

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2)

ProElite, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

74266D303

(CUSIP Number)

October 31, 2008

(Date of Event Which Requires Filing of this Statement)

Sumner M. Redstone  
National Amusements, Inc.  
846 University Avenue  
Norwood, Massachusetts 02062  
Telephone: (781) 461-1600

with a copy to:

Louis J. Briskman, Esq.  
CBS Corporation  
51 West 52nd Street  
New York, New York 10019  
Telephone: (212) 975-4321

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

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This Amendment (“Amendment No. 2”) is being jointly filed by each of the following persons pursuant to Rule 13d-1(k) of the Securities and Exchange Commission (the “Commission”) pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”): Showtime Networks Inc., a Delaware corporation (“Showtime”), CBS Operations Inc., a Delaware corporation (“CBS Operations”), CBS Corporation, a Delaware corporation (“CBS”), NAIRI, Inc., a Delaware corporation (“NAIRI”), National Amusements, Inc., a Maryland corporation (“NAI”), and Sumner M. Redstone. Showtime, CBS Operations, CBS, NAIRI, NAI and Mr. Redstone are collectively referred to as the “Reporting Persons.”

This Amendment No. 2 amends the Schedule 13D originally filed with the Commission on September 17, 2008, as amended by Amendment No. 1 thereto, which was filed with the Commission on October 21, 2008 (as so amended, the “Original Schedule 13D”).

All terms used, but not defined, in this Amendment No. 2 are as defined in the Original Schedule 13D. The summary descriptions (if any) contained herein of certain agreements and documents are qualified in their entirety by reference to the complete text of such agreements and documents filed as Exhibits hereto or incorporated herein by reference.

#### **Item 4. Purpose of the Transaction**

Item 4 of the Original Schedule 13D is amended as follows:

“On October 31, 2008, Showtime gave the Issuer a notice pursuant to the Security Agreement, as amended, that it intends to sell all of the Issuer’s personal property, whether tangible or intangible, to the highest bidder at a public sale to be held on November 17, 2008. Showtime reserves its rights under the Security Agreement, as amended, and applicable law to adjourn or cancel the sale and thereafter dispose of such property in a public or private sale or in any other manner provided by applicable law.”

## SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. Pursuant to Rule 13d-1(k)(1), each of the undersigned agrees that this statement is filed on behalf of each of us.

Dated: November 4, 2008

### SHOWTIME NETWORKS INC.

By: /s/ Louis J. Briskman

Name: Louis J. Briskman

Title: Executive Vice President

### CBS OPERATIONS INC.

By: /s/ Louis J. Briskman

Name: Louis J. Briskman

Title: Executive Vice President and General Counsel

### CBS CORPORATION

By: /s/ Louis J. Briskman

Name: Louis J. Briskman

Title: Executive Vice President and General Counsel

### NAIRI, INC.

By: /s/ Sumner M. Redstone

Name: Sumner M. Redstone

Title: Chairman and President

### NATIONAL AMUSEMENTS, INC.

By: /s/ Sumner M. Redstone

Name: Sumner M. Redstone

Title: Chairman and Chief Executive Officer

/s/ Sumner M. Redstone

Name: Sumner M. Redstone

Individually