

CNET NETWORKS INC  
Form DEFA14A  
April 01, 2008

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

**Washington, D.C. 20549**

**SCHEDULE 14A**

**(RULE 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a)**  
**of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

CNET NETWORKS, INC.

(Name of Registrant as Specified in its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.

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.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies: N/A

(2) Aggregate number of securities to which transaction applies: N/A

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined): N/A

(4) Proposed maximum aggregate value of transaction: N/A

(5) Total fee paid: N/A

.. Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid: N/A

(2) Form, Schedule or Registration Statement No.: N/A

(3) Filing Party: N/A

(4) Date Filed: N/A

The following is the text of a press release issued by CNET Networks, Inc. on April 1, 2008.

**CNET NETWORKS COMMENTS ON JANA PARTNERS WHITE PAPER**

SAN FRANCISCO (BUSINESS WIRE) April 01, 2008 CNET Networks, Inc. (Nasdaq:CNET), today commented on Jana Partners white paper, which was prepared in connection with its proposed proxy contest.

CNET Networks said that now that JANA has made public its proposed strategies, they will be carefully reviewed. To the extent there are any new strategies that would create stockholder value, they will be implemented. CNET Networks added that while it welcomes the views of its stockholders, after a preliminary review, the white paper contains numerous misstatements and is misleading in many respects. The Company will respond in due course.

CNET Networks new management team is committed to further improvement and remains focused on executing against the Company s established business strategy to create further value and realize long-term opportunities for all stockholders. The CNET Networks management team is delivering against its plan in order to grow the Company. CNET Networks has become one of the largest interactive premium content publishers in the world and is one of the top 10 Internet companies globally.<sup>(1)</sup> In the fourth quarter of 2007, CNET Networks averaged 148 million unique users per month globally<sup>(2)</sup>, generating nearly 83 million web page views per day.<sup>(3)</sup>

About CNET Networks, Inc.

CNET Networks, Inc. (Nasdaq:CNET) is an interactive media Company that builds brands for people and the things they are passionate about, such as gaming, music, entertainment, technology, business, food, and parenting. The Company s leading brands include BNET, CHOW, CNET, GameSpot, and TV.com. Founded in 1992, CNET Networks has a strong presence in the US, Asia, and Europe.

**IMPORTANT INFORMATION / SOLICITATION PARTICIPANTS LEGEND**

CNET Networks and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of CNET Networks in connection with the upcoming annual meeting of stockholders. Information regarding the special interests of these directors and executive officers in connection with the matters to be voted on at the annual meeting will be included in the proxy statement filed by CNET Networks in connection with the annual meeting. In addition, CNET Networks files annual, quarterly and special reports, proxy and information statements, and other information with the Securities and Exchange Commission (the SEC ). These documents are available free of charge at the SEC s web site at [www.sec.gov](http://www.sec.gov) or from CNET Networks at [www.cnetnetworks.com](http://www.cnetnetworks.com). STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT CAREFULLY WHEN IT IS AVAILABLE, AS IT WILL CONTAIN IMPORTANT INFORMATION THAT STOCKHOLDERS SHOULD CONSIDER BEFORE MAKING ANY VOTING OR INVESTMENT DECISION.

(1) ComScore Media Metrix Global, February 2008

(2) CNET Networks Internal Log Data, Fourth Quarter, 2007

(3) CNET Networks Internal Log Data, Fourth Quarter, 2007

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