

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CBS CORP</u> (Last) (First) (Middle) <u>51 WEST 52ND STREET</u> (Street) <u>NEW YORK NY 10019</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PROELITE, INC. [PELE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/18/2008</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant No. 6	\$0.01	06/18/2008		J ⁽¹⁾		100,000						(1)	100,000	I	Indirect ⁽³⁾

1. Name and Address of Reporting Person*
CBS CORP
 (Last) (First) (Middle)
51 WEST 52ND STREET
 (Street)
NEW YORK NY 10019
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Showtime Networks Inc.
 (Last) (First) (Middle)
C/O CBS CORPORATION
51 WEST 52ND STREET
 (Street)
NEW YORK NY 10019
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CBS Operations Inc.
 (Last) (First) (Middle)
C/O CBS CORPORATION
51 WEST 52ND STREET
 (Street)
NEW YORK NY 10019
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
NAIRI INC		
(Last)	(First)	(Middle)
200 ELM STREET		
(Street)		
DEDHAM	MA	02026
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
NATIONAL AMUSEMENTS INC /MD/		
(Last)	(First)	(Middle)
200 ELM STREET		
(Street)		
DEDHAM	MA	02026
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
REDSTONE SUMNER M		
(Last)	(First)	(Middle)
C/O CBS CORPORATION		
51 WEST 52ND STREET		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)

Explanation of Responses:

- This Warrant was received as consideration for entering into a certain agreement dated June 18, 2008 between the Issuer and Showtime Networks, Inc.
- Current
- The Common Stock and the Warrants are held by Showtime Networks Inc. (SNI), a wholly-owned subsidiary of CBS Operations Inc., which in turn is a wholly-owned subsidiary of CBS Corporation, and may also be deemed to be beneficially owned by (a) NAIRI, Inc. (NAIRI), which owns approximately 79% of CBS Corporation's voting stock, (b) NAIRI's parent corporation, National Amusements, Inc. ("NAI"), and (c) Sumner M. Redstone, who is the controlling stockholder of NAI.

Remarks:

By: Angeline C. Straka, SVP and Secretary	06/20/2008
By: Angeline C. Straka, SVP and Secretary	06/20/2008
By: Angeline C. Straka, SVP and Secretary	06/20/2008
By: Sumner M. Redstone, Chairman & President	06/20/2008
By: Sumner M. Redstone, Chairman & CEO	06/20/2008
/s/ Redstone, Sumner M.	06/20/2008

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.