
**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): **August 9, 2017**

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 52nd Street
New York, New York**
(Address of principal executive offices)

10019
(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 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

On August 9, 2017, CBS Corporation ("CBS") sent a notice (the "Notice") to its directors and executive officers informing them that, in order to implement a transition to a new recordkeeper for the CBS 401(k) Plan (the "Plan"), Plan participants will be unable to direct or diversify the investments in their Plan accounts, including in the CBS Class A common stock and/or CBS Class B common stock funds, or obtain loans or distributions from the Plan, during the period beginning on September 25, 2017 at 3:00 pm (Eastern Time) and expected to end during the week of October 15, 2017 (the "Blackout Period").

The Notice also states that, pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and Regulation BTR (Blackout Trading Restriction), during the Blackout Period, CBS' directors and executive officers will be prohibited from directly or indirectly purchasing, selling or otherwise acquiring or transferring shares of CBS Class A common stock, CBS Class B common stock and derivative securities acquired in connection with their service or employment as a director or an executive officer of CBS, subject to certain exceptions. The Notice is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Inquiries concerning the Notice or the Blackout Period, including the beginning and ending dates thereof (and for a period of two years after the ending date of the Blackout Period), may be directed without charge to:

CBS Corporation
51 W. 52nd Street
New York, New York 10019
Attention: Jonathan Anshell, Executive Vice President, Deputy General Counsel and Secretary;
and/or Stephen Mirante, Executive Vice President, Human Resources
Telephone number: 212-975-4321

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description of Exhibit
99.1	Notice to Directors and Executive Officers of CBS Corporation dated August 9, 2017.

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: August 9, 2017

Exhibit Index

**Exhibit
Number**

Description of Exhibit

99.1

Notice to Directors and Executive Officers of CBS Corporation dated August 9, 2017.

**NOTICE TO DIRECTORS AND EXECUTIVE OFFICERS OF
CBS CORPORATION
Restrictions on Trading CBS Corporation Class A and Class B Common Stock
During CBS 401(k) Plan Blackout Period**

CBS Corporation ("CBS") has determined to change the recordkeeper for the CBS 401(k) Plan (the "Plan"). In order to implement this transition, Plan activity will be restricted such that Plan participants will not be able to direct or diversify the investments in their Plan accounts, including in the CBS Class A Company Stock Fund and CBS Class B Company Stock Fund, or obtain loans or distributions from the Plan for a specified period of time (the "Blackout Period"). During the Blackout Period, CBS' directors and executive officers will be subject to trading restrictions, as described below, pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and the SEC's Regulation BTR (Blackout Trading Restriction).

Blackout Period

The Blackout Period will begin at 3:00 pm (Eastern Time) on September 25, 2017 and is expected to end during the week of October 15, 2017. You will receive another notice informing you of the Blackout Period end date.

Trading Restrictions

During the Blackout Period, you will be prohibited from directly or indirectly purchasing, selling or otherwise acquiring or transferring shares of CBS Class A common stock, CBS Class B common stock and derivative securities, such as stock options, that you acquired in connection with your service or employment as a director or an executive officer of CBS, subject to certain exceptions. In this regard, any such CBS security that you sell or otherwise transfer is automatically treated as acquired in connection with your service as a director or an executive officer unless you establish that the security was acquired from another source in accordance with rules established by the SEC. Please note that these trading prohibitions also apply to CBS securities held by immediate family members living with you, or held in trust, or by controlled partnerships or corporations. This notice is in addition to the restrictions on trading activity under CBS' insider trading policy.

Questions

If you have questions concerning transactions in CBS Class A common stock, CBS Class B common stock or derivative securities, this notice or the Blackout Period, including whether the Blackout Period has started or ended, please contact without charge:

CBS Corporation

51 W. 52nd Street

New York, New York 10019

Attention: Jonathan Anshell, Executive Vice President, Deputy General Counsel and Secretary;

and/or Stephen Mirante, Executive Vice President, Human Resources

Telephone number: 212-975-4321

August 9, 2017