grant of the annual RSU grant that was awarded during the calendar year in which the Outside Director received such prorated RSU grant.

RSUs are payable to Outside Directors in shares of the Company's Class B Common Stock upon vesting unless the Outside Director elects to defer the settlement to a future date. Outside Directors are entitled to receive dividend equivalents on the RSUs in the event the Company pays a regular cash dividend on its Class B Common Stock. Dividend equivalents will accrue on the RSUs (including RSUs for which settlement has been deferred) in accordance with the Director RSU Plan until the RSUs are settled.

Option Awards

On the date a director joins the Board as, or otherwise becomes, an Outside Director, he or she receives an initial grant of 12,734 stock options to purchase shares of the Company's Class B Common Stock under the Director Option Plan. This grant vests one year from the date of grant and the exercise price for grants made under the Director Option Plan is the closing price of the Company's Class B Common Stock on the NYSE on the date of grant, or if such day is not a business day, on the business day immediately preceding the date of grant.

Matching Gifts Program for Directors

All directors are eligible to participate in the Company's Matching Gifts Program for Directors. Under the program, the Company matches donations made by a director to eligible tax-exempt organizations at the rate of one dollar for each dollar donated up to \$7,500 for each fiscal year. The purpose of the program is to recognize the interest of the Company and its directors in supporting eligible organizations.

Other

Expenses: Directors are reimbursed for expenses incurred in attending Board, committee and stockholder meetings (including travel and lodging) in accordance with the Company's normal travel policies.

Director Attendance at Certain Other Events: CBS Corporation believes it is in its best interest for directors to participate in certain Company events and other events to meet with management, customers, talent and others important to the Company's business. The Board has established a policy on director attendance at these events. Under the policy, tickets to events that are designated as having a business purpose are allocated to directors. In addition, the Company reimburses directors for travel and related expenses in accordance with the Company's normal travel policies.

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**ITEM 2 RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has appointed PricewaterhouseCoopers LLP ("PwC") as the Company's independent registered public accounting firm for the year ending December 31, 2013, subject to stockholder ratification. The Audit Committee has reviewed PwC's independence from the Company as described in the "Report of the Audit Committee." In appointing PwC as the Company's independent registered public accounting firm for the year ending December 31, 2013, and in recommending that the Company's stockholders ratify the appointment, the Audit Committee has considered whether the non-audit services provided by PwC were compatible with maintaining PwC's independence from the Company and has determined that such services do not impair PwC's independence.

Representatives of PwC are expected to be present at the Annual Meeting and will be given an opportunity to make a statement if they desire to do so. They will also be available to respond to questions at the Annual Meeting.

RECOMMENDATION OF THE BOARD OF DIRECTORS

The Board of Directors recommends a vote "FOR" the ratification of the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for fiscal year 2013.

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REPORT OF THE AUDIT COMMITTEE

The following Report of the Audit Committee does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent the Company specifically incorporates such information by reference.

The Audit Committee Charter states that the purpose of the Audit Committee is to oversee the accounting and financial reporting processes of the Company and the audit of the consolidated financial statements of the Company. The Audit Committee also assists the Board of Directors' oversight of:

The quality and integrity of the Company's consolidated financial statements and related disclosures;

Evaluation of the effectiveness of the Company's internal control over financial reporting and risk management;

The Company's compliance with legal and regulatory requirements;

The independent auditor's qualifications and independence; and

The performance of the Company's internal audit function and independent auditor.

Under the Audit Committee Charter, the Audit Committee's authorities and duties include, among other things:

Direct responsibility for the appointment, retention, termination, compensation and oversight of the work of the independent auditor, which reports directly to the Audit Committee, and the sole authority to pre-approve all services provided by the independent auditor;

Reviewing and discussing the Company's annual audited financial statements, quarterly financial statements and earnings releases with the Company's management and its independent auditor;

Reviewing the organization, responsibilities, audit plan and results of the internal audit function;

Reviewing with management, the internal auditor and the independent auditor the effectiveness of the Company's internal control over financial reporting and disclosure controls and procedures;

Reviewing with management material legal matters and the effectiveness of the Company's procedures to ensure compliance with legal and regulatory requirements; and

Overseeing the Company's compliance program and obtaining periodic reports from the Chief Compliance Officer.

The Audit Committee also discusses certain matters with the independent auditor on a regular basis, including the Company's critical accounting policies, certain communications between the independent auditor and management, and the qualifications of the independent auditor.

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The full text of the Audit Committee Charter is available on CBS Corporation's website at www.cbscorporation.com. The Audit Committee assesses the adequacy of its Charter at least every other year, or more frequently as the Committee may determine.

The Company's management is responsible for the preparation of the Company's consolidated financial statements, the financial reporting processes and maintaining effective internal control over financial reporting. The independent auditor is responsible for performing an audit of the consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight

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Board ("PCAOB") and expressing an opinion on the conformity of the audited consolidated financial statements to U.S. generally accepted accounting principles. The independent auditor also expresses an opinion on the effectiveness of the Company's internal control over financial reporting. The Audit Committee monitors and oversees these processes.

As part of its oversight role, the Audit Committee has reviewed and discussed with management and the Company's independent auditor, PricewaterhouseCoopers LLP ("PwC"), the Company's audited consolidated financial statements for the year ended December 31, 2012, the Company's disclosures under "Management's Discussion and Analysis of Results of Operations and Financial Condition" in the Company's 2012 Annual Report on Form 10-K and matters relating to the effectiveness of the Company's internal control over financial reporting as of December 31, 2012.

The Audit Committee has also discussed with PwC all required communications, including the matters required to be discussed pursuant to PCAOB AU 380 (Communication With Audit Committees). In addition, the Audit Committee has received the written disclosures and the letter from PwC required by applicable requirements of the PCAOB regarding the independent accountant's communications with the Audit Committee concerning independence and has discussed with PwC the firm's independence from the Company.

Based on the Audit Committee's review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

Members of the Audit Committee

Gary L. Countryman, Chair
Joseph A. Califano, Jr.
Linda M. Griego
Frederic V. Salerno

Table of Contents**FEES FOR SERVICES PROVIDED BY THE INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM**

The following table sets forth fees for professional services rendered by PwC to the Company and its subsidiaries for each of the years ended December 31, 2012 and 2011.

	2012	2011
Audit Fees	\$ 8,681,000	\$ 8,013,000
Audit-Related Fees(1)	926,000	715,000
Tax Fees(2)	2,324,000	822,000
All Other Fees(3)	11,000	28,000
Total	\$ 11,942,000	\$ 9,578,000

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- (1) Audit-related fees (i) for 2012 principally related to employee benefit plan audits, attestation services required by contract and the preparation of carve-out financial statements for CBS Outdoor, and (ii) for 2011 principally related to employee benefit plan audits, audits attesting to the control environment and other attestation services required by contract.
- (2) Tax fees (i) for 2012 principally related to transfer pricing studies, tax compliance, and, with respect to \$1,010,000 of the 2012 tax fees, assistance and advice in connection with the initial feasibility for and the conversion of the Outdoor operations in the Americas into a real estate investment trust, and (ii) for 2011 principally related to tax compliance, tax advice and tax planning services for domestic and international subsidiaries.
- (3) All other fees for 2012 and 2011 principally related to license fees for the use of PwC reference materials and publications and access to various online tools.

Audit Committee Pre-Approval of Services Provided by PwC

All audit and non-audit services provided to the Company by PwC for 2012 were pre-approved by either the full Audit Committee or the Chair of the Audit Committee. Under the Audit Committee's pre-approval policies and procedures in effect during 2012, the Chair of the Audit Committee was authorized to pre-approve the engagement of PwC to provide certain specified audit and non-audit services, and the engagement of any accounting firm to provide certain specified audit services, up to a maximum amount of \$200,000 per engagement, with the total amount of such authorizations outstanding that have not been reported to the Audit Committee not to exceed an aggregate of \$1,000,000. The Audit Committee receives regular reports on the engagements approved by the Chair pursuant to this delegation. For 2013, the Audit Committee adopted the same pre-approval policies and procedures that were in effect for 2012, which permit the Chair to pre-approve the specified audit and non-audit services up to a maximum amount of \$200,000 per engagement, with the total amount of such authorizations outstanding that have not been reported to the Audit Committee not to exceed an aggregate of \$1,000,000.

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COMPENSATION DISCUSSION AND ANALYSIS

Fiscal Year 2012 Executive Summary

Company Performance

CBS Corporation had a record-breaking 2012 fiscal year, building upon its stellar performances from the prior two fiscal years to achieve the highest financial results since the Separation in certain key metrics, and continued to outperform its media peers in various categories, despite the less than robust macroeconomic environment. This strong performance directly resulted from the continued leadership of the senior management team in executing on the Company's key strategic objectives, including optimizing the Company's portfolio of assets and driving growth by capitalizing on the demand for its top-tier content and diversifying revenue streams through new distribution channels and markets. The execution of this strategy, with cumulative successes over the past three years, has continued to cultivate significant rewards for shareholders and position the Company for long-term success.

The Company delivered record-breaking results and continued to outpace its diversified media peers (identified below) in certain key metrics, fortify its financial position and long-term sustainability and build upon the value delivered to stockholders, all of which reflect the cumulative effects of stellar performance for three years in a row:

During 2012, the Company's stock continued to perform strongly:

The Company's Class B Common Stock appreciated 40%, and the Company recorded its highest closing stock price since the Separation;

The Company's market capitalization increased by approximately \$6.5 billion during 2012, based on diluted shares outstanding at fiscal year-end; and

The stock price appreciation exceeded for the fourth consecutive calendar year the average of the Company's diversified media peers (31% appreciation for 2012) and the S&P 500 Index (13% appreciation for 2012), resulting in cumulative share price appreciation for the past three years for the Company that significantly outpaced the average of such appreciation for the Company's diversified media peers and the S&P 500 Index.

The Company had record-breaking results for 2012, with the highest revenues, operating income, adjusted OIBDA (*i.e.*, operating income before depreciation and amortization), adjusted OIBDA margins, and adjusted diluted earnings per share from continuing operations ("EPS") since the Separation.

Operating income, adjusted OIBDA and adjusted diluted EPS had double-digit growth during 2012, with 14%, 10% and 23% growth, respectively (See Annex A, "Reconciliation of Non-GAAP Measures").

Adjusted OIBDA margin improved by approximately 160 basis points to 25% (See Annex A, "Reconciliation of Non-GAAP Measures").

The Company exceeded its internal budgets for 2012 for both OIBDA and Free Cash Flow ("FcF") (*i.e.*, OIBDA, less cash interest, taxes paid, working capital requirements and capital expenditures).

The Company maintained a high level of FcF conversion, which was almost 50% (excluding contributions to its qualified pension plans) for 2012 (see Annex A, "Reconciliation of Non-GAAP

Measures").

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The Company continued to deliver on its commitment to return value and capital to shareholders by:

Generating a total shareholder return ("TSR") (*i.e.*, the total return of a stock to an investor, including stock price appreciation plus dividends) of 42% during 2012 a top-performer among its diversified media peers;

Continuing to increase its dividend payments up 40% for total dividends paid per share in 2012 versus the prior year; and

Increasing the share repurchase program, by adding \$1.7 billion to the amount authorized under the program.

The Company continued to strengthen its balance sheet by refinancing debt to take advantage of lower borrowing costs, which is expected to result in annualized interest expense savings of approximately \$53 million.

The CBS Television Network ("Network") maintained its lead in certain Nielsen Media Research ratings categories as a result of the Company's continued focus on producing high-quality content. As a result of its hit shows in the prior 2011-2012 season, the Network was able to deliver a large scale renewal of 18 series and claimed the #1 and #2 most-watched new programs for the period commencing with the 2012-2013 season through the end of 2012. The Network led its nearest broadcast network competitor by an average of 2.6 million viewers per night in primetime. Key successes in 2012 for the 2012 portion of the 2012/2013 television season include:

The Network ranked #1 in key demographics (households and viewers and tied for the #1 ranking in the Adults 25-54 demographic);

Among viewers, in primetime, the Network had:

Six of the top 10 ranked shows, including 4 of the top 5,

The #1 Program and #1 new Show,

The #1 Comedy,

The top 7 Dramas; the #1 and #2 new Dramas,

The #1 News Program,

The #1 Show on 4 nights,

The #1 Scripted Series on 5 nights, and

More time-period winning programs in terms of viewers than all other broadcast networks combined.

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Senior management continued to drive efforts to increase the Company's revenues derived from non-advertising sources through execution of its content monetization strategy and international expansion, including by:

Securing significant compensation arrangements for the Company from CBS affiliated stations and retransmission compensation arrangements and growing this combined revenue stream by 46% over last year, including;

4 multi-year retransmission deals with Cablevision, DirecTV, AT&T, and Dish Networks;

3 major affiliation agreements with Nexstar, Belo and Sinclair covering several markets; and

The execution of over 90 retransmission deals in the aggregate since the Separation and 55 current network affiliation deals.

Expanding the Company's domestic streaming arrangements strategically to maximize value (*e.g.*, non-exclusive, multi-year licensing arrangements with Hulu Plus and a licensing arrangement for an additional specified show with Netflix).

Further enhancing the Company's global footprint and brand awareness through:

Extending its international licensing agreement with Netflix to stream select shows in Canada, Latin America, the United Kingdom, and Ireland;

Expanding its strategic partnership with Chellomedia to create CBS-branded channels in 83 territories across the Europe, the Middle East, and Africa (EMEA) region with a collective reach of 42 million subscribers, with the Company having a 30% ownership stake in the channels; and

Selling two of the Company's new shows ("Elementary" and "Vegas") in international syndication for a significant value per episode.

Pay for Performance

CBS's performance-based compensation programs provide for the opportunity to reward the executive officers whose compensation is individually disclosed in the tables that appear on subsequent pages (the "named executive officers") and certain other senior executives

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(together with the named executive officers, the "senior executives") for contributing to annual financial and operational performance (through annual bonus programs) and stock price appreciation (through long-term equity incentives). A high percentage of the named executive officers' total compensation is performance-

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based (targeted at 74% - 90% of total compensation for 2012), with a significant portion of total compensation in the form of equity awards (targeted at 30% - 57% of total compensation for 2012). The following charts show the percentage of the average of the named executive officers' target total compensation that is allocable to (i) base salary, target bonus and target long-term incentive awards and (ii) fixed versus variable compensation.

In selecting the financial performance metrics, goals and criteria for the performance-based compensation programs each year, the Compensation Committee considers the Company's annual operating budget for the upcoming year, as approved by the Board. The budgeting process reflects aggressive goal-setting which has resulted in the Company's outperformance of its industry peers. Thus, the Committee considers its inclusion of budget amounts for OIBDA and FcF in setting performance goals and criteria to reflect the Company's core objective of pay for performance.

As a result of the strong performance noted above in the 2012 fiscal year, the Compensation Committee approved the bonuses for each of the named executive officers disclosed in the Summary Compensation Table for Fiscal Year 2012, and the named executive officers earned shares underlying performance-based equity awards as discussed in the "Long-Term Incentive Programs" section, at levels reflecting the Company's performance. The bonus awards and further achievements during the 2012 fiscal year are discussed in more detail below in the "Bonus Awards" section.

Overview of Compensation Objectives

CBS Corporation's compensation programs are designed to motivate and reward business success and to increase stockholder value. The Company's compensation programs are based on the following core objectives:

Stockholder Value Focused: Align executives' interests with stockholders' interests, with particular emphasis on creating incentives that reward executives for consistently increasing the value of the Company.

Market-based: Take into account the profile of compensation and benefits programs found in peer companies in order to attract and retain the talent needed to drive sustainable competitive advantage and deliver value to stockholders.

Performance-based: Ensure plans provide reward levels that reflect variances between actual and desired performance results.

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Flexible: Enable management and the Board to make decisions based on the needs of the business and to recognize different levels of individual contribution and value creation.

In determining the Company's compensation policies and decisions, the Company has considered the results of the vote held at the 2011 Annual Meeting of Stockholders on the compensation of the named executive officers disclosed in the 2011 proxy statement. Since the results of the vote were favorable, the Compensation Committee has continued to base the Company's compensation programs on the above objectives.

Evaluating Senior Executive Compensation

The Compensation Committee reviews and approves the Company's compensation arrangements with the senior executives. The Committee reviews all components of the senior executives' compensation, including base salary, annual and long-term incentives, severance arrangements and benefit programs to ensure that they adhere to the core objectives of the Company's compensation programs. The Committee utilizes a rolling 12-month calendar based on regularly scheduled meeting dates that identifies the meeting date at which each senior executive requires Committee consideration regarding compensation and the type of action to be considered (*i.e.*, salary increase, annual bonus payout, long-term incentive award determination, and other compensation actions). All final determinations relating to the compensation of the Executive Chairman and the President and Chief Executive Officer are made by the Committee in executive session, with advice from an independent compensation consultant (currently Exequity LLP). In assessing the compensation of the senior executives, the Committee considers many factors, including the performance of the Company's operations (with respect to corporate executives, the overall performance of the Company; with respect to operational executives, performance of the operations for which the executive is responsible), individual performance, experience, tenure and historical compensation, comparisons to other appropriate senior executives at identified peer companies and the advice of the Committee's independent compensation consultant. In considering any individual element of a senior executive's compensation, the Committee considers that element in relation to the individual executive's total compensation (*i.e.*, base salary, bonus and long-term incentives).

The Compensation Committee retains an independent compensation consultant to advise the Committee in its review of senior executive compensation. The Committee has the sole authority to retain and terminate the independent compensation consultant and to review and approve the firm's fees and other retention terms. The Committee adopted a policy in 2008 providing that the independent compensation consultant will not be considered as a provider of services to the Company, other than for services provided to the Compensation Committee. Accordingly, other than these services provided to the Committee, Exequity LLP does not perform any administrative or consulting services for the Company. The Committee has assessed the independence of Exequity and concurred that Exequity's work with the Committee does not raise any conflict of interest.

In reviewing senior executive compensation, the Compensation Committee considers data regarding the competitive market for senior executive talent. For 2012, at the Committee's request, Exequity reviewed and approved a competitive assessment on the compensation practices at companies with which the Company competes for senior executive talent. The assessment includes those companies engaged in similar business activities (*i.e.*, industry peers) and, as a more general reference point, an index of total compensation packages at other applicable publicly traded U.S. companies (general industry), all as described below. Not all of the companies included in these groups may be used as a point of comparison when reviewing a senior executive's total compensation. In determining which companies are appropriate comparisons for each senior executive, the scope of the executive's responsibility and the nature of the business for which he or she is responsible are considered. As a result, the appropriate companies selected for comparison may differ from one senior executive to the next. The competitive assessment focuses on applicable compensation packages at the 65th percentile

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of reliable market data, which includes an evaluation of base salary, target annual incentive opportunities (as such data is available), actual annual incentive earned, annualized expected value of long-term incentives, and the resulting total actual and target compensation. The competitive assessment also includes market data at the 65th percentile to reflect the Committee's commitment to competing with the Company's industry peers in recruiting and retaining the most sought-after executive talent. Although the Committee does not target total compensation amounts for each senior executive to a specific benchmark, the Committee does consider the compensation levels from the competitive assessment as one factor in determining these total compensation amounts for each senior executive.

In 2012, the competitive assessment for the named executive officers (except as set forth below) included the compensation data of, with respect to the industry peer group, diversified media companies (*i.e.*, News Corporation, Time Warner Inc., Viacom Inc. and The Walt Disney Company) and other media peers (*i.e.*, Comcast Corporation) and, with respect to the publicly traded companies included in the general industry index, companies from which the Company may source, or to which the Company may lose, executive talent (*i.e.*, AT&T Inc., Cablevision Systems Corporation, Cisco Systems, Inc., Clear Channel Communications, Inc. (a non-public subsidiary of CC Media Holdings, Inc., a public company), The Coca-Cola Company, Comcast Cable Communications LLC (a non-public subsidiary of Comcast Corporation, a public company), Dell Inc., DirecTV, Gannett Co., Inc., General Electric Company, Google Inc., Hewlett-Packard Company, International Business Machines Corporation, PepsiCo, Inc., The Procter & Gamble Company, Sprint Nextel Corporation, Time Warner Inc., Time Warner Cable, Verizon Communications Inc., Viacom Inc. and The Walt Disney Company). For Messrs. Redstone and Moonves, the Committee considers the compensation arrangements for similarly situated executive chairman and chief executive officer roles, respectively, at peer diversified media companies.

Changes in Named Executive Officers' Compensation Arrangements in 2012

In order to secure the continued service of Mr. Moonves as the Company's President and Chief Executive Officer beyond the previously scheduled expiration of his employment agreement on February 22, 2015, the Compensation Committee determined that it would be in the Company's best interest to enter into a new employment agreement with Mr. Moonves, effective October 15, 2012, to extend his employment through June 30, 2017. The Committee determined not to increase Mr. Moonves' base salary or target bonus, which remains unchanged at \$3.5 million and \$12.0 million, respectively. In consideration for the extension of his employment arrangements, his new agreement provides for two equity grants to be made, as discussed in the "Long-Term Incentive Programs" section and described in the "Summary Compensation Table for Fiscal Year 2012 Employment Agreements Leslie Moonves" section. The new agreement provides additional termination payments in the event of a termination without cause or for good reason, or in certain circumstances following the expiration of the original employment term, as discussed in the "Potential Payments Upon Termination" section. As also discussed in the "Potential Payments Upon Termination" section, the new agreement expands upon the incentives in Mr. Moonves' previous agreement to continue his employment with the Company for a period as a senior advisor and/or producer, including recognition of the material terms of a production agreement to be entered into if he elects to be a producer as set forth in the May 2, 2012 supplement to his previous agreement.

In determining the compensation terms, the Committee considered the total compensation arrangements provided to CEOs of other diversified media companies, Mr. Moonves' stature as one of the most influential leaders in the entertainment industry, his tenure as a Company executive since 1995, and his performance as the Company's Chief Executive Officer, including in connection with the creation of premium content across the Company's portfolio of businesses. In concluding Mr. Moonves' new agreement, the Committee was advised by its independent compensation consultant and

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independent legal counsel. Mr. Moonves' new employment agreement is filed as Exhibit 10 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012.

The Compensation Committee did not change the compensation arrangements set forth in the employment agreements for any other named executive officer during 2012.

Elements of Executive Compensation

The Company's compensation arrangements with each of the senior executives, including the named executive officers, consist of the following elements:

Base Salary

Performance-Based Compensation Programs

Annual Bonus Awards

Long-Term Incentives

Retirement and Deferred Compensation Plans

Other Compensation (Perquisites and Other Personal Benefits)

The Compensation Committee considers these elements in determining a senior executive's compensation package in order to reward for both the long- and short-term performance of the executive and the Company. The Committee does not use rigid guidelines in determining the mix of compensation elements (*i.e.*, long-term versus currently paid out compensation and cash versus non-cash compensation) for each senior executive. However, the Committee does consider the level of base salary of each named executive officer as it relates to the allocation of guaranteed versus performance-based compensation. Variable, at-risk compensation, both short- and long-term, makes up the majority of each senior executive's total compensation.

The Compensation Committee believes that its consideration of these compensation elements effectively achieves the objective of aligning compensation with performance measures that are directly related to the Company's financial goals and creation of stockholder value, without encouraging senior executives to take unnecessary and excessive risks that threaten the value of the Company. The Committee selects the financial performance metrics, goals and criteria for the performance-based compensation programs each year and also approves adjustments to the calculation of those goals and criteria, including pre-approved adjustments for awards intended to satisfy Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), in order to avoid distorted performance goals and criteria. The Committee believes this process results in performance goals and criteria that are challenging, yet realistic, and that will not encourage senior executives to engage in risky business activities in order to achieve unattainable goals or overcome lower results caused by unforeseen events.

Base Salary

The Company provides the senior executives with base salary that is sufficiently competitive to attract and retain talented individuals and provides a secure base of guaranteed cash to compensate them for services rendered during the fiscal year. In order to ensure that the majority of compensation is variable, at-risk and tied to performance, the Compensation Committee set base salary levels for the named executive officers between 9% and 26% of targeted total compensation for 2012. When reviewing proposals for changes to base salary for the named executive officers, the Committee considers the following:

Appropriate competitive compensation data for the position;

Individual performance;

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Base salary level for the executive in relation to that executive's total compensation package;

Input and recommendations of Mr. Moonves as President and Chief Executive Officer (for executives other than himself and Mr. Redstone);

The level of the annual merit increase budget across the Company as a whole; and

Existing contractual obligations, if any.

In reviewing base salary during 2012 for the named executive officers, the Compensation Committee continued to consider their level of base salary as it relates to the allocation of guaranteed versus variable, at-risk compensation, as well as the factors listed above. As a result, none of the named executive officers received base salary increases during 2012.

Performance-Based Compensation Programs

CBS's performance-based compensation programs provide for the opportunity to reward senior executives for contributing to annual financial and operational performance (through annual bonus programs) and for realizing stock price appreciation (through long-term equity incentives). Bonus awards are based on the Compensation Committee's review of the Company's financial results and qualitative assessment of senior executive performance against key strategic objectives and are not directly linked to the Company's stock price performance. A high percentage of the named executive officers' total compensation is performance-based (targeted at 74% - 90% of total compensation for 2012), with a significant portion of total compensation in the form of equity awards (targeted at 30% - 57% of total compensation for 2012).

Bonus Awards

The Company provides an opportunity for annual bonus awards under its short-term incentive program ("Bonus Program"). The purpose of the Bonus Program is to benefit and advance the interests of the Company by granting annual bonus awards to the named executive officers and other senior executives as "pay for performance" - a reward for their individual contributions to the Company's annual financial and operational success.

At the beginning of each fiscal year, the Compensation Committee approves funding levels that can be earned for that year for the Bonus Program. These funding levels are based on financial performance goals set by the Committee that are derived from budget determinations for the relevant year that take into account expected financial performance of the Company's industry peers for that year, as well as on expected performance against the key strategic objectives identified below. After the end of the fiscal year, the Committee evaluates the Company's actual performance relative to the funding levels in order to determine the aggregate amount available for payouts under the Bonus Program.

In January 2013, the Committee evaluated the Company's actual financial performance for 2012, including the levels of achievement against the pre-established performance goals, and management's performance in 2012 against the strategic objectives, relative to the funding levels approved at the beginning of 2012, in order to determine the aggregate amount available for bonus payouts. The aggregate amount of awards provided to the named executive officers, as well as to the other participants in the Bonus Program, is limited by the funding pool resulting from the Committee's evaluation.

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As part of the Bonus Program, the named executive officers and certain other senior executives participate in the Company's Senior Executive Short-Term Incentive Plan (the "Senior Executive STIP"), which is a shareholder approved plan that provides for deductibility of amounts paid pursuant to the plan. Under the Senior Executive STIP, awards may be paid, in whole or in part, in cash, in the form of stock-based awards issued under the Company's long-term incentive plan or in any other form prescribed by the Committee.

At the beginning of each fiscal year, the Compensation Committee sets a performance criterion under the Senior Executive STIP, as a first step toward qualifying bonus awards made under the Senior Executive STIP as "qualified performance-based compensation" eligible for deductibility under Section 162(m) of the Code. Assuming that the Committee determines that the criterion is met, the terms of the Senior Executive STIP establish for each of the named executive officers a maximum bonus that may be paid under the plan, subject to the Committee's negative discretion ("downward discretion"), for deductibility purposes. See the "Compensation Deductibility Policy" section below for a discussion of the Section 162(m) performance criterion set for 2012. The Committee may approve bonus compensation in excess of amounts paid under the Senior Executive STIP, in order to provide appropriate compensation, which excess amounts may not be deductible. In any exercise of its downward discretion under the Senior Executive STIP, the Committee takes into account certain terms in Mr. Moonves' employment agreement which provide that a portion of his bonus must be, at least, an amount consistent with the level of achievement attained against a "Company-Wide performance goal(s)" established for that year by the Committee (provided such achievement level is at least 80%), as described under "Summary Compensation Table for Fiscal Year 2012 Employment Agreements Leslie Moonves."

The Compensation Committee considers individual performance factors in determining bonus payouts for the senior executives. In addition to reviewing each executive's contributions to the achievement of financial goals, for 2012, the Committee also considered the following key strategic objectives: (i) strengthening the Company's financial position; (ii) providing continuous flow of top-tier content; (iii) continuing to drive growth through strategic transformation of the Company; (iv) maintaining and building the Company's reputation as one of the most desirable organizations for top "talent"; (v) continuing to ensure a high degree of focus on the importance of a diverse workforce; and (vi) positioning the Company for long-term success. In this regard, the Committee also considers the input and recommendations of Mr. Moonves as President, Chief Executive Officer (for executives other than himself and Mr. Redstone). With respect to Messrs. Redstone and Moonves, the Committee takes into account the performance evaluation of each of them conducted by the Committee, along with the Nominating and Governance Committee, based on the goals and objectives for each of them approved by the Compensation Committee at the beginning of each year. The Committee's determination regarding the amount of the annual bonus awards to be paid to the named executive officers takes into account all of the factors it deems appropriate, with no pre-determined emphasis on any individual item, and utilizes discretion to award an appropriate bonus.

The Compensation Committee also considers target bonus amounts for each named executive officer, which amounts are based on competitive practice. See "Summary Compensation Table for Fiscal Year 2012 Employment Agreements" for a discussion of the named executive officers' target bonus amounts. The differences in the target bonus amounts set forth in the named executive officers' agreements reflect the level of relative impact of each of their positions on Company performance.

In determining the bonus amounts for 2012 for the named executive officers, as set forth in the Summary Compensation Table for Fiscal Year 2012, the Compensation Committee took into account their leadership and execution with respect to the key strategic objectives identified above. As a result of this leadership and execution, the Company exceeded its own financial objectives and outperformed its diversified media peers across key industry benchmarks, while also being positioned by management for long-term success. The Committee noted the following accomplishments within this context:

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The Company Exceeded its 2012 Internal Budget Objectives for OIBDA and FcF and Continued to Strengthen its Financial Position Relative to its Diversified Media Peers.

The Company exceeded the performance criterion based on budgeted OIBDA and FcF for the Senior Executive STIP through:

achieving adjusted OIBDA growth of 10% over the prior year and further improving its adjusted OIBDA margin by approximately 160 basis points to a record level of 25% (see Annex A, "Reconciliation of Non-GAAP Measures"), and

maintaining a high level of free cash flow conversion of nearly 50% (excluding contributions to its qualified pension plans) for 2012 (see Annex A, "Reconciliation of Non-GAAP Measures").

Adjusted diluted EPS grew 23% during 2012 to \$2.55 breaking the prior year's record as the highest adjusted diluted EPS for the Company since the Separation (see Annex A, "Reconciliation of Non-GAAP Measures");

The Company's stock price appreciation for 2012 exceeded the average of the Company's diversified media peers and the S&P 500 Index;

The Company continued to strengthen its balance sheet by refinancing debt to take advantage of lower borrowing costs, which is expected to result in annualized interest expense savings of approximately \$53 million;

The Company secured four key retransmission deals and three major affiliation agreements, generating incremental revenue streams; and

The Company continued to deliver on its commitment to return value to stockholders through a \$1.7 billion increase in the share repurchase program and a 40% increase in the total dividends paid per share in 2012 versus the prior year.

The Company Continued to Deliver Top-Tier Content Across All Content-Related Business Units.

The Network continued to lead the competition in certain key Nielsen Media Research ratings categories;

The Network maintained its #1 position for the 2012 portion of the 2012/2013 television season in key categories (households and viewers) and tied for the #1 ranking in the Adults 25-54 demographic:

Among viewers, had 11 of the top 20 regularly-scheduled programs more than all the other networks combined;

Among viewers, was #1 in many categories (New Program, Comedy, Drama, New Drama, News Program) and had the #1 Program on 4 nights and the #1 Scripted Series on 5 nights;

Due to the strength of the Network's content, delivered a large scale renewal of 18 shows from the prior 2011-2012 season and, among viewers, claimed the #1 and #2 most-watched new programs; and

Topped its nearest competitor by an average of more than 2.6 million viewers per night in primetime;

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CBS Sports delivered a year of successful events for its coverage of the PGA Tour, AFC, the U.S. Open and NCAA season and expanded its reach by securing new broadcasting rights (*i.e.*, for College basketball, the Atlantic Coast Conference, Big 12, and Pac-12 agreement with ESPN; the Arena Football League deal through the 2013 season; and, for National A-10 basketball games, the Atlantic 10 deal through the 2020/2021 season);

The Network secured its top-tier late night programming with contract extensions with David Letterman and Craig Ferguson through 2014;

The Company's programming (with respect to the Network, CBS News, and Showtime) received 151 Emmy nominations and 33 wins; Showtime's *Homeland* won Emmy awards for Best Drama, Best Lead Actor, Best Lead Actress and Best Writing;

The Company continued to lead the industry in domestic syndicated programming with 8 of the top 10 highest-rated first-run shows and was #1 in every first-run genre (#1 Game Show, #1 Talk Show, #1 Court Show; #1 Entertainment News Magazine);

CBS Television Stations' WCBS in New York is the #1 TV Station for prime time in the U.S. in terms of households/total viewers, based on Nielsen Media Research;

CBS Radio is home to the most listened to radio stations in the U.S. for news, sports, alternative music, classic hits, adult hits, and adult alternative music, based on the Spring 2012 Ranker Report from Arbitron Inc.

Showtime's award-winning original programming continued to impact growth, with an increase in the number of subscribers; *Homeland* ranked as the highest rated sophomore season premiere at Showtime, since 1993 (the earliest year available for program level Nielsen Media Research data);

Simon & Schuster continued to produce even more bestsellers in hardcover, paperback and multiformats, than in the prior year, 317 of which appeared on the New York Times bestseller lists (vs. 233 in 2011) and 35 of which held the #1 position (vs. 29 in 2012), and 6 titles were named to the New York Times Book Review's list of "100 Notable Books of 2012";

CBS Films had its bona fide first hit with "Woman in Black" grossing over \$54 million during its theatrical run in the U.S., Canada and Puerto Rico; and

The Company continued to have the #1 TV Network website (in average monthly videos streamed, unique viewers and minutes spent viewing video), according to comScore with more than double the viewers of its closest network online competitor.

The Company Continued to Drive Growth through Diversification and Expansion of its Sources of Revenue and Position Itself for Future Success.

The Company:

increased non-advertising revenue through 3 major TV station affiliation arrangements (Nexstar, Belo and Sinclair) and 4 key retransmission compensation arrangements (Cablevision, DirecTV, AT&T and Dish Networks);

continued to capitalize on the Company's success in creating successful "franchise" TV shows and selling two of the Company's new shows "Elementary" and "Vegas" in international syndication for a significant value per episode;

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further expanded its brand and revenues internationally by:

extending its international licensing agreement with Netflix to stream select shows in Canada, Latin America, the U.K., Ireland and Scandinavia,

expanding its strategic partnership with Chellomedia to create CBS-branded channels in 83 territories across Europe, the Middle East and Africa,

entering into agreements with key non-U.S. broadcasters for the Company's programming to be made available in Austria, Germany, Japan, Netherlands, New Zealand and Switzerland;

continued to exploit the full range of the Company's content across new media to increase audience outreach through strategic partnerships (e.g., with Yahoo!, Twitch TV, Major League Gaming and TuneIn), cross-content opportunities (e.g., creation of the CBS Sports Radio network and a new sports magazine *60 Minutes of Sports*), and innovation and growth from its core Interactive business (e.g., CBS Connect; expansion of its fantasy sports platform to third party developers through the newly established Fantasy Platform Development Center, a first-of-its-kind industry initiative); and

continued to evaluate its portfolio of businesses and sought opportunities to optimize operations whether through divesting (5 radio stations in non-strategic markets), acquiring (101.9 FM to expand its WFAN franchise) or restructuring (combining the domestic and international syndication businesses under new leadership).

The Company Secured its Reputation as a Desirable Organization for Top "Talent" and Demonstrated its Commitment to Diversity.

The Company:

continued to capitalize on opportunities to acquire key executive and creative talent, exemplified by the acquisition of key talent from notable industry leaders, including Yahoo!, NBC Universal, Tribune and ESPN;

continued achievement with respect to increasing minority representation in internal promotions, overall minority representation in its workforce (including in higher salary brackets) and supplier diversity spending from the prior year; and

continued to actively participate in, support and sponsor programs to develop diverse talent in the workplace and to appoint diverse candidates to key executive roles.

With respect to the performance of each named executive officer, the Compensation Committee also determined (in the case of Messrs. Redstone and Moonves) and concurred in the recommendations made by Mr. Moonves (in the case of the other named executive officers) that:

Mr. Redstone continued to oversee the Board of Directors in his role as Executive Chairman. Under his guidance, the Company had record-breaking results in key metrics, strengthened its financial position, and executed strategies to create and deliver value to its shareholders and to position the Company for long-term success.

Mr. Moonves provided leadership in delivering record-breaking results in key metrics in a macroeconomic environment that has been slow to recover. He provided the leadership under which the Company's stock price once again outperformed the average of its diversified media peers and the S&P 500. Together with his senior

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management team, he focused division and corporate unit management to grow OIBDA, expand margins and deliver on FcF goals. He continued to demonstrate consistent leadership in driving continued ratings successes, taking advantage of this success to secure 4 retransmission deals

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(Cablevision, DirecTV, AT&T and Dish Networks) and 3 major affiliation agreements (Nexstar, Belo and Sinclair) resulting in non-advertising revenue growth. Mr. Moonves continued to improve the strength and reputation of the Company's brands and businesses in international markets with the expansion of the multi-year streaming deal with Netflix to stream select shows in Canada, Latin America, the U.K. and Ireland, expansion of our strategic partnership in the Europe, Middle East and Africa (EMEA) region, and contract extensions for broadcasting rights in Austria, Germany, Japan, Netherlands, Switzerland and New Zealand. He also advanced strategic plans to develop cross-platform opportunities among core assets. Under Mr. Moonves' leadership, the Company continued to return significant value to shareholders as demonstrated by a total shareholder return that was a top-performer among its diversified media peers and an increase in both the share repurchase program and the dividend. The Compensation Committee also acknowledged Mr. Moonves' successes in management development and human resources, including his involvement in acquiring key executive and creative talent, his execution of the Company's succession planning and diversity programs and his leadership in fostering a remarkably stable senior management team. Mr. Moonves was instrumental in continuing to lead the CBS Television Network in solidifying its #1 position in key ratings measures and further outpacing the competition with his direct involvement in developing and securing high quality programming and maintaining CBS' reputation as one of the most highly desirable organizations for top creative talent.

Mr. Ianniello led his team to successfully manage the Company's financial operations to deliver record-breaking key financial results in a less than robust macroeconomic environment. Mr. Ianniello continued focus on improving the cost structure in 2012, which contributed to an approximately 160 basis points improvement on the prior year's adjusted OIBDA margin (see Annex A, "Reconciliation of Non-GAAP Measures"). He continued to strengthen the Company's financial stability by refinancing debt to take advantage of lower borrowing costs, which is expected to result in annualized interest expense savings of approximately \$53 million. The Compensation Committee also acknowledged Mr. Ianniello's contributions to the Company's continued outperformance of its media peers across key industry benchmarks. He also continued to improve operations through strategic restructuring activities.

Mr. Briskman provided leadership with respect to the Company's legal affairs by serving in a prominent role in successfully managing significant corporate litigation, arbitration and settlement matters and was instrumental in reducing the pending litigation docket; addressing regulatory and legal issues, including the expansion of the Company's privacy program; and collaborating on negotiations of key contracts for the Company, including with respect to acquisitions and divestitures. He also continued to improve the efficiency of the legal departments of the Company and managed the outside legal fees.

Mr. Ambrosio, in his role as the Company's chief human resources and administrative officer, is responsible for all aspects of the global human resources function, as well as the oversight of corporate real estate, strategic sourcing, facilities management and security, and management oversight of the Company's EcoMedia business unit. In human resources, he was integral in meeting the recruitment, retention and succession planning needs at the most senior executive levels across the entire Company, addressing the Company's critical needs for top executive talent. His leadership has also resulted in the expansion of the Company's past successes in its efforts toward building a diverse workforce and inclusive workplace. Mr. Ambrosio effectively managed the Company's most significant areas of people and administrative costs, including controlling overall compensation and benefit expenses, reducing sourcing spend across the Company's business units and negotiating key real estate

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occupancy costs. These efforts contributed significantly to the Company's reduction in administrative costs and expansion of margins. Under Mr. Ambrosio's guidance, the EcoMedia team continued to significantly grow its client, business partner and revenue base, including the launch of two new advertising products Wellness Ads and Education Ads.

In determining the individual bonus payouts to the named executive officers for 2012, the Compensation Committee took into consideration the factors above, as well as the historical bonus payouts and performance relative to previous years' performances. For Mr. Moonves, the Committee not only took into account the successes in his role as President and Chief Executive Officer of the Company, but also his leadership, unique in this industry, in connection with the creation of premium content across the Company's portfolio of businesses, particularly with respect to the CBS Television Network, which outperformed its media peers in 2012. For all of these reasons, the Committee determined to award bonuses in the amounts set forth in the "Summary Compensation Table for Fiscal Year 2012." In addition, during 2013, as part of Mr. Moonves' bonus for 2012, the Compensation Committee awarded to Mr. Moonves a grant of shares of the Company's Class B Common Stock having a value of \$2.5 million. This award will be reportable in the Company's 2014 proxy statement in accordance with SEC rules.

Long-Term Incentive Programs

Long-Term "Management" Incentive Program (LTMIP)

The LTMIP is designed as a "pay for performance" vehicle to encourage executives to make decisions which will create and sustain long-term value for stockholders. It is also a vehicle used to retain talent and build executive ownership. Through the Company's total compensation design, a significant portion of the named executive officers' total compensation opportunity is directly linked to stock price performance (with equity awards targeted at 30%-57% of total compensation for 2012), with the intention of creating alignment with the stockholders. In determining the target value to be delivered through these equity vehicles, the Compensation Committee reviews competitive market data, the Company's retention needs, potential stockholder dilution, the expense to be incurred by the Company and prior equity grant practices. Eligibility to participate in the LTMIP is generally limited to executives who have management responsibility.

The type and mix of equity-based vehicles used to deliver value varies primarily by an executive's level in the organization and the Company's business needs. The Compensation Committee considers the following objectives in determining the appropriate type and mix of equity-based vehicles:

Increased alignment with stockholder interests (Stock Options): Provide the opportunity to acquire an equity interest in the Company and share in the appreciation of the value of the stock.

Increased accountability for senior executive (Performance-Based Stock Awards): Motivate senior executives to focus on Company performance through the achievement of pre-determined financial goals over a designated period.

Retention of talent in both up and down markets (Time-Based Stock Awards): Provide real value in awards that are earned over a specified vesting period.

The values, mix, and type of annual grants for each senior executive are discussed by management and the Compensation Committee and ultimately approved by the Committee, unless the terms have been previously approved and set forth in an employment agreement. In determining the value, mix and type of each senior executive's award, the Committee takes into consideration the objectives to allocating award types noted above and the competitive assessment of total compensation reviewed by the independent compensation consultant (as discussed in the "Evaluating Senior Executive Compensation" section above) and also reviews the LTMIP with its independent

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compensation consultant and senior management. For 2012, Messrs. Ianniello, Briskman and Ambrosio received LTMIP awards, based on their current contractual target values that took into account the compensation assessment and the relative impact of the executive's position on Company performance, of which 40% was delivered in stock options, 30% in performance-based restricted stock units ("PRSUs"), and 30% in time-based restricted stock units ("TRSUs" and together with the PRSUs, the "RSUs"). For 2012, Mr. Redstone was awarded performance share units ("PSUs") as described in "Performance Goals for LTMIP Awards PSUs".

For Mr. Moonves, his annual grant of restricted share units for 2012, which was comprised of 50% PRSUs and 50% TRSUs, was awarded in accordance with the terms set forth in his former employment agreement in effect during the annual LTMIP award cycle. Also, as provided for in that agreement, the Committee used its discretion to grant to him 1 million stock options, during the annual LTMIP award cycle, to reward his success in creating significant shareholder value and to motivate him to continue these efforts. In addition, during 2012, as part of Mr. Moonves' bonus for 2011, the Compensation Committee granted to Mr. Moonves shares of the Company's Class B Common Stock having a value of \$2.5 million. In connection with the extension of his employment arrangements in October 2012 to retain his future services for the Company, Mr. Moonves was granted a stock option award having a grant date value of \$7.5 million. (See the Grants of Plan-Based Awards During 2012 table.)

Performance Goals for LTMIP Awards

PRSUs

PRSU Awards for 2012. The performance goals are set based on financial and operational goals for the relevant fiscal year, which take into account expected performance of the Company's industry peers for that year as determined by media industry analysts. At the beginning of each year, the Compensation Committee reviews performance goals and considers which metrics offer the best measure of Company performance. In setting the performance goals for 2012, which exceeded those of the previous year, the Committee took into account the performance goals from the previous year and sought to establish performance goals that were meaningful and challenging and designed to motivate performance, without encouraging senior executives to engage in risky business activities in order to achieve unattainable goals.

For 2012, the performance goal for the most senior levels of management, including the named executive officers (except for Mr. Redstone who does not receive PRSUs and except for PRSUs granted to Mr. Moonves pursuant to his employment agreement), was the achievement during 2012 of an 80% or greater level of the weighted average performance of (i) the percentage of an OIBDA Metric Target (as defined below) of \$3.245 billion actually achieved (75% weighting) and (ii) the percentage of an FCF Metric Target (as defined below) of \$1.424 billion actually achieved (25% weighting). The performance goal for Mr. Moonves' PRSU grant was the achievement during 2012 of an FCF Metric Target of \$1.424 billion.

In setting the 2012 performance goals, the Compensation Committee selected two metrics: (i) OIBDA (*i.e.*, operating income before depreciation and amortization) (the "OIBDA metric") and (ii) free cash flow (*i.e.*, operating income before depreciation and amortization, less cash interest, taxes paid, working capital requirements and capital expenditures) (the "FCF metric"). The "OIBDA Metric Target" is calculated by starting with the Company's budget for 2012 for the OIBDA metric and then taking into account items approved by the Committee that may otherwise distort the calculation of the performance goal, and the "FCF Metric Target" is calculated by starting with the Company's budget for 2012 for the FCF metric and then taking into account the same items. The OIBDA metric was selected because it is an important indicator of the Company's operational strength and performance of its businesses, as it provides a link between profitability and operating cash flow. The FCF metric was

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selected because it gives a clear view of the Company's ability to generate cash (and thus profits), which allows the Company to pursue opportunities that enhance stockholder value.

The vesting of an annual award of PRSUs is subject to the Compensation Committee's determination of the level of achievement against a pre-determined performance goal set by the Committee. See "Grants of Plan-Based Awards During 2012 Description of Plan-Based Awards" for vesting schedules. The number of target shares is determined at the time of grant based on the closing price of a share of the Company's Class B Common Stock on the NYSE on the date of grant (February 23, 2012). The number of shares earned upon vesting of the PRSUs is determined in accordance with the following schedule:

if the Company achieves less than 80% of the pre-determined performance goal, the award will be forfeited;

if the Company achieves 80% of the pre-determined performance goal, 80% of the target shares will be earned;

if the Company achieves 100% of the pre-determined performance goal, 100% of the target shares will be earned;
and

if the Company achieves 120% or greater of the pre-determined performance goal, 120% of the target shares will be earned.

For achievement at intermediate points between 80% and 100% and between 100% and 120%, the number of shares to be delivered will be linearly interpolated. Dividend equivalents accrue on the target number of shares and equal the value of regular cash dividends paid on the shares of the Company's Class B Common Stock. Dividend equivalents are paid in cash, less applicable withholdings, when the PRSUs vest, but only up to the amount payable with respect to the target number of shares. If the PRSUs do not vest, then the dividend equivalents accrued on those PRSUs are forfeited.

Payout Under PRSU Awards for 2012. In February 2013, the Compensation Committee reviewed and discussed the Company's performance versus the 2012 performance goals. The Committee then certified that the 2012 performance goals had been exceeded. Actual performance with respect to the OIBDA metric was \$3.408 billion and with respect to the FCF metric was \$1.54 billion. Thus, 108.1% and 120% of the target number of shares underlying the PRSUs granted in February 2012 to Mr. Moonves and to Messrs. Ianniello, Briskman and Ambrosio, respectively, will vest in accordance with their respective schedules.

PSUs

2012 PSU Awards. Mr. Redstone received a PSU grant in 2012, with the target number of shares determined using the formula set forth in his employment agreement for prior PSU awards, which target number of shares was calculated to be 114,026 shares. The terms of the 2012 PSU grant are substantially the same as those applicable to Mr. Redstone's previous PSU grants awarded pursuant to his employment agreement. The number of shares of Class B Common Stock to be delivered under Mr. Redstone's 2012 PSU grant for the measurement period January 1, 2012 through December 31, 2014 is determined in accordance with the following schedule (the "SMR TSR Schedule"): if the Company achieves less than the 25th percentile total shareholder return ("TSR"), the award of PSUs will be forfeited; if the Company achieves the 25th percentile TSR, the number of shares to be delivered will be 25% of the target number of shares; if the Company achieves the 50th percentile TSR, the number of shares to be delivered will be 100% of the target number of shares; and if the Company achieves the 100th percentile TSR (*i.e.*, if it is the first ranked company in the reference group for TSR), the number of shares to be delivered will be 300% of the target number of shares. For Company achievement at intermediate points between the 25th and 50th percentile, or between the 50th percentile and the 100th percentile, the number of shares to be delivered will be linearly

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interpolated. Notwithstanding the SMR TSR Schedule, in the event the Company achieves less than the 50th percentile TSR for the measurement period, but achieves a hurdle set by the Compensation Committee (*i.e.*, the Company's three-year average actual OIBDA meets or exceeds the Company's three-year average budgeted OIBDA), then the number of shares to be delivered will equal the average of the target award and the number of shares that would have been delivered under the SMR TSR Schedule. If this OIBDA hurdle is not met, then the number of shares to be delivered, if any, will be in accordance with the SMR TSR Schedule.

Payout Under PSU Award for Measurement Period 2010-2012. In February 2013, the Compensation Committee reviewed achievement of the performance thresholds for the measurement period that ran from January 1, 2010 through December 31, 2012 with respect to the PSU award granted in 2010 to Mr. Redstone, and confirmed that, of the established thresholds, the Company's achievement of the 98.3 percentile TSR during the 2010-2012 measurement period was the applicable threshold to determine the number of shares of Class B Common Stock to be delivered for the performance period. As a result, on February 12, 2013, 293.2% of the target number of shares relating to his 2010 award vested.

Grant Date of Awards

The grant date for equity awards is the date on which the Compensation Committee approves awards under the Company's LTMIP or, if so determined by the Committee, a future grant date, or a date specified in an employment agreement. The Committee may approve an award that will have a future grant date, with the exercise price of any stock option not to be less than the closing price of a share of the Company's Class B Common Stock on the NYSE on the date of grant. The Company does not set grant dates intentionally to precede the release of material non-public information. Communications regarding individual grant awards, including the terms and conditions, are provided to recipients as soon as administratively feasible. Annual management grants made in 2012 (except with respect to Mr. Redstone's PSU award and Mr. Moonves' RSU award), were approved on February 23, 2012, with a grant date of the same date. The exercise price of stock options granted on February 23, 2012 was the closing price of the Company's Class B Common Stock on that date (*i.e.*, \$29.44). Mr. Moonves' annual RSU award for 2012, with a grant date of February 23, 2012, was approved under his then-current employment agreement, which was approved on February 23, 2010. Mr. Redstone received a PSU grant on January 1, 2012, pursuant to the Committee's approval of such award on December 24, 2011. Under Mr. Moonves' new agreement, he received a stock option on October 18, 2012, which was the third trading day following the public announcement of the new agreement, with an exercise price equal to the closing price of the Company's Class B Common Stock on such date of grant.

Other Terms for RSUs/Stock Options/PSUs

For a description of certain other material terms of the RSU, stock option and PSU grants, see "Grants of Plan-Based Awards During 2012 Description of Plan-Based Awards."

Delegation of Authority With Respect to Awards

The Compensation Committee has delegated to the President and Chief Executive Officer limited authority, with respect to executives who are not senior executives, to grant long-term incentive awards under the Company's long-term incentive plan to such executives in connection with their hiring, promotion or contract renewal and to modify the terms of outstanding equity grants in certain post-termination scenarios. The Committee delegated this authority in order for the Company to have the ability to (i) act in a timely manner in a competitive environment in connection with the hiring of new executives or the compensating of an existing executive being given a significant increase in responsibility and (ii) maintain flexibility to manage compensation in post-termination scenarios when

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mutually beneficial to the Company and the executive. The Committee's delegation specifies the circumstances in which the authority can be used; limits the amount that can be awarded to an individual, the total amount that can be awarded in any period, and, in certain circumstances, aggregate incremental expense that can be incurred by the Company resulting from modifications of the terms of outstanding equity grants; and specifies the method for establishing the grant date. The delegation also requires that the President and Chief Executive Officer report to the Committee periodically on his exercise of this delegated authority.

Stock Ownership Guidelines

In order to further align the senior executives' interests with those of the Company's stockholders, the Company has established stock ownership guidelines. The guidelines provide that, within five years, starting in fiscal year 2007 or, if later, in the year in which a senior executive becomes subject to the guidelines, these senior executives are expected to acquire and establish holdings in Company stock equal in value to a multiple of their cash base (base salary less mandatory deferrals, if applicable), depending upon their positions as follows:

Senior Executive	Ownership Guideline Multiple
CEO	5x cash base
Other Senior Executives	2x to 3x cash base

All types of equity holdings, with the exception of stock options, are included in determining ownership. The Compensation Committee monitors compliance with these guidelines by receiving an annual progress report from senior management. During 2012, senior management reported to the Committee that all of the senior executives subject to the guidelines, including the named executive officers, met the guidelines. The Committee determined to continue to monitor compliance with the guidelines.

Retirement and Deferred Compensation Plans

The Company provides active, eligible employees, including the named executive officers, with the opportunity to build financial resources for retirement through the Company's broad-based tax-qualified defined benefit and defined contribution plans. In addition, eligible executives, including the named executive officers, participate in the Company's nonqualified defined benefit and deferred compensation plans. In some instances, participants in these qualified and nonqualified plans may also have frozen benefits in other qualified and nonqualified plans. Information regarding these retirement and deferred compensation plans is set forth in the narrative following each of the Pension Benefits in 2012 tables and Nonqualified Deferred Compensation in 2012 table.

All Other Compensation

The Company provides for other compensation to participating employees (including the named executive officers) by providing Company-matching contributions in the CBS 401(k) and 401(k) excess plans and Company-paid life insurance. Compensation paid to the named executive officers in relation to these programs is included in the "All Other Compensation" column of the Summary Compensation Table for Fiscal Year 2012.

In certain instances, the Company provides executives, including the named executive officers, with additional benefits that the Company believes are reasonable and typical for executives in similar industries and helps the Company to attract and retain these executives. Among these benefits are transportation-related benefits, which the Company believes provide travel flexibility and efficiencies that result in a more productive use of the executive's time, given the demands of his position. In addition, the Company provided security services to Mr. Moonves, at the Company's request, due to

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the significance of the chief executive to the Company and the security issues that surround a senior executive in Mr. Moonves' position, representing a high-profile company with multinational interests. Mr. Moonves is also entitled to reimbursement for certain taxes and fees attributable to the period through fiscal year 2012 resulting from his obligation to the Company under his employment agreement to provide services in New York and Los Angeles, since the Company has significant operations in both cities; however, no such reimbursements were made in 2012. Mr. Moonves' new employment agreement eliminated this entitlement with respect to future years. The Company also requires certain East Coast-based senior executives to provide extended services at the Company's West Coast operations, for which the Company provides an expense allowance; executives are reimbursed for taxes on imputed income associated with certain expenses. All additional benefits are also described in footnote 7 to the "All Other Compensation" column of the Summary Compensation Table for Fiscal Year 2012.

Post-Termination Arrangements

Post-termination payments with respect to the named executive officers are set forth in each of their respective employment agreements. Each of the named executive officers is entitled to post-termination payments and benefits upon the occurrence of a termination without cause or a resignation for good reason (except for Mr. Redstone) and upon death or disability. The employment agreements for Messrs. Ianniello, Briskman and Ambrosio also provide enhanced severance payments and benefits in the event of a termination within twenty-four months following certain corporate events. None of the Company's employment arrangements with the named executive officers or long-term incentive plans provide for payment solely upon a change in control.

The new employment agreement for Mr. Moonves provides for, as consideration for the extension of his employment arrangements, additional post-termination payments and benefits in certain instances of termination of employment that were not included in his prior employment agreement. Upon the occurrence of a termination without cause or a resignation for good reason at any time prior to the annual RSU grant in 2017, Mr. Moonves is entitled to a cash payment in respect of consideration not received. Upon expiration of his term as Chief Executive Officer of the Company, the new agreement extends the period during which Mr. Moonves would provide services as a senior advisor from three years to four years and increases his annual advisor fee during such period from \$3 million to \$4.5 million. Mr. Moonves will also continue to have the opportunity to provide services as a producer following notice to the Company. In the event of a termination of the employment agreement without cause or for good reason, or in certain circumstances following the expiration of the original employment term, Mr. Moonves will be entitled to a cash payment unless he elects to provide services as a producer or if he does not have the opportunity to so elect.

The terms of these payments and benefits and the estimated potential payments that would be made to each named executive officer if his employment terminated as of the 2012 fiscal year end for the applicable reasons noted above are described under "Potential Payments Upon Termination." In assessing post-termination payments and benefits in connection with senior executive employment arrangements, the Compensation Committee considers competitive practice with respect to comparable executives at media peers as well as prevailing practice and trends with respect to other public companies that are relevant in terms of size and complexity. The objective of these payments and benefits is to recruit and retain talent in a competitive market and, as applicable, compensate executives for restrictive covenants and other obligations following a termination without cause or a resignation for good reason.

Compensation Deductibility Policy

In approving compensation, the Compensation Committee takes into account Section 162(m) of the Code, which generally limits to \$1 million the federal tax deductibility of some forms of compensation paid in one year to the chief executive officer and the three most highly compensated

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executive officers employed by the Company at the end of the year (other than the Company's chief financial officer). However, the Compensation Committee has approved, and may continue to approve, compensation exceeding the \$1 million limitation, including with respect to a portion of base salary and long-term incentives, and exceeding the maximum bonus amount provided for under the Senior Executive STIP, in order to provide appropriate compensation. As part of the Bonus Program, the named executive officers are eligible to receive bonus awards under the Senior Executive STIP, and the senior executives (including the named executive officers) are eligible to receive long-term compensation under the Company's long-term incentive plan. Performance-based compensation may qualify for an exception to the limit on deductibility, provided that the plan under which such compensation is paid meets certain requirements, including stockholder approval. Each of the Senior Executive STIP and the Company's long-term incentive plan is designed to permit awards that comply with the Section 162(m) exception for performance-based compensation. The stockholders of the Company have approved both of these plans.

In order for bonus awards made under the Senior Executive STIP to be eligible for deductibility under Section 162(m), the Compensation Committee establishes a performance criterion for the bonus awards, which criterion must not be certain of being achieved at the time it is set. In setting the performance criterion for 2012, which exceeded that of the previous year, the Committee took into account the performance criterion from the previous year and sought to establish a performance criterion that was meaningful and challenging and designed to motivate performance, without encouraging senior executives to engage in risky business activities in order to achieve unattainable goals.

For 2012, the Section 162(m) performance criterion established was the achievement during 2012 of an 80% or greater level of the weighted average performance of (i) the percentage of an OIBDA Metric Target of \$3.245 billion actually achieved (75% weighting) and (ii) the percentage of an FCF Metric Target of \$1.424 billion actually achieved (25% weighting). The "OIBDA Metric Target" is calculated by starting with the Company's budget for 2012 for the OIBDA metric and then taking into account items approved by the Committee that may otherwise distort the calculation of the performance criterion, and the "FCF Metric Target" is calculated by starting with the Company's budget for 2012 for the FCF metric and then taking into account the same items.

Assuming that the Compensation Committee determines that the performance criterion has been achieved, the terms of the Senior Executive STIP establish a maximum bonus for each named executive officer that can be awarded under the Senior Executive STIP equal to eight times his base salary in effect at the beginning of the year with the amount of the bonus, if any, actually awarded to any named executive officer under the Senior Executive STIP being subject to the Committee's downward discretion, as discussed under the "Performance-Based Compensation Programs Bonus Awards" section above. This framework for establishing a maximum bonus is designed to provide that the awards granted under the Senior Executive STIP will be eligible for deductibility under Section 162(m).

In January 2013, the Compensation Committee reviewed and discussed the Company's performance versus the 2012 performance criterion. Actual performance with respect to the OIBDA metric was \$3.408 billion and with respect to the FCF metric was \$1.54 billion. The Committee then certified that the 2012 performance criterion had been exceeded with actual performance exceeding the targeted level. Therefore, the Committee awarded bonuses to the named executive officers under the Senior Executive STIP, except for a portion of the shares of the Company's Class B Common Stock which were awarded to Mr. Moonves as part of his bonus.

With respect to the Company's long-term incentive plan, the Compensation Committee also establishes performance goals for PRSUs and PSUs, rendering them eligible for deductibility under

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Section 162(m), as described in the "Long-Term Incentive Programs Performance Goals for LTMIP Awards" section above.

Employment Contracts

All of the named executive officers are, and were during 2012, parties to employment contracts with the Company, as the Compensation Committee has considered it to be in the Company's best interest, and as the best means, to secure the employment of each of these executives. The terms and provisions of these contracts are more fully described in the narrative section following the Summary Compensation Table for Fiscal Year 2012 and in "Changes in Named Executive Officers' Compensation Arrangements for 2012" in this "Compensation Discussion and Analysis."

The Compensation Committee approves all employment arrangements with senior executives. With respect to employees other than senior executives, employment contracts are subject to an approval process coordinated through the Office of the Executive Vice President, Human Resources and Administration.

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COMPENSATION COMMITTEE REPORT

The following Compensation Committee Report does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent the Company specifically incorporates such information by reference.

The Compensation Committee Charter states that the primary purpose of the Compensation Committee is to discharge the responsibilities of the Board of Directors relating to the compensation of the Company's executive officers and other senior executives. Under the Charter, the Compensation Committee's authorities and duties include, among other things:

Adopting and periodically reviewing the Company's philosophy, strategy and principles regarding the design and administration of the Company's compensation programs;

Reviewing and approving the total compensation packages for the Executive Chairman, the President and Chief Executive Officer, the Company's other executive officers, and other senior executives identified by the Committee after consultation with the Company's Chief Executive Officer and Executive Vice President, Human Resources and Administration, and in certain instances, other persons among the Company's most highly compensated executives (excluding "Talent," as such term is currently used in the media or entertainment industries); and

Overseeing the administration of the Company's incentive compensation plans (including the bonus plan for executives subject to Section 162(m) of the Code) and equity-based compensation plans.

The Compensation Committee retains an independent compensation consulting firm to advise the Committee in its review of senior executive compensation. The consultant reports directly to the Compensation Committee.

The full text of the Compensation Committee Charter is available on the Company's website at www.cbscorporation.com. The Compensation Committee assesses the adequacy of its Charter at least every other year, or more frequently as the Committee may determine.

The Compensation Committee of the Board of Directors of CBS Corporation has reviewed and discussed with the Company's management the Compensation Discussion and Analysis ("CD&A") included in this proxy statement. Based on this review and these discussions, the Compensation Committee has recommended to the CBS Corporation Board of Directors that the CD&A be included in this proxy statement and incorporated by reference from this proxy statement into the Company's Annual Report on Form 10-K, which was filed with the Securities and Exchange Commission on February 15, 2013.

Members of the Compensation Committee

Charles K. Gifford, Chair
William S. Cohen
Bruce S. Gordon
Doug Morris

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The following table sets forth information concerning total compensation for the Company's last three completed fiscal years for the Company's principal executive officer, principal financial officer and the three other most highly compensated executive officers of the Company for fiscal year 2012 who were serving as executive officers at the end of fiscal year 2012 (the "named executive officers").

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Change in Pension Value and NQDC Earnings (\$)	All Other Compensation (\$)	Total (\$)
(a)	(b)	(c) (2)	(d) (3)	(e) (4)	(f) (5)	(g) (6)	(h) (7)	(i)
Sumner M. Redstone	2012	1,756,731	10,000,000	5,672,794	0	13,885,193	11,997	31,326,715
<i>Executive Chairman and Founder</i>	2011	1,750,000	10,000,000	5,506,813	2,999,203	18,428	9,466	20,283,910
	2010	1,638,461	10,000,000	5,469,792	2,999,996	18,580	160,229	20,287,058
Leslie Moonves	2012	3,513,461	27,500,000	11,499,958	16,329,994	1,903,379	1,410,234	62,157,026
<i>President and Chief Executive Officer</i>	2011	3,500,000	27,500,000	8,499,978	27,316,800	1,478,466	1,605,433	69,900,677
	2010	3,513,462	27,500,000	7,999,982	14,868,000	869,854	2,977,722	57,729,020
Joseph R. Ianniello	2012	1,505,769	7,100,000	1,799,962	1,199,997	228,895	403,907	12,238,530
<i>Executive Vice President and Chief Financial Officer</i>	2011	1,500,000	7,100,000	1,799,988	1,199,678	154,229	174,877	11,928,772
	2010	1,505,769	6,000,000	1,799,988	1,199,998	89,724	188,305	10,783,784
Louis J. Briskman	2012	1,305,000	5,200,000	1,799,962	1,199,997	1,391,736	66,418	10,963,113
<i>Executive Vice President and General Counsel</i>	2011	1,300,000	5,200,000	1,799,988	1,199,678	1,060,964	51,228	10,611,858
	2010	1,305,000	2,990,000	1,799,988	1,199,998	999,779	44,623	8,339,388
Anthony G. Ambrosio	2012	752,885	1,402,500	899,980	599,999	256,879	96,255	4,008,498
<i>Executive Vice President, Human Resources and Administration</i>	2011	750,000	1,402,500	899,994	599,839	182,429	76,513	3,911,275
	2010	710,192	1,275,000	913,739	599,996	292,998	66,656	3,858,581

- (1) The table below sets forth the following 2012 compensation items: (i) cash compensation comprised of salary and annual bonus awards, (ii) annual equity awards, and (iii) special equity awards. The table below differs from the Summary Compensation Table, in that the table below excludes column (g) ("Change in Pension Value and NQDC Earnings") and column (h) ("All Other Compensation") and as further described in the footnotes to the table below. This table is not required by SEC rules and is not designed to replace the Summary Compensation Table. It is intended to provide information that the Company believes is useful in understanding and analyzing 2012 compensation decisions.

Annual Compensation
Cash Portion

Name	Salary (\$)	Bonus (\$)	Annual Equity Awards (\$)	Total Annual Compensation (\$)	Special Equity Award (\$)
			(a)		
Sumner M. Redstone	1,756,731	10,000,000	5,672,794	17,429,525	
Leslie Moonves	3,513,461	27,500,000(b)	17,829,984	48,843,445	7,499,994(c)
Joseph R. Ianniello	1,505,769	7,100,000	2,999,959	11,605,728	
Louis J. Briskman	1,305,000	5,200,000	2,999,959	9,504,959	
Anthony G. Ambrosio	752,885	1,402,500	1,499,979	3,655,364	

- (a) Represents the grant date fair value, determined in accordance with FASB ASC Topic 718, of the annual stock and option awards, as applicable, granted in 2012 to the named executive officers, as disclosed in columns (e) and (f) in the Summary Compensation Table. For Mr. Moonves, does not include the \$2.5 million grant of shares of the Company's Class B Common Stock to him as part of his bonus for fiscal year 2011 performance or the

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grant noted in (c) below.

- (b) See footnote (3) below for a discussion of Mr. Moonves' 2012 bonus.
- (c) Represents the grant date fair value, determined in accordance with FASB ASC Topic 718, of a special stock option grant awarded to Mr. Moonves on October 18, 2012, as disclosed in column (f) of the Summary Compensation Table in connection with the extension of his employment arrangements in October 2012.
- (2) Salary includes amounts deferred under qualified and nonqualified arrangements. For 2012, all named executive officers, except for Mr. Redstone, deferred a portion of their salary under qualified and nonqualified deferred compensation arrangements. See the Nonqualified Deferred Compensation in 2012 table for further information on amounts deferred under nonqualified deferred compensation arrangements.
- (3) With respect to all named executive officers, amounts set forth in the "Bonus" column for 2012, 2011 and 2010 reflect cash payments made in early 2013 for fiscal year 2012 performance, early 2012 for fiscal year 2011 performance, and early 2011 for fiscal year 2010 performance, respectively.

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With respect to Mr. Moonves' 2012 bonus, the Compensation Committee awarded to Mr. Moonves a total cash bonus amount which reflects a \$20,000,000 payment for the successes in his role as President and Chief Executive Officer of the Company and a special cash payment of \$7,500,000 for his leadership in connection with the creation of premium content across the Company's portfolio of businesses, particularly with respect to the CBS Television Network, which outperformed its media peers in 2012. During 2013, the Compensation Committee determined to grant Mr. Moonves, as part of his bonus, a \$2.5 million grant of shares of the Company's Class B Common Stock. This award will be reportable in the Company's 2014 proxy statement in accordance with SEC rules.

(4) These amounts reflect the aggregate grant date fair values determined in accordance with FASB ASC Topic 718 of grants of (i) restricted share units ("RSUs"), (ii) performance share units ("PSUs"), and (iii) shares of the Company's Class B Common Stock ("Share Award"), as applicable, for each executive. In 2012, only Mr. Redstone was granted a PSU award, with respect to which the maximum number of shares to be delivered, assuming attainment of the highest level of performance conditions, would be 342,078 shares, with respect to which the maximum grant date value, determined in accordance with FASB ASC Topic 718, would be \$9,283,997. In 2012, only Mr. Moonves was granted a Share Award, with a value of \$2.5 million, as part of his bonus for 2011. For the performance-based RSUs granted in 2012 to Messrs. Moonves, Ianniello, Briskman and Ambrosio (representing, of the aggregate grant date values included in column (e), \$4,499,992 for Mr. Moonves and 50% of the awards for the other executives), the maximum grant date value, determined in accordance with FASB ASC Topic 718, would be \$5,400,003, \$1,079,977, \$1,079,977 and \$539,988, respectively. For a discussion of the assumptions made in calculating the grant date fair value amounts for 2012, see "RSUs and PSUs" in Note 11 to the audited 2012 consolidated financial statements on page II-63 in the Company's Form 10-K for the fiscal year ended December 31, 2012.

(5) These amounts reflect the aggregate grant date fair values determined in accordance with FASB ASC Topic 718. For a discussion of the assumptions made in calculating the grant date fair value amounts for 2012, see "Stock Options and Equivalents" in Note 11 to the audited 2012 consolidated financial statements on pages II-64 in the Company's Form 10-K for the fiscal year ended December 31, 2012.

For Mr. Moonves, the 2012 amount represents (i) a grant of 1 million stock options awarded by the Compensation Committee, using its discretion to grant stock options during the annual LTMP award cycle to Mr. Moonves under his then-current employment agreement and (ii) a grant of stock options having a grant date value of \$7.5 million in connection with the extension of his employment arrangements in October 2012.

(6) Amounts reflect changes in pension value only, as none of the Company's nonqualified deferred compensation plans provide for above-market interest or preferential earnings, except for Mr. Redstone (as noted below). For Mr. Redstone, the amounts for 2012, 2011 and 2010 also include the minimum required distributions he received under qualified pension plans. For Mr. Briskman, the amounts for 2012, 2011 and 2010 also include the distributions he received under qualified and nonqualified pension plans pursuant to which he has an accumulated benefit, but is not currently accruing benefits. See "Pension Benefits in 2012" for further information on these plans.

Pursuant to Mr. Redstone's amended employment agreement, effective March 16, 2007, the approximate \$10 million balance of his vested deferred salary compensation account (the "Deferred Compensation Balance") was converted to stock option equivalents ("SOEs") of equal value. For purposes of this table, the Company considers an increase in the intrinsic value of the SOEs (*i.e.*, the extent to which the market price of the stock underlying an SOE is above its exercise price at a given point in time) as preferential. The intrinsic value of the SOEs increased from \$0 as of December 31, 2011 to \$13,861,865 as of December 31, 2012, as the market price of the stock underlying each SOE (which was \$38.05 as of December 31, 2012) exceeded its exercise price (\$30.21). At December 31, 2012, this intrinsic value exceeded the Deferred Compensation Balance by \$3,527,328. See "Employment Agreements - Sumner M. Redstone" for further information on the SOEs. Information about each nonqualified deferred compensation plan is included in the "Description of Nonqualified Deferred Compensation" section.

(7) The following table and footnotes describe each component of the "All Other Compensation" column for 2012:

**PERQUISITES AND OTHER
PERSONAL BENEFITS**

Named Executive Officer	Company Contribution to 401(k) Plan	Company Contribution to 401(k) Excess Plan	Company-Paid Life Insurance	Tax Reimbursement	Extended Services on West Coast	Transportation-Related Benefits	Security	Total
	(\$)	(\$)	(\$) (a)	(\$) (b)	(\$) (c)	(\$) (d)	(\$) (e)	(\$) (f)
Sumner M. Redstone			3,780			8,217		11,997
Leslie Moonves	3,967	22,283	131,280	0		660,247	583,808	1,410,234
	8,750	17,500	2,268	130,517	50,829	194,043		403,907

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Joseph R. Ianniello						
Louis J. Briskman	5,409	20,841	1,966	38,202	0	66,418
Anthony G. Ambrosio	3,967	22,283	1,134	68,871	0	96,255

- (a) Represents premiums paid in 2012 by the Company for life insurance coverage.
- (b) With respect to Mr. Moonves, no tax reimbursements were made in 2012. Mr. Moonves' new employment agreement eliminated, with respect to periods following 2012, his entitlement to a tax neutralization payment with respect to any incremental New York state and local taxes and fees he incurred resulting from his obligation to the Company under his employment agreement to provide services in New York and Los Angeles. For Messrs. Ianniello, Briskman and Ambrosio, amounts include tax reimbursement on imputed income associated with the West Coast Expense (defined below).
- (c) The Company requires that certain East Coast-based senior executives provide extended services at the Company's West Coast operations, for which the Company provides an estimated expense allowance. The amounts shown in this column represent certain other costs and expenses incurred in connection with providing these services ("West Coast Expense").

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- (d) The amounts of perquisites and other personal benefits shown in this column include (i) for Messrs. Redstone and Moonves, the percentage of personal use of a car and driver provided for business-related security reasons, and (ii) for Messrs. Moonves and Ianniello, the incremental cost to the Company of the personal use of the Company aircraft. The incremental cost to the Company of the personal use of the Company aircraft is calculated by dividing the total variable costs (including fuel, maintenance, landing and navigation fees, catering, flight crew trip expenses, telecommunications, supplies and miscellaneous expenses) by the total flight hours for such year and multiplying such amount by the executive's total number of flight hours for his personal use for the year (including flights made to reposition the plane in connection with such personal use). Fixed costs which do not change based on usage, such as pilot salaries, hangar rental and insurance are excluded.
- (e) The amount represents the cost to the Company for the provision of a Company-specified level of regular security coverage (*i.e.*, exclusive of cost for any extraordinary incident coverage) deemed necessary to protect CBS's business interests. Although the security is directed by and provided at the request of the Company for business purposes, the cost is being reported as a perquisite.
- (f) The "Total" amount also includes for Mr. Moonves (i) matching charitable contributions made by the Company on his behalf, in his capacity as a director, under the directors' matching gift program (\$7,500); and (ii) automobile insurance provided by the Company (\$1,149).

From time to time, tickets to sporting and other entertainment events are provided to certain employees, including the named executive officers, without charge, to attend these events as they relate to a business purpose. Tickets are made available to employees, including the named executive officers, for personal use if the tickets are not otherwise needed for business use. The Company does not incur incremental costs with respect to tickets to sporting and other entertainment events, as the tickets were purchased by the Company for business purposes and are made available if the tickets are not utilized for such purposes.

Employment Agreements

All of the named executive officers have employment agreements that set forth the terms and conditions of their employment with the Company. The material terms of each of these agreements necessary to an understanding of the information provided in the Summary Compensation Table for Fiscal Year 2012 and the Grants of Plan-Based Awards During 2012 table are provided below. For the vesting terms of long-term compensation awards granted to the named executive officers during 2012, see "Grants of Plan-Based Awards During 2012 Description of Plan-Based Awards." See "Potential Payments Upon Termination" for a description of the payments and benefits that would be provided to the named executive officers in connection with a termination of their employment, including enhanced severance payments and benefits available to certain named executive officers in connection with a termination of their employment following specified corporate events.

Sumner M. Redstone

Effective March 13, 2007, the Company entered into an amendment to Mr. Redstone's December 2005 employment agreement, pursuant to which he serves as Executive Chairman and Founder of CBS Corporation, with a pay package structured at that time to reduce fixed compensation, strengthen the pay-for-performance linkage and shift the pay towards equity. Under the amended agreement, Mr. Redstone received a base salary of \$1.75 million during 2012. His target bonus was \$5 million for 2012. His salary and target bonus are subject to review on at least an annual basis and may be increased at the discretion of the Compensation Committee. Mr. Redstone is provided with \$2.5 million of life insurance during his employment with the Company.

Pursuant to the amended agreement, Mr. Redstone received in 2007 through 2011, an annual award of stock options for shares of the Company's Class B Common Stock having a value of \$3 million. Also pursuant to the amended agreement, Mr. Redstone received in 2007 through 2011 an annual award of PSUs, with a target value of \$3 million. Payouts under the PSUs range from zero to a maximum of 300% of the target number of shares of the Company's Class B Common Stock for the award. In 2012, Mr. Redstone was awarded PSUs having a target value of \$3 million, on terms consistent with those granted in prior years. The Committee may make additional awards to Mr. Redstone in future years.

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In addition to the above, effective as of March 16, 2007, the approximate \$10 million balance of Mr. Redstone's vested deferred compensation account was converted into appreciation rights ("Stock Option Equivalents" or "SOEs") with the same fair value on the conversion date. The Stock Option Equivalents have an exercise price equal to the closing price of a share of the Company's Class B Common Stock on the date of conversion, vest ratably over a four-year period and have a term of eight years. Accordingly, Mr. Redstone will only realize value on such Stock Option Equivalents to the extent the price of a share of the Company's Class B Common Stock is higher, at the time the Stock Option Equivalents are exercised, than the exercise price.

Leslie Moonves

On October 15, 2012, the Company entered into a new employment agreement with Mr. Moonves (the "2012 Agreement"), which supersedes his employment agreement dated February 23, 2010 (the "Prior Agreement") and extends the term of his employment through June 30, 2017. The Prior Agreement provided for an annual base salary of \$3.5 million and a target bonus of \$12 million, both subject to an annual review and increase at the discretion of the Compensation Committee. Pursuant to the terms of the Prior Agreement, a portion of the bonus amount payable to Mr. Moonves, if any, is subject to a payment schedule based on levels of achievement (ranging from 80% to 120%) of a "Company-wide" performance goal established by the Compensation Committee, which goal will be the same as the performance criterion under the Senior Executive STIP. The payment schedule provides that an 80% level of achievement against this goal will result in a payment of at least 80% of 85% of the target bonus amount set forth in his employment agreement; a 100% level of achievement will result in a payment of at least 85% of the target amount; and a 120% or greater level of achievement will result in a payment of at least 120% of 85% of the target amount. Under the terms of the Prior Agreement, on February 23, 2012, as part of the annual LTMIP award cycle, Mr. Moonves received an annual RSU award with a grant date value that was \$500,000 higher than the prior year's award and, pursuant to the Committee's use of discretion under the Prior Agreement, a grant of 1 million stock options.

The 2012 Agreement continues to provide: for the same annual base salary and target bonus as the Prior Agreement, both subject to an annual review by the Compensation Committee; that a portion of the bonus amount payable to Mr. Moonves is subject to the same payment schedule set forth above; and for an annual RSU award through 2017, with each such award having a grant date value that is \$500,000 higher than the prior year's award, consistent with the terms of the Prior Agreement (except for the 2017 RSU award, the value of which will be prorated by 50% to reflect the agreement's scheduled expiration on June 30, 2017). In connection with the extension of the term of his employment through June 30, 2017, the Compensation Committee approved a grant of stock options made on October 18, 2012 having a grant date value equal to \$7.5 million, and an RSU grant made on February 12, 2013 having a grant date value of \$14.5 million. The Compensation Committee may make additional awards to Mr. Moonves in future years.

The 2012 Agreement contains restrictive covenants imposing non-competition obligations, restricting solicitation of employees, and protecting confidential information and the Company's ownership of work product and requiring cooperation in litigation, as well as other covenants, during Mr. Moonves' employment and for specified periods after the termination of employment.

Pursuant to the 2012 Agreement, Mr. Moonves reports to the Board and to Mr. Redstone, and Mr. Moonves is nominated annually for election to the Board and agrees to serve as a member of the Board for each period for which he is so elected. Under the 2012 Agreement, Mr. Moonves performs services in New York as well as in Los Angeles. In accordance with the terms of his Prior Agreement (and 2012 Agreement), which entitles him to life insurance up to a maximum annual cost of \$150,000 per year, Mr. Moonves was provided with \$16 million of life insurance during 2012.

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Joseph R. Ianniello

On July 20, 2009, the Company entered into an employment agreement with Mr. Ianniello, which superseded his prior employment agreement with the Company and provides for his employment as the Executive Vice President and Chief Financial Officer of CBS Corporation through July 19, 2013. The agreement provides for an annual base salary of \$1.5 million, which is subject to annual review and increase at the discretion of the Compensation Committee, and an annual target bonus equal to 200% of his annual salary as in effect on November 1st of such year. Mr. Ianniello is also eligible to receive annual grants of long-term compensation, as determined by the Company's Compensation Committee, based on a target value of \$3 million. The agreement also contains restrictive covenants imposing non-competition obligations, restricting solicitation of employees, protecting the Company's confidential information and its ownership of work product and requiring cooperation in litigation, as well as other covenants, during his employment and for specified periods after the termination of employment. Mr. Ianniello's employment agreement was amended and restated as of February 3, 2011 to provide for enhanced severance payments and benefits in the event his employment is terminated by the Company without cause or by him for good reason, in either case in connection with specified corporate events.

Louis J. Briskman

Effective October 1, 2011, the Company entered into a new employment agreement with Mr. Briskman, which superseded his prior employment agreement with the Company and provides for his continued employment as the Executive Vice President and General Counsel of CBS Corporation through December 31, 2013. The agreement provides for an annual base salary of \$1,300,000, which may be reviewed and increased at the discretion of the Compensation Committee. Under the new agreement, Mr. Briskman's annual target bonus is 200% of his base salary as in effect on November 1st of such year, and Mr. Briskman is eligible to receive annual grants of long-term compensation, as determined by the Company's Compensation Committee, based on a target value of \$3 million, commencing in 2012.

Mr. Briskman's employment agreement contains restrictive covenants imposing non-competition obligations, restricting solicitation of employees, protecting the Company's confidential information and its ownership of work product and requiring cooperation in litigation, as well as other covenants, during his employment and for specified periods after the termination of employment. The agreement also provides for enhanced severance payments and benefits in the event his employment is terminated by the Company without cause or by him for good reason, in either case in connection with specified corporate events. Mr. Briskman's employment agreement provides that he will continue to receive supplemental pension payments pursuant to an agreement dated March 2, 1999, as amended on May 3, 2000, with the former CBS Corporation. See the footnotes and narrative accompanying the Pension Benefits in 2012 tables for information on his supplemental pension payments.

Anthony G. Ambrosio

Effective June 7, 2010, the Company entered into an employment agreement with Mr. Ambrosio, which superseded his prior employment agreement with the Company and provides for his continued employment as the Executive Vice President, Human Resources and Administration of CBS Corporation through June 6, 2013. The agreement provides for an annual base salary of \$750,000, which may be reviewed and increased at the discretion of the Compensation Committee, and an annual target bonus equal to 85% of his salary as in effect on November 1st of such year. Mr. Ambrosio is also eligible to receive annual grants of long-term compensation, as determined by the Company's Compensation Committee, based on a target value of \$1.5 million. The agreement also contains restrictive covenants imposing non-competition obligations, restricting solicitation of employees, protecting the Company's confidential information and its ownership of work product and requiring cooperation in litigation, as well as other covenants, during his employment and for specified periods

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after the termination of employment. Mr. Ambrosio's employment agreement was amended and restated as of February 3, 2011 to provide for enhanced severance payments and benefits in the event his employment is terminated by the Company without cause or by him for good reason, in either case in connection with specified corporate events.

Grants of Plan-Based Awards During 2012

The following table sets forth information concerning grants of equity awards under the Company's incentive programs to the named executive officers in fiscal year 2012.

Name	Grant Date	Committee Action Date (1)	Estimated Possible Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)(2)	Grant Date Fair Value of Stock and Option Awards (\$)(3)
			Threshold (#)	Target (#)	Maximum (#)				
Sumner M. Redstone	1/1/2012	12/14/2011	28,507	114,026	342,078			5,672,794	
Leslie Moonves	1/31/2012	1/31/2012				87,780		2,499,974	
	2/23/2012	2/18/2010	122,283	152,853	183,424			4,499,992	
	2/23/2012	2/18/2010				152,853		4,499,992	
	2/23/2012	2/23/2012					1,000,000	29.44	8,830,000
	10/18/2012	10/10/2012					790,305	34.06	7,499,994
Joseph R. Ianniello	2/23/2012	2/23/2012	24,456	30,570	36,684			899,981	
	2/23/2012	2/23/2012				30,570		899,981	
	2/23/2012	2/23/2012					135,900	29.44	1,199,997
Louis J. Briskman	2/23/2012	2/23/2012	24,456	30,570	36,684			899,981	
	2/23/2012	2/23/2012				30,570		899,981	
	2/23/2012	2/23/2012					135,900	29.44	1,199,997
Anthony G. Ambrosio	2/23/2012	2/23/2012	12,228	15,285	18,342			449,990	
	2/23/2012	2/23/2012				15,285		449,990	
	2/23/2012	2/23/2012					67,950	29.44	599,999

(1) The "Committee Action Date" refers to the date on which the Compensation Committee approved the grants reported in the table. With respect to Mr. Moonves' performance-based and time-based RSU awards granted on February 23, 2012 under his Prior Agreement and the stock options granted to Mr. Moonves on October 18, 2012 under his 2012 Agreement, the "Committee Action Date" refers to the date on which the Compensation Committee approved the terms of the employment agreement that provides for the grants.

(2) The exercise price of the options is the closing price of the Company's Class B Common Stock on the date of grant.

(3)

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Amounts reflect the fair value on the date of grant, calculated in accordance with FASB ASC Topic 718, of the awards reported in the table.

Description of Plan-Based Awards

Equity awards reported in the Grants of Plan-Based Awards During 2012 table were granted to the named executive officers under the Company's long-term incentive programs, except for the unrestricted share award made to Mr. Moonves as part of his bonus for fiscal year 2011 performance.

RSUs The number of RSUs awarded is determined by dividing the value to be delivered by the closing price of a share of the Company's Class B Common Stock on the NYSE on the date of grant. Except for Mr. Moonves' annual RSU grants, vesting for RSUs occurs in equal annual installments over four years. Some RSU awards are subject to performance conditions ("PRSUs"), as described under "Compensation Discussion and Analysis Long-Term Incentive Programs Performance Goals for LTMIP Awards PRSUs." With respect to Mr. Moonves' annual RSU grant for

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2012, the PRSUs vest and settle upon the later of the first anniversary of the grant date and the date of the Compensation Committee's certification of the level of performance achieved, and the RSUs subject only to time-based vesting are scheduled to vest in thirds, with 33¹/₃% vesting on each of the first two anniversaries of the date of grant and 33¹/₃% vesting on February 22, 2015.

Stock Options The number of stock options awarded is determined by using a Black-Scholes valuation methodology in accordance with FASB ASC Topic 718 employing the same methodologies and assumptions that are applied for purposes of the Company's financial accounting statements (as reviewed by the Compensation Committee's independent consultant). Stock options have an exercise price not less than the closing price of a share of the Company's Class B Common Stock on the NYSE on the grant date and have an eight-year term. Vesting for stock options occurs in equal annual installments over four years, except for the stock option grants to Mr. Moonves. Mr. Moonves' February 23, 2012 stock option grant vests 33¹/₃% on each of the first two anniversaries of the date of grant and 33¹/₃% on February 22, 2015, and his October 18, 2012 stock option grant vests in full on the first anniversary of the grant date.

PSUs PSUs are notional units of measurement and represent the right to receive a number of shares of the Company's Class B Common Stock determined on the basis of the total stockholder return ("TSR") of the Company's Class B Common Stock relative to the TSR of the common stock of companies comprising the Standard & Poor's 500 Composite Index (with limited exceptions) (the "reference group") over a defined measurement period and, under certain circumstances, determined on the basis of achievement of a pre-determined performance threshold (see "Compensation Discussion and Analysis Long-Term Incentive Programs Performance Goals for LTMIP Awards PSUs" for a description of this threshold). For 2012, only Mr. Redstone received PSUs. The target shares for the 2012 PSU grant were determined on the basis of the average closing price of a share of the Company's Class B Common Stock on the NYSE for the 10 trading days prior to the date of grant. Payout under the PSUs ranges from zero to a maximum of 300% of the target number of shares of the Company's Class B Common Stock for the award. The 2012 PSU grant is subject to a three-year measurement period running from January 1, 2012 through December 31, 2014. The number of shares to be delivered under the 2012 PSU grant is determined in the manner described under "Compensation Discussion and Analysis Long-Term Incentive Programs Performance Goals for LTMIP Awards PSUs."

For other terms of these awards relating to performance goals and grant dates, see "Compensation Discussion and Analysis Long-Term Incentive Programs Performance Goals for LTMIP Awards" and " Grant Date of Awards."

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The following table sets forth for each named executive officer information concerning the outstanding equity awards at December 31, 2012, which included unexercised and vested stock options, unexercised and unvested stock options, unvested RSUs and PSUs, and unearned and unvested PSUs. The market values in this table were calculated using the closing price of a share of the Company's Class B Common Stock on December 31, 2012, which was \$38.05.

Name	Grant Date	Option Awards				Stock Awards			
		Number of Securities Underlying Unexercised Options Exercisable (#)(1)	Number of Securities Underlying Unexercised Options Unexercisable (#)(1)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(2)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: # of Unearned Shares, Units or Other Rights That Have Not Vested (#)(2)(3)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Sumner M. Redstone	3/16/2007	620,604		30.21	3/16/2015				
	2/28/2008	700,934		23.96	2/28/2016				
	9/22/2008	445,000		15.39	9/22/2016				
	2/24/2009	1,300,578	433,526	5.20	2/24/2017				
	3/1/2010	302,419	302,419	13.43	3/1/2018				
	3/1/2011	98,814	296,442	23.19	3/1/2019				
	1/1/2010					629,413	23,949,165		
	1/1/2011							456,579	17,372,831
	1/1/2012							288,714	10,985,568
Leslie Moonves	10/19/2007	5,000,000		28.70	10/19/2015				
	4/2/2009		216,763	5.20	2/24/2017				
	10/16/2009		600,000	13.09	10/16/2017				
	3/1/2010		1,500,000	13.43	3/1/2018				
	3/1/2011	900,000	2,700,000	23.19	3/1/2019				
	2/23/2012		1,000,000	29.44	2/23/2020				
	10/18/2012		790,305	34.06	10/18/2020				
	2/23/2010					102,407	3,896,586		

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	2/23/2011					130,208	4,954,414
	2/23/2012					318,088	12,103,247
Joseph R. Ianniello	5/25/2006	28,111		26.30	5/25/2014		
	9/6/2006	4,247		28.30	9/6/2014		
	3/6/2007	50,506		30.94	3/6/2015		
	2/28/2008	70,094		23.96	2/28/2016		
	2/24/2009	2	109,754	5.20	2/24/2017		
	3/1/2010	108,871	108,871	13.43	3/1/2018		
	3/1/2011	39,525	118,577	23.19	3/1/2019		
	2/23/2012		135,900	29.44	2/23/2020		
	2/24/2009					15,649	595,444
	2/23/2010					68,434	2,603,914
	2/23/2011					68,244	2,596,684
	2/23/2012					67,254	2,559,015
Louis J. Briskman	5/25/2006	133,293		26.30	5/25/2014		
	3/6/2007	202,020		30.94	3/6/2015		
	2/28/2008	233,644		23.96	2/28/2016		
	9/23/2008	265,957		14.85	9/23/2016		
	2/24/2009	77,086	303,468	5.20	2/24/2017		
	3/1/2010	120,967	120,968	13.43	3/1/2018		
	3/1/2011	39,525	118,577	23.19	3/1/2019		
	2/23/2012		135,900	29.44	2/23/2020		
	2/24/2009					43,269	1,646,385
	2/23/2010						