

555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004-1304
Tel: (202) 637-2200 Fax: (202) 637-2201
www.lw.com

LATHAM & WATKINS^{LLP}

FIRM / AFFILIATE OFFICES

Barcelona	New Jersey
Brussels	New York
Chicago	Northern Virginia
Frankfurt	Orange County
Hamburg	Paris
Hong Kong	San Diego
London	San Francisco
Los Angeles	Shanghai
Madrid	Silicon Valley
Milan	Singapore
Moscow	Tokyo
Munich	Washington, D.C.

February 28, 2007

Brian V. Breheny, Esq., Chief
Office of Mergers and Acquisitions

Nicholas P. Panos, Esq., Special Counsel
Office of Mergers and Acquisitions

Division of Corporation Finance
Securities and Exchange Commission
Division of Corporation Finance
100 F Street, NE
Washington, DC 20549

Re: CNET Networks, Inc.—Request for Exemptive Relief

Dear Messrs. Breheny and Panos:

On behalf of our client, CNET Networks, Inc. (the “Company” or “CNET”), we request that the Staff grant the Company exemptive relief from compliance with Rules 13e-4(f)(5) and 14e-1(c) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) with respect to the cash payment contemplated to be paid by the Company pursuant to the tender offer to existing employees who hold options subject to potential adverse tax consequences under Section 409A (“Section 409A”) of the Internal Revenue Code of 1986, as amended (the “Code”).

As more fully described below, the Company proposes to commence an offer (the “Offer”) to all eligible employees to amend discount options (defined below). The “eligible employees” will be all holders of discount options who are also employees of the Company or one of its subsidiaries on the expiration date of the Offer who hold discount options. The “discount options” are the employee stock options granted under four of the Company’s equity incentive plans which (a) have an exercise price per share that is less than the fair market value per share of the underlying CNET common stock on the option’s deemed measurement date under Accounting Principles Board Opinion No. 25, “Accounting for Stock Issued to Employees” (“APB No. 25”), (b) were unvested as of December 31, 2004, (c) are outstanding on the last date the Offer is open for acceptance and (d) are held by individuals subject to United States federal income taxes.¹ The Company intends to make the Offer so that eligible employees

¹ The Offer will not be open to foreign employees of the Company or any of its subsidiaries not subject to taxation under Section 409A because making the Offer open to such employees would not further the

