

CBS CORP  
Form 8-K  
April 05, 2010

**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): March 30, 2010**

**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)**

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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))

**Item 8.01 Other Events.**

On March 30, 2010, CBS Corporation (the Company) and CBS Operations Inc., the guarantor, entered into an underwriting agreement (the Underwriting Agreement) with Deutsche Bank Securities Inc., Morgan Stanley & Co. Incorporated, RBS Securities Inc., Banc of America Securities LLC, 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 \$500,000,000 aggregate principal amount of its 5.75% Senior Notes due 2020 (the 2020 Notes). The offering is being made pursuant to the Company's effective registration statement on Form S-3 dated November 3, 2008, as amended by Post-Effective Amendment No. 1 to Form S-3 dated October 14, 2009 (No. 333-154962). The 2020 Notes are governed by the Amended and Restated Indenture, dated as of November 3, 2008, among the Company, CBS Operations Inc. and The Bank of New York Mellon, as trustee, as supplemented and amended by the First Supplemental Indenture, dated as of April 5, 2010 (the Supplemental Indenture), among the Company, CBS Operations Inc. and Deutsche Bank Trust Company Americas, as trustee (as supplemented and amended, the Indenture). The Company is filing a Form T-1 to designate Deutsche Bank Trust Company Americas to act as an eligible trustee under the Indenture. The Underwriting Agreement is being filed as Exhibit 1.1, the form of Note for the 2020 Notes is being filed as Exhibit 4.1, the form of guarantee for the 2020 Notes is being filed as Exhibit 4.2, the Supplemental Indenture is being filed as Exhibit 4.3 and the T-1 is being filed as Exhibit 25.1 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:

| Exhibit Number | Description of Exhibit   |
|----------------|--|
| 1.1            | Underwriting Agreement, dated March 30, 2010, among CBS Corporation, CBS Operations Inc., and Deutsche Bank Securities Inc., Morgan Stanley & Co. Incorporated, RBS Securities Inc., Banc of America Securities LLC, and UBS Securities LLC, as representatives of the underwriters named in Schedule 1 thereto.                               |
| 4.1            | Form of Note for the 2020 Notes.   |
| 4.2            | Form of Guarantee of the 2020 Notes.   |
| 4.3            | First Supplemental Indenture, dated as of April 5, 2010, among CBS Corporation, CBS Operations Inc. and Deutsche Bank Trust Company Americas, as trustee, supplementing and amending the Amended and Restated Indenture, dated as of November 3, 2008, among CBS Corporation, CBS Operations Inc. and The Bank of New York Mellon, as trustee. |
| 25.1           | Form T-1 Statement of Eligibility of Deutsche Bank Trust Company Americas.   |

**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: April 5, 2010

**Exhibits**

| <b>Exhibit Number</b> | <b>Description of Exhibit</b>  |
|-----------------------|--|
| 1.1                   | Underwriting Agreement, dated March 30, 2010, among CBS Corporation, CBS Operations Inc., and Deutsche Bank Securities Inc., Morgan Stanley & Co. Incorporated, RBS Securities Inc., Banc of America Securities LLC and UBS Securities LLC, as representatives of the underwriters named in Schedule 1 thereto.                                |
| 4.1                   | Form of Note for the 2020 Notes.   |
| 4.2                   | Form of Guarantee of the 2020 Notes.   |
| 4.3                   | First Supplemental Indenture, dated as of April 5, 2010, among CBS Corporation, CBS Operations Inc. and Deutsche Bank Trust Company Americas, as trustee, supplementing and amending the Amended and Restated Indenture, dated as of November 3, 2008, among CBS Corporation, CBS Operations Inc. and The Bank of New York Mellon, as trustee. |
| 25.1                  | Form T-1 Statement of Eligibility of Deutsche Bank Trust Company Americas.   |