

CNET NETWORKS INC
Form SC TO-C
May 15, 2008

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

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934**

CNET Networks, Inc.
(Name of Subject Company (Issuer))

Ten Acquisition Corp.
a wholly-owned subsidiary of
CBS Corporation

(Names of Filing Person (Offeror))

Common Stock, \$.0001 par value per share
(Title of Class of Securities)

12613R104
(CUSIP Number of Class of Securities)

Louis J. Briskman

Executive Vice President and General Counsel

CBS Corporation

51 West 52nd Street

New York, NY 10019

Telephone: (212) 975-4321

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

**Howard Chatzinoff
Raymond O. Gietz
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York, 10153
Telephone: (212) 310-8000**

CALCULATION OF FILING FEE

Transaction Valuation*

Not Applicable*

Amount of Filing Fee*

Not Applicable*

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable

Form or Registration No.: Not applicable

Filing Party: Not applicable

Date Filed: Not applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing fee is a final amendment reporting the results of the tender offer:

EXHIBIT INDEX

Exhibit No. Description

- 99.1 Joint Press Release issued by CBS Corporation and CNET Networks, Inc., dated May 15, 2008.
- 99.2 Slides Distributed to the Press on May 15, 2008.
- 99.3 Communication to Employees of CBS Corporation from Leslie Moonves, dated May 15, 2008.

