

CBS CORP  
Form 8-K  
June 01, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): May 26, 2010

CBS CORPORATION

(Exact name of registrant as specified in its charter)

|   |                                       |   |
|---|---------------------------------------|---|
| Delaware<br>(State or other jurisdiction of<br>incorporation)                             | 001-09553<br>(Commission File Number) | 04-2949533<br>(IRS Employer Identification<br>Number) |
| 51 West 52nd Street, New York, New<br>York<br>(Address of principal executive<br>offices) | 10019<br>(zip code)                   |   |

Registrant's telephone number, including area code: (212) 975-4321

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders (the “Annual Meeting”) of CBS Corporation (the “Company”) was held on May 26, 2010. The final results of voting on each of the matters submitted to a vote of the Company’s stockholders at the Annual Meeting were certified by the independent inspector of election and are as follows:

1. Election of Directors:

| Name                    | For        | Withheld  | Broker<br>Non-Votes |
|-------------------------|------------|-----------|---------------------|
| David R. Andelman       | 48,232,720 | 106,858   | 1,934,779           |
| Joseph A. Califano, Jr. | 48,240,967 | 98,611    | 1,934,779           |
| William S. Cohen        | 46,695,506 | 1,644,072 | 1,934,779           |
| Gary L. Countryman      | 48,245,604 | 93,974    | 1,934,779           |
| Charles K. Gifford      | 46,670,282 | 1,669,296 | 1,934,779           |
| Leonard Goldberg        | 46,692,170 | 1,647,408 | 1,934,779           |
| Bruce S. Gordon         | 46,695,552 | 1,644,026 | 1,934,779           |
| Linda M. Griego         | 48,233,081 | 106,497   | 1,934,779           |
| Arnold Kopelson         | 48,243,433 | 96,145    | 1,934,779           |
| Leslie Moonves          | 48,248,262 | 91,316    | 1,934,779           |
| Doug Morris             | 48,275,569 | 64,009    | 1,934,779           |
| Shari Redstone          | 48,275,569 | 64,009    | 1,934,779           |
| Sumner M. Redstone      | 48,230,441 | 109,137   | 1,934,779           |
| Frederic V. Salerno     | 48,175,567 | 164,011   | 1,934,779           |

2. Ratification of the appointment of PricewaterhouseCoopers LLP to serve as the Company’s independent registered public accounting firm for the fiscal year 2010:

| For        | Against | Abstentions |
|------------|---------|-------------|
| 50,188,838 | 75,522  | 9,997       |

3. Re-approval of the material terms of the performance goals in the Company’s Senior Executive Short-Term Incentive Plan pursuant to Section 162(m) of the Internal Revenue Code:

| For        | Against | Abstentions |
|------------|---------|-------------|
| 49,663,768 | 564,406 | 46,183      |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CBS CORPORATION  
(Registrant)

By: /s/ Louis J. Briskman  
Name: Louis J. Briskman  
Title: Executive Vice President and  
General Counsel

Date: June 1, 2010

