

CBS CORP  
Form 8-K  
July 10, 2015

**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): July 7, 2015**

**CBS CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**51 West 52nd Street, New York, New York**

**001-09553**  
**(Commission**

**File Number)**

**04-2949533**  
**(IRS Employer**  
**Identification Number)**

**10019**

(Address of principal executive offices)

(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))

**Item 8.01 Other Events.**

On July 7, 2015, CBS Corporation (the Company) and CBS Operations Inc. (the Guarantor) entered into an Underwriting Agreement (the Underwriting Agreement) with BNP Paribas Securities Corp., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Mizuho Securities USA Inc. and Morgan Stanley & Co. LLC, as representatives of the underwriters named in Schedule 1 thereto (collectively, the Underwriters), pursuant to which the Company agreed to sell \$800,000,000 aggregate principal amount of its 4.00% Senior Notes due 2026 (the Notes), which are fully and unconditionally guaranteed by the Guarantor (the Guarantees).

The Notes were issued and sold on July 10, 2015 pursuant to the Company's automatic shelf registration statement on Form S-3 dated November 6, 2014 (No. 333-199956) filed with the Securities and Exchange Commission (the Registration Statement). The Company is filing this Current Report on Form 8-K to file with the Securities and Exchange Commission certain documents related to the issuance of the Notes, each of which by this filing is hereby incorporated by reference into the Registration Statement.

The Notes are governed by the Amended and Restated Indenture, dated as of November 3, 2008, among the Company, the Guarantor 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, the Guarantor and Deutsche Bank Trust Company Americas, as trustee.

The Underwriting Agreement is filed herewith as Exhibit 1.1. The Form of Note and the Form of Guarantee are filed herewith as Exhibits 4.1 and 4.2, respectively. A copy of the opinion of Angeline C. Straka, Executive Vice President, Deputy General Counsel and Secretary of the Company, relating to the validity of the Notes and the Guarantees, is filed herewith as Exhibit 5.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are filed as part of this Current Report on Form 8-K:

**Exhibit**

Number	Description of Exhibit
1.1	Underwriting Agreement dated July 7, 2015, among CBS Corporation, CBS Operations Inc. and BNP Paribas Securities Corp., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Mizuho Securities USA Inc. and Morgan Stanley & Co. LLC, as representatives of the underwriters named in Schedule 1 thereto.
4.1	Form of Note.
4.2	Form of Guarantee.
5.1	Opinion of Angeline C. Straka, Executive Vice President, Deputy General Counsel and Secretary of the Company.
23.1	Consent of Angeline C. Straka, Executive Vice President, Deputy General Counsel and Secretary of the Company (included in Exhibit 5.1).

**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: July 10, 2015

**EXHIBITS**

**Exhibit**

**Number**

**Description of Exhibit**

- |      |  |
|------|--|
| 1.1  | Underwriting Agreement dated July 7, 2015, among CBS Corporation, CBS Operations Inc. and BNP Paribas Securities Corp., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Mizuho Securities USA Inc. and Morgan Stanley & Co. LLC, as representatives of the underwriters named in Schedule 1 thereto. |
| 4.1  | Form of Note.  |
| 4.2  | Form of Guarantee.   |
| 5.1  | Opinion of Angeline C. Straka, Executive Vice President, Deputy General Counsel and Secretary of the Company.  |
| 23.1 | Consent of Angeline C. Straka, Executive Vice President, Deputy General Counsel and Secretary of the Company (included in Exhibit 5.1).  |