

CBS CORP
Form S-8 POS
February 09, 2016

As filed with the Securities and Exchange Commission on February 9, 2016
Registration No. 333- 152342

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

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CBS Corporation
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

04-2949533
(I.R.S. Employer
Identification No.)

51 West 52nd Street
New York, New York 10019
(212) 975-4321
(Address, including zip code, and telephone number, including area code,
of Registrant's principal executive offices)

CNET, Inc. Amended and Restated 1997 Stock Option Plan
2000 CNET Networks, Inc. Stock Incentive Plan
2001 CNET Networks, Inc. Stock Incentive Plan
The Amended and Restated 2004 CNET Networks, Inc. Incentive Stock Award Plan
Twofold Photos, Inc. 2003 Common Stock Incentive Plan
TechRepublic, Inc. 1999 Stock Option Plan
Ziff-Davis 1998 Incentive Compensation Plan
(Full title of the plans)

Lawrence P. Tu
Senior Executive Vice President and Chief Legal Officer
CBS Corporation
51 West 52nd Street
New York, NY 10019
Telephone: (212) 975-4321
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

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company” in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |

(Do not check if a smaller reporting company)

EXPLANATORY NOTE

Deregistration of Securities

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8, Registration No. 333-152342 (the "Registration Statement"), of CBS Corporation (the "Registrant"), hereby amends the Registration Statement pursuant to Rule 478 under the Securities Act of 1933 to deregister any securities registered pursuant to the Registration Statement and not otherwise issued thereunder.

In accordance with the Registrant's undertaking in Part II, Item 9 of the Registration Statement, the Registrant is deregistering by means of this post-effective amendment any securities remaining unsold under the Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, and Rule 478 thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 9th day of February, 2016.

CBS CORPORATION

By: /s/ Joseph R. Ianniello
Name: Joseph R. Ianniello
Title: Chief Operating Officer