

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <b>CBS CORP</b>  (Last) (First) (Middle) <b>51 WEST 52ND STREET</b>  (Street) <b>NEW YORK NY 10019</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>PROELITE, INC. [ PELE ]</b>	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) <b>02/21/2008</b>	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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			
Common Stock	02/21/2008		X		1,666,667	A	\$2	6,666,668	I	Indirect <sup>(1)</sup>
Common Stock	02/21/2008		X		333,333	A	\$2	7,000,001	I	Indirect <sup>(1)</sup>

**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	\$2	02/21/2008		X			333,333	(2)	01/03/2014	Common Stock	333,333	(3)	2,166,667	I	Indirect <sup>(1)</sup>
Warrant No. 2	\$2	02/21/2008		X			1,666,667	(2)	01/03/2010	Common Stock	1,666,667	(3)	0	I	Indirect <sup>(1)</sup>
Warrant No. 4	\$2	02/21/2008		J <sup>(4)</sup>		2,000,000		(2)	02/21/2013	Common Stock	2,000,000	(4)	2,000,000	I	Indirect <sup>(1)</sup>
Warrant No. 5	\$2	02/21/2008		J <sup>(4)</sup>		2,000,000		(5)	(5)	Common Stock	2,000,000	(4)	2,000,000	I	Indirect <sup>(1)</sup>

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)

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

**Explanation of Responses:**

- 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.
- Current
- This Warrant was received as consideration for entering into a certain agreement between the Issuer and SNI dated November 8, 2006.
- This Warrant was received as consideration for entering into a certain agreement dated February 21, 2008 between the Issuer and CBS Entertainment.
- This Warrant vests in four equal tranches upon the exhibition of certain programming. Each tranche of this Warrant shall expire 60 months from the vesting date of such tranche.

**Remarks:**

By: Angeline C. Straka, SVP and Secretary      02/25/2008  
By: Angeline C. Straka, SVP and Secretary      02/25/2008  
By: Angeline C. Straka, SVP and Secretary      02/25/2008  
By: Sumner M. Redstone, Chairman & President      02/25/2008  
By: Sumner M. Redstone, Chairman & CEO      02/25/2008  
/s/ Redstone, Sumner M.      02/25/2008  
\*\* 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.