

CNET NETWORKS INC  
Form SC 13D/A  
June 19, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**SCHEDULE 13D**  
**(Rule 13d-101)**

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

CNET Networks, Inc.  
(Name of Company)

Common Stock  
(Title of Class of Securities)

12613R104  
(CUSIP Number of Class of Securities)

Sandell Asset Management Corp.  
40 West 57th Street  
26th Floor  
New York, NY 10019  
Attention: Richard Gashler, General Counsel  
212-603-5700  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

June 18, 2008  
(Date of Event which Requires  
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box ☐.

## Edgar Filing: CNET NETWORKS INC - Form SC 13D/A

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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\* 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 disclosures provided in a prior cover page. The information required on 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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<b>1</b>	NAME OF REPORTING PERSON	
	Castlerigg Master Investments Ltd.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) X
		(b) O
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS	
	WC	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	O
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION	
	British Virgin Islands	
	<b>7</b> SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>8</b> 0 SHARED VOTING POWER	
	<b>9</b> 3,136,402 SOLE DISPOSITIVE POWER	
	<b>10</b> 0 SHARED DISPOSITIVE POWER	
	3,136,402	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,136,402	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	O
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	2.1%	
<b>14</b>	TYPE OF REPORTING PERSON	
	CO	

<b>1</b>	NAME OF REPORTING PERSON	
<b>2</b>	Sandell Asset Management Corp. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) X  (b) O
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS	
<b>5</b>	AF CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	O
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands	
	<b>7</b> SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>8</b> 0 SHARED VOTING POWER	
	<b>9</b> 3,470,000 SOLE DISPOSITIVE POWER	
	<b>10</b> 0 SHARED DISPOSITIVE POWER	
<b>11</b>	3,470,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
<b>12</b>	3,470,000 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	O
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
<b>14</b>	2.3% TYPE OF REPORTING PERSON	
	CO	

<b>1</b>	NAME OF REPORTING PERSON	
<b>2</b>	Castlerigg International Limited CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) X  (b) O
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS	
<b>5</b>	AF CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	O
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  British Virgin Islands	
<b>7</b>	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>8</b>	0 SHARED VOTING POWER
	<b>9</b>	3,136,402 SOLE DISPOSITIVE POWER
	<b>10</b>	0 SHARED DISPOSITIVE POWER
<b>11</b>	3,136,402 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH RREPORTING PERSON	
<b>12</b>	3,136,402 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	O
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
<b>14</b>	2.1% TYPE OF REPORTING PERSON  CO	

<b>1</b>	NAME OF REPORTING PERSON	
	Castlerigg International Holdings Limited	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) X
		(b) O
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS	
	AF	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	O
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION	
	British Virgin Islands	
	<b>7</b> SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>8</b> 0 SHARED VOTING POWER	
	<b>9</b> 3,136,402 SOLE DISPOSITIVE POWER	
	<b>10</b> 0 SHARED DISPOSITIVE POWER	
	3,136,402	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,136,402	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	O
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	2.1%	
<b>14</b>	TYPE OF REPORTING PERSON	
	CO	

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Castlerigg Global Select Fund Limited CHECK THE APPROPRIATE BOX IF (a) <input checked="" type="checkbox"/> X A MEMBER OF A GROUP <div style="text-align: right;">(b) <input type="checkbox"/> O</div>
<b>3</b>	SEC USE ONLY
<b>4</b>	SOURCE OF FUNDS
<b>5</b>	AF CHECK IF DISCLOSURE OF LEGAL <input type="checkbox"/> O PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
	Cayman Islands
	<b>7</b> SOLE VOTING POWER
NUMBER OF SHARES	<b>8</b> 0 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH	<b>9</b> 333,598 SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	<b>10</b> 0 SHARED DISPOSITIVE POWER
<b>11</b>	333,598 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>12</b>	333,598 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES