

CNET NETWORKS INC  
Form SC TO-I/A  
October 11, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE TO/A**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR SECTION 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

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**CNET NETWORKS, INC.**

(Name of Subject Company (Issuer))

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**CNET NETWORKS, INC.**

(Name of Filing Person (Issuer))

**0.75% Convertible Senior Notes Due 2024**

(Title of Class of Securities)

**CUSIP Nos. 12613RAD6 and 12613RAC8**

(CUSIP Number of Class of Securities)

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**GEORGE E. MAZZOTTA**

**CNET NETWORKS, INC.**

**235 SECOND STREET**

**SAN FRANCISCO, CALIFORNIA 94105**

**(415) 344-2000**

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Filing Person)

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*with copies to:*

**ORA T. FISHER, ESQ.**

**TRACY K. EDMONSON, ESQ.**

**LATHAM & WATKINS LLP**

**140 SCOTT DRIVE**

**MENLO PARK, CA 94025-3656**

**(650) 328-4600**

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**CALCULATION OF FILING FEE**

<b>Transaction Valuation</b>	<b>Amount of Filing Fee</b>
\$ 125,000,000 aggregate original principal amount (1)	\$ 13,375(2)

- (1) Estimated solely for the purpose of determining the amount of the filing fee, the transaction value is based upon the book value of the 0.75% Convertible Senior Notes Due 2024 as of the latest practicable date prior to the date of filing.
- (2) Previously paid.

.. Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A  
Form or Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

..  third-party tender offer subject to Rule 14d-1

x  issuer tender offer subject to Rule 13e-4

..  going-private transaction subject to Rule 13e-3

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“ amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: ”

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This Amendment No. 2 to Schedule TO (this Amendment ) amends and supplements the Tender Offer Statement on Schedule TO, as previously amended (the Schedule TO ), filed by CNET Networks, Inc., a Delaware corporation ( CNET ). This Amendment relates to the consent solicitation by CNET, pursuant to which CNET is soliciting, upon the terms and subject to the conditions set forth in the Consent Solicitation Statement, dated September 13, 2006 (the Consent Solicitation Statement ), as supplemented by the Supplement to the Consent Solicitation Statement, dated October 11, 2006 (the Supplement ), the consents of holders of any and all of its \$125,000,000 aggregate original principal amount of outstanding 0.75% Convertible Senior Notes due 2024 (the Securities ) to proposed waivers and proposed amendments to certain provisions of the Indenture (the Indenture ) dated as of April 27, 2004 between CNET, as issuer, and Wells Fargo Bank, National Association, as trustee (the Trustee ), under which the Securities were issued. The consent solicitation relating to the Securities pursuant to the Consent Solicitation Statement and the Supplement is referred to herein as the Consent Solicitation.

As part of the Consent Solicitation, holders of the Securities who consent will waive their right (the Repurchase Waiver ) to require CNET to repurchase all or a portion of each such holder s Securities in accordance with a repurchase right under the Indenture following the delisting of CNET s common stock from the Nasdaq Stock Market that may occur on or prior to the first anniversary of the expiration date of the Consent Solicitation. This Tender Offer Statement on Schedule TO is being filed solely because the Repurchase Waiver may be considered an issuer tender offer pursuant to Rule 13e-4 and is intended to satisfy the reporting requirements of Rule 13e-4(a)(2) under the Securities Exchange Act of 1934, as amended. This Amendment amends and supplements the Schedule TO as set forth below.

**ITEMS 1 through 9.**

Items 1 through 9 of the Schedule TO, which incorporate by reference the information contained in the Consent Solicitation Statement, are amended and supplemented as provided in the Supplement filed herewith.

**ITEM 12. EXHIBITS.**

(a)(1)(iii) Supplement to the Consent Solicitation Statement, dated October 11, 2006.

**SIGNATURES**

After due 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.

CNET NETWORKS, INC.

By: /s/ GEORGE E. MAZZOTTA  
Name: George E. Mazzotta

Title: Chief Financial Officer

Dated: October 11, 2006

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
(a)(1)(iii)	Supplement to the Consent Solicitation Statement, dated October 11, 2006.