

CNET NETWORKS INC
Form SC TO-I/A
July 18, 2002

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(RULE 13e-4)

TENDER OFFER STATEMENT UNDER SECTION 14(d) (1) OR SECTION 13(e) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 3)

CNET NETWORKS, INC.
(NAME OF SUBJECT COMPANY (ISSUER) AND FILING PERSON (OFFEROR))

OPTIONS TO PURCHASE COMMON STOCK, PAR VALUE \$0.0001 PER SHARE,
WITH AN EXERCISE PRICE OF HIGHER THAN \$12.00 PER SHARE
(TITLE OF CLASS OF SECURITIES)

125945105
(CUSIP NUMBER OF CLASS OF SECURITIES)

SHARON LE DUY
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
CNET NETWORKS, INC.
235 SECOND STREET
SAN FRANCISCO, CA 94105
(415) 344-2513
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO
RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF THE
FILING PERSON)

COPY TO:
KAREN GREENSTEIN
ASSISTANT GENERAL COUNSEL
CNET NETWORKS, INC.
28 EAST 28TH STREET
NEW YORK, NY 10016
(646) 472-3827

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

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[] going private transaction subject to Rule 13e-3

[] amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer []

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This Amendment No. 3 amends and supplements the Tender Offer on Schedule TO filed with the Securities and Exchange Commission on July 17, 2002 by CNET Networks, Inc. ("CNET"), relating to the offer by CNET to exchange outstanding employee stock options to purchase common stock, par value \$0.0001 per share.

Item 12 to CNET's Schedule TO is amended and supplemented to add the following new exhibits, which are filed with this Amendment No. 3 to Schedule TO:

Item 12. Exhibits

(a)(1)(xvi) Supplement to the Offer to Exchange, dated July 18, 2002.

(a)(1)(xvii) E-mail to employees notifying them of the availability of the supplement to the Offer to Exchange on CNET's intranet.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 18, 2002

CNET NETWORKS, INC.

By: /s/ Sharon Le Duy

Name: Sharon Le Duy

Title: Senior Vice President, General Counsel and Secretary

INDEX TO EXHIBITS

EXHIBIT
NUMBER

DESCRIPTION

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