

CNET NETWORKS INC
Form 4
January 15, 2008

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
JANA PARTNERS LLC

2. Issuer Name and Ticker or Trading Symbol
CNET NETWORKS INC [CNET]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 PARK AVENUE, SUITE 3300
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/11/2008

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

NEW YORK, NY 10166

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u>	01/11/2008		P		1,000,000	A	\$ 8.74
Common Stock <u>(1)</u>	01/11/2008		P		613,962	A	\$ 8.85
Common Stock <u>(1)</u>	01/11/2008		P		30,102	A	\$ 9
Common Stock <u>(1)</u>	01/11/2008		O/K ⁽²⁾		523,148	D	\$ 8.71
Common Stock <u>(1)</u>	01/11/2008		O/K ⁽²⁾		523,148	A	\$ 8.9
	01/11/2008		O/K ⁽³⁾		476,852	D	
							18,044,337

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Common Stock <u>(1)</u>						\$ 8.71		
Common Stock <u>(1)</u>	01/11/2008		O/K ⁽³⁾	476,852	A	\$ 8.9	18,521,189	D
Common Stock <u>(1)</u>	01/14/2008		P	673,148	A	\$ 8.98	19,194,337	D
Common Stock <u>(1)</u>	01/14/2008		X/K ⁽⁴⁾	223,148	D	\$ 8.94	18,971,189	D
Common Stock <u>(1)</u>	01/14/2008		X/K ⁽⁴⁾	223,148	A	\$ 8.9	19,194,337	D
Common Stock <u>(1)</u>	01/14/2008		X/K ⁽⁵⁾	450,000	D	\$ 8.94	18,744,337	D
Common Stock <u>(1)</u>	01/14/2008		X/K ⁽⁵⁾	450,000	A	\$ 8.9	19,194,337	D
Common Stock <u>(1)</u>	01/15/2008		X ⁽⁶⁾	2,583,979	D	\$ 7.74	16,610,358	D
Common Stock <u>(1)</u>	01/15/2008		X ⁽⁷⁾	14,866	D	\$ 7.74	16,595,492	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Equity Swap (Obligation to buy)	\$ 8.9	01/11/2008		O/K ⁽²⁾	523,148	11/30/2007	12/30/2008	Common Stock
Equity Swap (Obligation to buy)	\$ 8.9	01/11/2008		O/K ⁽³⁾	476,852	12/07/2007	01/12/2009	Common Stock
	\$ 8.9	01/14/2008		X/K ⁽⁴⁾	223,148	12/07/2007	01/12/2009	

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(6) This is the exercise by CT-100 Holdings, LLC, a Delaware limited liability company ("CT-100") of its contract obligation to buy \$20,000,000 (or 2,583,979 shares) of stock of CNET from the Reporting Person. Spark Management Partners, L.L.C., a Delaware limited liability company, is the general partner of Spark Capital, L.P., which is the managing member of CT-100. The close-out of this derivative is deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.

(7) This is the partial exercise by Paul Gardi, through Alex Interactive Media, LLC, of his obligation to buy \$1,000,000 (or 129,199 shares) of stock of CNET from the Reporting Person which he holds through an investment in CT-100. The exercise of this derivative is deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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