

CBS CORP  
Form 8-K  
June 01, 2011

**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): **May 26, 2011**

**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)

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51 West 52nd Street, New York, New York

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 5.07 Submission of Matters to a Vote of Security Holders.**

(a) The Annual Meeting of Stockholders (the Annual Meeting ) of CBS Corporation (the Company ) was held on May 26, 2011.

(b) The final results of voting on each of the matters submitted to a vote of the Company s stockholders at the Annual Meeting were certified by the independent inspector of election and are as follows:

1. Election of Directors:

| <b>Name</b>             | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-------------------------|------------|-----------------|-------------------------|
| David R. Andelman       | 41,693,749 | 69,655          | 1,238,523               |
| Joseph A. Califano, Jr. | 41,720,621 | 42,783          | 1,238,523               |
| William S. Cohen        | 40,375,584 | 1,387,820       | 1,238,523               |
| Gary L. Countryman      | 41,722,865 | 40,539          | 1,238,523               |
| Charles K. Gifford      | 40,323,081 | 1,440,323       | 1,238,523               |
| Leonard Goldberg        | 41,683,248 | 80,156          | 1,238,523               |
| Bruce S. Gordon         | 40,375,972 | 1,387,432       | 1,238,523               |
| Linda M. Griego         | 41,721,972 | 41,432          | 1,238,523               |
| Arnold Kopelson         | 41,723,475 | 39,929          | 1,238,523               |
| Leslie Moonves          | 41,691,491 | 71,913          | 1,238,523               |
| Doug Morris             | 41,707,175 | 56,229          | 1,238,523               |
| Shari Redstone          | 41,691,246 | 72,158          | 1,238,523               |
| Sumner M. Redstone      | 41,687,230 | 76,174          | 1,238,523               |
| Frederic V. Salerno     | 41,649,086 | 114,318         | 1,238,523               |

2. Ratification of the appointment of PricewaterhouseCoopers LLP to serve as the Company s independent registered public accounting firm for fiscal year 2011:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|------------|----------------|--------------------|
| 42,947,573 | 43,639         | 10,715             |

3. Advisory (non-binding) vote on the compensation of the Company s named executive officers, as disclosed in the Company s 2011 Proxy Statement:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 36,256,089 | 1,592,007      | 3,915,308          | 1,238,523               |

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4. Advisory (non-binding) vote on the frequency of the advisory (non-binding) vote on the compensation of the Company's named executive officers:

| <b>Every 3 Years</b> | <b>Every 2 Years</b> | <b>Every 1 Year</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|----------------------|----------------------|---------------------|--------------------|-------------------------|
| 36,091,783           | 27,497               | 1,733,568           | 3,910,556          | 1,238,523               |

(d) On May 26, 2011, following the Annual Meeting, the Board of Directors determined that the Company will hold an advisory vote on the compensation of the Company's named executive officers every three years until the next required advisory vote on the frequency of such vote, which will occur no later than the Company's Annual Meeting of Stockholders in 2017.

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/ Louis J. Briskman  
Name: Louis J. Briskman  
Title: Executive Vice President and  
General Counsel

Date: June 1, 2011