

CBS CORP  
Form 8-K  
October 16, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): October 14, 2009**

**CBS CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-09553**

(Commission File Number)

**04-2949533**

(IRS Employer  
Identification Number)

**51 West 52<sup>nd</sup> Street, New York, New York**

(Address of principal executive offices)

**10019**

(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:

- 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))
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**Item 8.01 Other Events.**

On October 14, 2009, CBS Corporation (the Company ) entered into an underwriting agreement with Citigroup Global Markets Inc., as representatives of the underwriters named in Schedule 1 thereto, and National Amusements, Inc. ( NAI ), with respect to the sale of up to 28,645,000 shares of the Company 's Class B Common Stock by NAIRI, Inc., a wholly owned subsidiary of NAI. The Company will receive no proceeds in connection with the sale. The offering is being made pursuant to the Company 's effective registration statement on Form S-3 (No. 333-154962). The Underwriting Agreement has been filed as Exhibit 1.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is filed as part of this report on Form 8-K:

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
1.1	Underwriting Agreement dated October 14, 2009, among CBS Corporation, Citigroup Global Markets Inc., as representative of the underwriters named in Schedule 1 thereto, and National Amusements, Inc.

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**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/ Joseph R. Ianniello

Name: Joseph R. Ianniello

Title: Executive Vice President and  
Chief Financial Officer

Date: October 16, 2009

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**Exhibit Index**

**Exhibit  
Number**

**Description of Exhibit**

- |     |                                                                                                                                                                                                       |
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|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|