

CBS CORP  
Form 8-K  
August 15, 2014

---

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): August 11, 2014

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)

51 West 52nd 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 (see General Instruction A.2. below):

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))

---

---

1

---

Item 8.01 Other Events.

On August 11, 2014, CBS Corporation (the “Company”) and CBS Operations Inc., the guarantor, entered into an underwriting agreement (the “Underwriting Agreement”) with Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBS Securities Inc., as representatives of the underwriters named in Schedule 1 thereto (collectively, the “Underwriters”), with respect to the Company’s issuance and sale of \$600,000,000 aggregate principal amount of its 2.300% Senior Notes due 2019 (the “2019 Notes”), \$600,000,000 aggregate principal amount of its 3.700% Senior Notes due 2024 (the “2024 Notes”) and \$550,000,000 aggregate principal amount of its 4.900% Senior Notes due 2044 (the “2044 Notes” and, together with the 2019 Notes and the 2024 Notes, the “Notes”) (the “Offering”). The Offering is being made pursuant to the Company’s effective registration statement on Form S-3 dated November 3, 2011 (No. 333-177706). The 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, among the Company, CBS Operations Inc. and Deutsche Bank Trust Company Americas, as trustee. The Underwriting Agreement is being filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following Exhibit is filed as part of this Report on Form 8-K:

| Exhibit Number | Description of Exhibit  |
|----------------|---|
| 1.1            | Underwriting Agreement dated August 11, 2014, among CBS Corporation, CBS Operations Inc. and Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBS Securities Inc., as representatives of the underwriters named in Schedule 1 thereto. |

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: Chief Operating Officer

Date: August 15, 2014

Exhibits

| Exhibit<br>Number | Description of Exhibit  |
|-------------------|---|
| 1.1               | Underwriting Agreement dated August 11, 2014, among CBS Corporation, CBS Operations Inc. and Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBS Securities Inc., as representatives of the underwriters named in Schedule 1 thereto. |

---