
**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): **October 18, 2018**

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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On October 21, 2018, CBS Corporation (the “Company” or “CBS”) announced that Richard D. Parsons has resigned from the Company’s Board of Directors (the “Board”), including his position as Interim Chairman of the Board, for health related reasons. Mr. Parsons’ resignation is effective October 21, 2018. The Company also announced that Strauss Zelnick assumed Mr. Parsons’ position as Interim Chairman of the Board. The appointment follows a unanimous decision by the Board on October 21, 2018.

A copy of the Company’s press release announcing the foregoing is filed herewith as Exhibit 99.

In addition, as previously reported, CBS appointed Christina Spade as the Company’s Executive Vice President, Chief Financial Officer, effective October 18, 2018. Effective on the same date, Joseph R. Ianniello, the Company’s President and Acting Chief Executive Officer, ceased to serve as the Company’s principal financial officer concurrently with Ms. Spade’s appointment to that position.

Item 9.01 Financial Statements and Exhibits.

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

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99	Press Release of CBS Corporation dated October 21, 2018

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/ Lawrence P. Tu

Name: Lawrence P. Tu
Title: Senior Executive Vice President
and Chief Legal Officer

Date: October 22, 2018



Oct. 21, 2018

RICHARD PARSONS STEPS DOWN FROM CBS CORPORATION BOARD OF DIRECTORS**STRAUSS ZELNICK ELECTED NEW INTERIM CHAIRMAN OF THE BOARD**

Richard Parsons has resigned from the CBS Corporation Board of Directors, including his position as Interim Chairman of the Board, the Company announced today.

“The reason for my departure relates to the state of my health,” said Parsons. “As some of you know, when I agreed to join the board and serve as the interim chair, I was already dealing with a serious health challenge – multiple myeloma – but I felt that the situation was manageable. Unfortunately, unanticipated complications have created additional new challenges, and my doctors have advised that cutting back on my current commitments is essential to my overall recovery. I trust CBS’ distinguished Board, now led by Strauss Zelnick, as well as CBS’ strong management team led by Joe Ianniello, will continue to successfully guide this Company into its very bright future.”

Effective immediately, Strauss Zelnick will assume Parsons’ position as Interim Chairman of the Board, CBS Corporation. The appointment follows a unanimous decision this evening by the CBS Board.

Strauss Zelnick is a widely respected media industry leader who has held management roles in all forms of entertainment, including recorded music at BMG Entertainment, motion pictures and television programming at 20th Century Fox and international television distribution at Columbia Pictures. In 2001 he founded the media-focused private equity firm ZMC (Zelnick Media Capital), and he currently serves as Chief Executive Officer and Chairman of the Board of Directors of Take-Two Interactive Software, Inc., one of the world’s largest interactive entertainment companies.

About CBS Corporation

CBS Corporation (NYSE: CBS.A and CBS) is a mass media company that creates and distributes industry-leading content across a variety of platforms to audiences around the world. The Company has businesses with origins that date back to the dawn of the broadcasting age as well as new ventures that operate on the leading edge of media. CBS owns the most-watched television network in the U.S. and one of the world’s largest libraries of entertainment content, making its brand — “the Eye” — one of the most-recognized in business. The Company’s operations span virtually every field of media and entertainment, including cable, publishing, local TV, film, and interactive and socially responsible media. CBS’ businesses include CBS

(More)

CBS Corporation...2

Television Network, The CW (a joint venture between CBS Corporation and Warner Bros. Entertainment), Network Ten Australia, CBS Television Studios, CBS Studios International, CBS Television Distribution, CBS Consumer Products, CBS Home Entertainment, CBS Interactive, CBS Films, Showtime Networks, CBS Sports Network, Pop (a joint venture between CBS Corporation and Lionsgate), Smithsonian Networks, Simon & Schuster, CBS Television Stations, CBS EcoMedia, and CBS Experiences. For more information, go to www.cbscorporation.com.

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