

CBS CORP  
Form 8-K  
May 31, 2016

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): May 26, 2016  
CBS CORPORATION  
(Exact name of registrant as specified in its charter)

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

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:

- ..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))
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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, 2016.

(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:

| Name                    | For        | Against | Abstentions | Broker Non-Votes |
|-------------------------|------------|---------|-------------|------------------|
| David R. Andelman       | 36,269,821 | 424,455 | 3,079       | 794,935          |
| Joseph A. Califano, Jr. | 36,271,327 | 421,759 | 4,269       | 794,935          |
| William S. Cohen        | 36,204,033 | 490,029 | 3,293       | 794,935          |
| Gary L. Countryman      | 36,275,985 | 417,982 | 3,388       | 794,935          |
| Charles K. Gifford      | 36,208,183 | 484,617 | 4,555       | 794,935          |
| Leonard Goldberg        | 36,267,172 | 426,901 | 3,282       | 794,935          |
| Bruce S. Gordon         | 36,207,846 | 484,899 | 4,610       | 794,935          |
| Linda M. Griego         | 36,288,183 | 405,239 | 3,933       | 794,935          |
| Arnold Kopelson         | 36,277,079 | 415,962 | 4,314       | 794,935          |
| Leslie Moonves          | 36,265,559 | 429,451 | 2,345       | 794,935          |
| Doug Morris             | 36,203,725 | 489,339 | 4,291       | 794,935          |
| Shari Redstone          | 36,248,840 | 443,481 | 5,034       | 794,935          |
| Sumner M. Redstone      | 36,225,536 | 461,941 | 9,878       | 794,935          |

2. The proposal to ratify the appointment of PricewaterhouseCoopers LLP to serve as the Company’s independent registered public accounting firm for fiscal year 2016 was approved based upon the following votes:

| For        | Against | Abstentions |
|------------|---------|-------------|
| 37,345,445 | 138,846 | 7,999       |

3. The proposal requesting that the Company adopt greenhouse gas emission goals and issue a report was not approved based upon the following votes:

| For     | Against    | Abstentions | Broker Non-Votes |
|---------|------------|-------------|------------------|
| 461,417 | 36,217,914 | 18,024      | 794,935          |

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: May 31, 2016