
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934**

CNET Networks, Inc.
(Name of Subject Company (Issuer))

Ten Acquisition Corp.
a wholly-owned subsidiary of
CBS Corporation
(Names of Filing Person (Offeror))

Common Stock, \$.0001 par value per share
(Title of Class of Securities)

12613R104
(CUSIP Number of Class of Securities)

Louis J. Briskman
Executive Vice President and General Counsel
CBS Corporation
51 West 52nd Street
New York, NY 10019
Telephone: (212) 975-4321

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies to:
Howard Chatzinoff
Raymond O. Gietz
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York, 10153
Telephone: (212) 310-8000

CALCULATION OF FILING FEE

Transaction Valuation*

Amount of Filing Fee*

Not Applicable*

Not Applicable*

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable

Form or Registration No.: Not applicable

Filing Party: Not applicable

Date Filed: Not applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing fee is a final amendment reporting the results of the tender offer:

EXHIBIT INDEX

Exhibit No.	Description
99.1	Joint Press Release issued by CBS Corporation and CNET Networks, Inc., dated May 15, 2008.
99.2	Slides Distributed to the Press on May 15, 2008.
99.3	Communication to Employees of CBS Corporation from Leslie Moonves, dated May 15, 2008.



CBS CORPORATION TO ACQUIRE CNET NETWORKS, INC.

**CBS to Become a Top Ten U.S. Internet Company with Unparalleled Content and Reach,
Boasting Approximately 200 Million Monthly Unique Users Worldwide**

**CNET Networks' CNET, ZDNet, GameSpot.com, TV.com, CNET News, UrbanBaby,
BNET, CHOW and Search.com, Among Others, To Be Combined with
CBS Corporation's National and Local Interactive Businesses**

NEW YORK and SAN FRANCISCO, May 15 — CBS Corporation (NYSE: CBS.A and CBS) has entered into an agreement to acquire CNET Networks, Inc., it was announced today by Leslie Moonves, President and Chief Executive Officer, CBS Corporation. Under the terms of the agreement, CBS will make a cash tender offer for all issued and outstanding shares of CNET Networks for \$11.50 per share, representing an equity value of approximately \$1.8 billion. The acquisition will make CBS one of the 10 most popular Internet companies in the United States, with a combined 54 million unique users per month, and approximately 200 million users worldwide.

"There are very few opportunities to acquire a profitable, growing, well-managed Internet company like CNET Networks," said Moonves. "CBS stands for premium content and unparalleled reach, and CNET Networks will add a tremendous platform to extend our complementary entertainment, news, sports, music and information content to a whole new global audience. Together, CBS and CNET Networks will have significant additional exposure to the fastest-growing advertising sector and can accelerate our growth through a number of new content, promotion and advertising initiatives. We could not be more pleased with the prospect of adding CNET Networks and its tremendous team of people to the CBS family. I look forward to working with Quincy Smith, Neil Ashe and the considerable combined talent at both companies, as we build upon our success."

Based in San Francisco, CNET Networks owns many of the Internet's leading entertainment, news and information sites including CNET, ZDNet, GameSpot.com, TV.com, mp3.com, CNET news.com, UrbanBaby, CHOW, Search.com, BNET, MySimon and TechRepublic. The company, which reported significant profits in 2007 on revenues of \$406 million, has a large international footprint, particularly in China.

(More)

Upon closing, CNET Networks' sites will be combined with CBS's stable of dynamic and growing interactive businesses. These include CBS.com, CBSSports.com, CBSCollegeSports.com, MaxPreps.com, CBSNews.com, last.fm, Wallstrip, MobLogic, CBS Radio and CBS Television Stations digital media platforms, and the distribution network of the CBS Audience Network, which is made up of more than 300 partner Web sites and reaches 82% of all online users in the United States.

"The core businesses of CNET Networks and CBS Interactive represent near perfect category symmetry in premium online content," said Quincy Smith, President, CBS Interactive. "Together we will have a terrific opportunity to not only grow our established businesses, but to build new attractive verticals of content as well. This is the beginning of an era for both CBS and CNET Networks; plus, it's going to be great to work with Neil and his team, many of whom I have known for many years."

"We're thrilled to join CBS and combine our interactive media experience with CBS's world-class content," said Neil Ashe, Chief Executive Officer, CNET Networks, Inc. "CNET Networks operates some of the most important premium online brands, serving the most sought after online audiences. Today's announcement brings together two organizations that complement each other and working with Leslie, Quincy and the talented people at CBS, we look forward to taking our business and our brands to the next level."

"We look forward to completing the acquisition of CNET Networks and the terrific benefits it brings to CBS as Quincy, Neil and their combined teams build upon our success," Moonves concluded. "At the same time our strong cash flow allows us to pay among the highest dividends in the industry, and we are committed to continue to pay our attractive dividend to return value to shareholders."

The Board of Directors of CNET Networks has unanimously approved the merger agreement and unanimously recommends that CNET Networks stockholders accept the tender offer and tender their shares.

The transaction is subject to customary conditions and is expected to be completed in the third quarter of this year.

(More)

About CBS Corporation

CBS Corporation is a mass media company with constituent parts that reach back to the beginnings of the broadcast industry, as well as newer businesses that operate on the leading edge of the media industry. The Company, through its many and varied operations, combines broad reach with well-positioned local businesses, all of which provide it with an extensive distribution network by which it serves audiences and advertisers in all 50 states and key international markets. It has operations in virtually every field of media and entertainment, including broadcast television (CBS and The CW – a joint venture between CBS Corporation and Warner Bros. Entertainment), cable television (Showtime and CBS College Sports Network), local television (CBS Television Stations), television production and syndication (CBS Paramount Network Television and CBS Television Distribution), radio (CBS Radio), advertising on out-of-home media (CBS Outdoor), publishing (Simon & Schuster), interactive media (CBS Interactive), music (CBS Records), licensing and merchandising (CBS Consumer Products), video/DVD (CBS Home Entertainment), in-store media (CBS Outernet) and motion pictures (CBS Films). For more information, log on to www.cbscorporation.com.

About CNET Networks, Inc.

CNET Networks, Inc. is a global interactive media company whose leading brands collectively attract more than 160 million people each month, making it the 10th largest Internet network on the Web. The Company builds Web sites focused on the information and entertainment people crave, such as gaming, music, entertainment, technology, business, food, and parenting, and its premier brands include BNET, CNET, GameSpot,TV.com and CHOW. Founded in 1992, CNET Networks is headquartered in San Francisco, California. The Company also operates internationally in countries including Australia, China, Switzerland, and the United Kingdom.

Cautionary Statement Concerning Forward-looking Statements

This release contains forward-looking information about an agreement between CBS and CNET Networks, Inc. All statements in this release, other than statements of historical fact are, or may be deemed to be, forward-looking statements within the meaning of section 27A of the Securities Act of 1933 and section 21E of the Securities Exchange Act of 1934. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that are difficult to predict which could cause actual outcomes and results to differ materially from these statements. These risks, uncertainties and other factors include, among others: the satisfaction of conditions to completing the transaction contemplated by the agreement between CBS and CNET Networks; that the transaction may not be consummated on the proposed terms and schedule, if at all; the possibility that expected benefits may not materialize as expected; the effect of the transaction on the customers and suppliers of CNET Networks; changes in technology and its effect on competition in the industries in which CBS and CNET Networks operate; changes in applicable laws and regulations; other domestic and global economic, business, competitive and/or other regulatory factors affecting the respective businesses of CBS and CNET Networks generally; and other factors described in the news releases and filings with the Securities and Exchange Commission including but not limited to the most recent Annual Report on Form 10-K filed by each of CBS and CNET Networks. The forward-looking statements included in this release are made only as of the date of this release, and under section 27A of the Securities Act and section 21E of the Exchange Act, CBS and CNET Networks do not have any obligation to publicly update any forward-looking statements to reflect subsequent events or circumstances.

(More)

Important Additional Information: The tender offer described herein has not commenced. The description contained herein is neither an offer to purchase nor a solicitation of an offer to sell shares of CNET Networks. At the time the tender offer is commenced, Ten Acquisition Corp. and CBS intend to file a Tender Offer Statement on Schedule TO containing an offer to purchase, forms of letters of transmittal and other documents relating to the tender offer and CNET Networks intends to file a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. CBS and CNET Networks intend to mail these documents to the stockholders of CNET Networks. These documents will contain important information about the tender offer and stockholders of CNET Networks are urged to read them carefully when they become available. Stockholders of CNET Networks will be able to obtain a free copy of these documents (when they become available) at www.cbs.com and www.cnet.com and the Web site maintained by the Securities and Exchange Commission at <http://www.sec.gov/>.

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Editor's Note: CBS will conduct a teleconference call at 8:30 AM, ET, following the release of this announcement. The call is open to the general public. The domestic conference call number is (888) 213-3710; please call five minutes in advance to ensure that you are connected prior to the presentation. The international dial-in number is (913) 312-0974.

Press Contacts

For CBS:

Gil Schwartz	212/975-2121	gdschwartz@cbs.com
Dana McClintock	212/975-1077	dlmclintock@cbs.com

For CNET Networks:

Mickey Wilson	415/344-2854	mickey.wilson@cnet.com
Sarah Cain	415/344-2218	sarah.cain@cnet.com

Investor Relations Contacts:

For CBS:

Marty Shea	212/975-8571	marty.shea@cbs.com
Debra Wichser	212/975-3718	debra.wichser@cbs.com

For CNET Networks:

Todd Friedman The Blueshirt Group	415/217-7722	todd@blueshirtgroup.com
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CBS / CNET Networks Overview

May 15, 2008

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CNET Networks' Websites

Technology



- Video coverage, product reviews, price comparisons and how-to guides



- 24-hr news source for news, features, and special reports about technology

Games / Entertainment



- Social networking community formed around more than 16,000 TV series since the 1940s



- Gaming previews, reviews and game downloads



- Song downloads, social networking, artist information, etc.

Business



- Business technology information including articles, and free software



- White papers, case studies, webcasts, and other interactive content for business managers
- FindArticles, a library of 10 million articles, from +3,000 publishers



- Leading community for IT professionals

Lifestyle



- Original food editorial with recipes, and restaurant reviews



- Resources for cosmopolitan parents featuring guides, newsletters, etc.

The Premiere Online Content Company

CBS to become a Top Ten internet company in the United States



Significant Reach with Local Brands

UrbanBaby[®] **CHOW**

Current CBS Local Properties



CNET Networks Growing International Presence

Japan

Australia

Germany

Korea

Asia (Hong Kong, Malaysia, Singapore)

India

Belgium & the Netherlands

Taiwan

China



CNET has 161 Million Unique Users

United Kingdom

France

To: All employees of CBS Corporation
From: Leslie Moonves
Date: May 15, 2008

Today we announced that CBS Corporation has entered into an agreement to acquire CNET Networks, Inc., owner of many of the industry's leading entertainment, news and e-commerce Web sites, for \$11.50 per share. This acquisition stands to make CBS one of the top 10 most popular Internet companies in the United States, with more than 54 million unduplicated unique users per month, and up to 200 million users worldwide.

There are very few opportunities to acquire a profitable, growing, well-managed Internet company like CNET Networks, Inc., which includes in its portfolio assets like CNET, ZDNet, GameSpot.com, TV.com, mp3.com, UrbanBaby, CHOW, Search.com, BNET, MySimon and TechRepublic. CBS stands for premium content and unparalleled reach, and CNET will add a tremendous platform to extend our complementary entertainment, news, sports, music and information content to a whole new global audience. Together, CBS and CNET will have significant additional exposure to the fastest growing advertising sector, and can accelerate our growth through a number of new content, promotion and advertising initiatives.

Since emerging as a stand-alone corporation two years ago we've been looking at ways to grow our Company by using our cash to acquire new complementary businesses that can improve our top and bottom line performance. CNET has distinguished itself by being one of the best run Internet companies today, with profitable businesses and growing audiences. You can be sure that we will leverage all of our businesses, and all of their considerable reach, to expand this asset even faster than it already has. And this will not affect our quarterly dividend, which is among the highest in the industry.

Upon closing, CNET Networks' sites will be combined with CBS's stable of dynamic and growing interactive businesses, which include CBS.com, CBSSports.com, CBSCollegeSports.com, Max Preps.com, CBSNews.com, last.fm, Wallstrip, MobLogic, CBS Radio and CBS Television Stations digital media platforms, and the distribution network of the CBS Audience Network, which is made up of more than 300 partner Web sites and reaches 82% of all online users in the United States. Not only will this allow us to further build our national online audience but also strengthen our efforts on the local front, where our TV, radio and outdoor operations continue to build upon their online efforts. I could not be more excited about the opportunities that await us.

But we won't just be gaining assets, we'll be adding to our Company an incredible team of executives, managers and content creators who have made CNET one of the most envied collections of online destinations. I'm especially pleased that Neil Ashe, President of CNET Networks, will work closely with Quincy Smith, President of CBS Interactive, to combine the complementary businesses of both companies.

This is a very exciting step for CBS and CNET. I want to thank Quincy, Neil, Fred Reynolds, Joe Ianniello, Lou Briskman and their staffs for their hard work during this process.

I know I speak for both companies when I say I'm looking forward to all that we can accomplish together.

Legal Notices

This communication and the transaction described above are subject to the rules and regulations under the federal securities laws. The following statements are provided in accordance with, and to comply with our obligations under, these laws.

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