

CBS CORP
Form 8-K
July 28, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 27, 2017

CBS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware 001-09553 04-2949533
(State or other jurisdiction of (Commission File Number) (IRS Employer Identification
incorporation) Number)

51 West 52nd Street 10019
New York, New York
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (212) 975-4321

Not Applicable

(Former name or former address, if changed since last report)

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.

(d) On July 27, 2017, the Board of Directors of CBS Corporation (“CBS” or the “Company”) elected Robert N. Klieger to serve as a member of the Board, effective immediately. Mr. Klieger is a partner at the law firm Hueston Hennigan LLP with a practice focusing on complex civil litigation and counseling in the areas of entertainment and intellectual property. His clients include leading enterprises in television, film and digital media.

Mr. Klieger has been provided the CBS director indemnification agreement, the form of which was filed as Exhibit 10 to the Company’s Form 8-K filed with the Securities and Exchange Commission on September 18, 2009, and will participate in the Company’s standard director compensation arrangements applicable to directors who are not employees of the Company or any of its subsidiaries which is described in the Company’s Proxy Statement filed with the Securities and Exchange Commission on April 7, 2017. Mr. Klieger will not serve on any standing Board committee.

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: July 28, 2017