

CBS CORP  
Form 8-K  
May 13, 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): May 8, 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 May 8, 2009, CBS Corporation (the Company ) and CBS Operations Inc., the guarantor, entered into an underwriting agreement (the Underwriting Agreement ) with Banc of America Securities LLC, Citigroup Global Markets Inc., J.P. Morgan Securities Inc. and UBS Securities LLC, as representatives of the underwriters named in Schedule 1 thereto (collectively, the Underwriters ), with respect to the Company's issuance and sale of \$400,000,000 aggregate principal amount of its 8.200% Senior Notes due 2014 (the 2014 Notes ) and \$350,000,000 aggregate principal amount of its 8.875% Senior Notes due 2019 (the 2019 Notes and, together with the 2014 Notes, the Notes ). 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, the form of Note for the 2014 Notes has been filed as Exhibit 4.1, the form of Note for the 2019 Notes has been filed as Exhibit 4.2 and the form of guarantee for each of the 2014 Notes and 2019 Notes has been filed as Exhibit 4.3 to this Current Report on Form 8-K, and each is incorporated by reference herein.

**ITEM 9.01 Financial Statements and Exhibits.**

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

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
1.1	Underwriting Agreement, dated May 8, 2009, among CBS Corporation, CBS Operations Inc., Banc of America Securities LLC, Citigroup Global Markets Inc., J.P. Morgan Securities Inc. and UBS Securities LLC, as representatives of the underwriters named in Schedule 1 thereto.
4.1	Form of Note for the 2014 Notes.
4.2	Form of Note for the 2019 Notes.
4.3	Form of Guarantee for each of the 2014 Notes and 2019 Notes.

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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/ Fredric G. Reynolds

Name: Fredric G. Reynolds

Title: Executive Vice President and  
Chief Financial Officer

Date: May 13, 2009

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**Exhibit Index**

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