

CBS CORP
Form SC 13G/A
February 13, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 24)*

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, 2018

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

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 ("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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NAMES OF REPORTING PERSONS

1.

NAI Entertainment Holdings LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

- 0 -

SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6.

3,310,787

SOLE DISPOSITIVE POWER

7.

- 0 -
SHARED DISPOSITIVE
POWER

8.

3,310,787

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

3,310,787

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

(see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

13.1% (1)

TYPE OF REPORTING PERSON (see instructions)

12.

CO

(1) The calculation of the foregoing percentage is based on a total of 25,329,526 shares of Class A Common Stock (as defined below) outstanding as of January 24, 2019 based on information provided by the Issuer (as defined below).

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NAMES OF REPORTING PERSONS

1.

National Amusements, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Maryland

SOLE VOTING POWER

5.

- 0 -

SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6.

20,182,599 *

SOLE DISPOSITIVE POWER

7.

- 0 -
SHARED DISPOSITIVE
POWER

8.

20,182,599 *

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

20,182,599 *

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

(see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

79.7% (2)

TYPE OF REPORTING PERSON (see instructions)

12.

CO

* Includes shares owned by NAI Entertainment Holdings LLC.

(2) The calculation of the foregoing percentage is based on a total of 25,329,526 shares of Class A Common Stock outstanding as of January 24, 2019 based on information provided by the Issuer.

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NAMES OF REPORTING PERSONS

1.

Sumner M. Redstone National Amusements Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Massachusetts

SOLE VOTING POWER

5.

- 0 -

SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6.

20,182,599 *

SOLE DISPOSITIVE POWER

7.

- 0 -
SHARED DISPOSITIVE
POWER

8.

20,182,599 *

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

20,182,599 *

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

(see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

79.7% (3)

TYPE OF REPORTING PERSON (see instructions)

12.

OO

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

(3) The calculation of the foregoing percentage is based on a total of 25,329,526 shares of Class A Common Stock outstanding as of January 24, 2019 based on information provided by the Issuer.

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NAMES OF REPORTING PERSONS

1.

Sumner M. Redstone

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

United States

SOLE VOTING POWER

5.

40

SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6.

20,182,599 *

SOLE DISPOSITIVE POWER

7.

40
SHARED DISPOSITIVE
POWER

8.

20,182,599 *

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

20,182,639 *

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

(see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

79.7% (4)

TYPE OF REPORTING PERSON (see instructions)

12.

IN

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

(4) The calculation of the foregoing percentage is based on a total of 25,329,526 shares of Class A Common Stock outstanding as of January 24, 2019 based on information provided by the Issuer.

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 (the "Issuer") 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"), Sumner M. Redstone National Amusements Trust (the "Trust") and Sumner M. Redstone. NAI EH is a wholly-owned direct subsidiary of NAI. The Trust owns 80% of the stock of NAI. Mr. Redstone has sole control over all actions by the Trust with respect to the shares of NAI stock owned by the Trust.

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, the Trust 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 incorporation of NAI EH is Delaware; the state of organization of the Trust is Massachusetts; 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:** See responses to Item 9 of each cover page.

(b) **Percent of Class:** See responses to Item 11 of each cover page.

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

(i) **Sole power to vote or to direct the vote:** See responses to Item 5 of each cover page.

(ii) **Shared power to vote or to direct the vote:** See responses to Item 6 of each cover page.

(iii) **Sole power to dispose or to direct the disposition:** See responses to Item 7 of each cover page.

(iv) **Shared power to dispose or direct the disposition:** See responses to Item 8 of each cover page.

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 13, 2019

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

SUMNER M. REDSTONE
NATIONAL
AMUSEMENTS TRUST

/s/ Sumner M. Redstone
Name: Sumner M. Redstone
Title: Trustee

NAI
ENTERTAINMENT
HOLDINGS LLC

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

NATIONAL
AMUSEMENTS,
INC.

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

Exhibit Index

Exhibit 1 Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.
