

CNET NETWORKS INC
Form 3
June 25, 2008

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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

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

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

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

Signatures

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

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects shares purchased in a tender offer.
- (2)

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

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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