

CBS CORP
Form SC 13G/A
February 09, 2016

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 21)*

CBS CORPORATION

(Name of Issuer)

Class A Common Stock, par value \$0.001 per share

(Title of Class of Securities)

124857103

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

| | |
|-----------------------|---------------|
| <input type="radio"/> | Rule 13d-1(b) |
| <input type="radio"/> | Rule 13d-1(c) |
| <input type="radio"/> | Rule 13d-1(d) |

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sumner M. Redstone

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☐

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

NUMBER OF
SHARES

5

30,010,939*

BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

7

WITH

30,010,939*

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,010,939*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions) ☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

79.5%

TYPE OF REPORTING PERSON (See Instructions)

IN

* Includes shares owned by National Amusements, Inc., shares owned by NAI Entertainment Holdings LLC and shares owned by NAI Asset Holdings LLC.

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

National Amusements, Inc.

I.R.S. Identification No. 04-2261332

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ☐(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Maryland

SOLE VOTING POWER

5

NUMBER OF
SHARES

30,010,899*

BENEFICIALLY

SHARED VOTING POWER

OWNED BY
EACH

6

0

REPORTING
PERSON

7

SOLE DISPOSITIVE POWER

WITH

30,010,899*

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

30,010,899*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions) ☐

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

79.5%

TYPE OF REPORTING PERSON (See Instructions)

12

CO

* Includes shares owned by NAI Entertainment Holdings LLC and shares owned by NAI Asset Holdings LLC.

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

NAI Entertainment Holdings LLC

I.R.S. Identification No. 27-3448875

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ☐(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF
SHARES

8,251,064

BENEFICIALLY
OWNED BY
EACH

SHARED VOTING POWER

6

0

REPORTING
PERSON

SOLE DISPOSITIVE POWER

7

WITH

8,251,064

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

8,251,064

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions) ☐

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

21.9%

12 TYPE OF REPORTING PERSON (See Instructions)

CO

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

NAI Asset Holdings LLC

I.R.S. Identification No. 47-3506622

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ☐(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF
SHARES

280,063

BENEFICIALLY
OWNED BY
EACH

6

SHARED VOTING POWER

0

REPORTING
PERSON

7

SOLE DISPOSITIVE POWER

WITH

280,063

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

280,063

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions) ☐

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.7%

TYPE OF REPORTING PERSON (See Instructions)

12

CO

The Schedule 13G previously filed by the undersigned with respect to the Class A Common Stock, par value \$0.001 per share (the "Class A Common Stock"), of CBS Corporation is hereby amended as follows:

Item 2.

Item 2(a) is hereby amended and restated in its entirety as follows:

Name of Person Filing: This Statement is being jointly filed by National Amusements, Inc. ("NAI"), NAI Entertainment Holdings LLC ("NAI EH"), NAI Asset Holdings LLC ("NAI AH") and Sumner M. Redstone. NAI EH and NAI AH are wholly-owned direct subsidiaries of NAI. Mr. Redstone is the Chairman and Chief Executive Officer of NAI, NAI EH and NAI AH.

Item 2(b) is hereby amended and restated in its entirety as follows:

Address of Principal Business Office: The principal business address of NAI, NAI EH, NAI AH and Sumner M. Redstone is 846 University Avenue, Norwood, MA 02062.

Item 2(c) is hereby amended and restated in its entirety as follows:

Citizenship: The state of incorporation of NAI is Maryland; the state of organization of NAI EH and NAI AH is Delaware; and Mr. Redstone is a citizen of the United States.

Item 4.

Item 4 is hereby amended and restated in its entirety as follows:

(a) Amount Beneficially Owned: NAI EH beneficially owns 8,251,064 shares of Class A Common Stock; NAI AH beneficially owns 280,063 shares of Class A Common Stock; NAI beneficially owns 30,010,899 shares of Class A Common Stock (including the shares owned by NAI EH and the shares owned by NAI AH); Sumner M. Redstone beneficially owns 30,010,939 shares of Class A Common Stock (including the shares owned by NAI, the shares owned by NAI EH and the shares owned by NAI AH).

(b) Percent of Class: 21.9% with respect to NAI EH; 0.7% with respect to NAI AH; and 79.5% with respect to NAI and Sumner M. Redstone.

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote: 8,251,064 shares of Class A Common Stock with respect to NAI EH; 280,063 shares of Class A Common Stock with respect to NAI AH; 30,010,899 shares of Class A Common Stock with respect to NAI (including the shares owned by NAI EH and the shares owned by NAI AH); 30,010,939 shares of Class A Common Stock with respect to Sumner M. Redstone (including the shares owned by NAI, the shares owned by NAI EH and the shares owned by NAI AH);

(ii) shared power to vote or to direct the vote: None;

(iii) sole power to dispose or to direct the disposition: 8,251,064 shares of Class A Common Stock with respect to NAI EH; 280,063 shares of Class A Common Stock with respect to NAI AH; 30,010,899 shares of Class A Common Stock with respect to NAI (including the shares owned by NAI EH and the shares owned by NAI AH); 30,010,939 shares of Class A Common Stock with respect to Sumner M. Redstone (including the shares owned by NAI, the

shares owned by NAI EH and the shares owned by NAI AH);

(iv) shared power to dispose or direct the disposition: None.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 9, 2016

/s/ Sumner M. Redstone
Name: Sumner M. Redstone
Individually

NAI ENTERTAINMENT HOLDINGS LLC

/s/ Tad Jankowski
Name: Tad Jankowski
Title: Vice President

NAI ASSET HOLDINGS LLC

/s/ Tad Jankowski
Name: Tad Jankowski
Title: Vice President

NATIONAL AMUSEMENTS, INC.

/s/ Tad Jankowski
Name: Tad Jankowski
Title: Vice President