

CBS CORP  
Form 8-K  
May 28, 2014

**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 22, 2014**

**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 52<sup>nd</sup> 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 (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 22, 2014.

(b) The final results of voting on each of the matters submitted to a vote of the Company s stockholders at the Annual Meeting as certified by the independent inspector of election are set forth below.

1. The nominees for election to the Board of Directors were elected to hold office, in accordance with the Company s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, until the next annual meeting or until his or her successor is duly elected and qualified, based upon the following votes:

| <b>Name</b>             | <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-------------------------|------------|----------------|--------------------|-------------------------|
| David R. Andelman       | 37,362,366 | 438,202        | 4,955              | 923,842                 |
| Joseph A. Califano, Jr. | 37,360,509 | 439,890        | 5,124              | 923,842                 |
| William S. Cohen        | 37,331,244 | 469,449        | 4,830              | 923,842                 |
| Gary L. Countryman      | 37,386,288 | 414,185        | 5,050              | 923,842                 |
| Charles K. Gifford      | 37,332,964 | 467,689        | 4,870              | 923,842                 |
| Leonard Goldberg        | 37,362,211 | 438,448        | 4,864              | 923,842                 |
| Bruce S. Gordon         | 37,332,577 | 468,170        | 4,776              | 923,842                 |
| Linda M. Griego         | 37,389,104 | 411,798        | 4,621              | 923,842                 |
| Arnold Kopelson         | 37,387,262 | 413,347        | 4,914              | 923,842                 |
| Leslie Moonves          | 37,367,582 | 433,153        | 4,788              | 923,842                 |
| Doug Morris             | 37,331,716 | 468,948        | 4,859              | 923,842                 |
| Shari Redstone          | 37,359,426 | 441,202        | 4,895              | 923,842                 |
| Sumner M. Redstone      | 37,357,966 | 442,622        | 4,935              | 923,842                 |
| Frederic V. Salerno     | 37,305,048 | 495,444        | 5,031              | 923,842                 |

2. The proposal to ratify the appointment of PricewaterhouseCoopers LLP to serve as the Company s independent registered public accounting firm for fiscal year 2014 was approved based upon the following votes:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|------------|----------------|--------------------|
| 38,575,243 | 139,031        | 15,091             |

3. The proposal to approve, on an advisory (non-binding) basis, the compensation of the Company s named executive officers, as disclosed in the Company s 2014 Proxy Statement, was approved based upon the following votes:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 33,725,200 | 589,790        | 3,490,533          | 923,842                 |

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/ Angeline C. Straka

Name: Angeline C. Straka

Title: Senior Vice President, Deputy General Counsel  
and Secretary

Date: May 28, 2014