

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

	X	
JOHN LANTZ, Individually and on Behalf of	:	Civil Action No.
All Others Similarly Situated,	:	
	:	<u>CLASS ACTION</u>
Plaintiff,	:	
	:	COMPLAINT FOR VIOLATIONS OF THE
vs.	:	FEDERAL SECURITIES LAWS
	:	
CBS CORPORATION, LESLIE MOONVES,	:	
JOSEPH R. IANNIELLO, LAWRENCE	:	
LIDING, DAVID RHODES, DAVID R.	:	
ANDELMAN, JOSEPH A. CALIFANO, JR.,	:	
WILLIAM S. COHEN, GARY L.	:	
COUNTRYMAN, CHARLES K. GIFFORD,	:	
LEONARD GOLDBERG, BRUCE S.	:	
GORDON, LINDA M. GRIEGO, ROBERT N.	:	
KLIEGER, ARNOLD KOPELSON,	:	
MARTHA L. MINOW, DOUG MORRIS and	:	
SHARI REDSTONE,	:	
	:	
Defendants.	:	
	X	<u>DEMAND FOR JURY TRIAL</u>

Plaintiff John Lantz alleges the following based upon personal knowledge as to himself and his own acts, and upon an investigation conducted by and through his attorneys, which included a review of Securities and Exchange Commission (“SEC”) filings by CBS Corporation (“CBS” or the “Company”), press releases, conference calls, defendants’ public statements, media reports, analyst reports, and information available via the internet. Plaintiff believes that substantial additional evidentiary support will likely exist for the allegations set forth herein after a reasonable opportunity for discovery.

NATURE OF THE ACTION

1. This is a securities class action on behalf of all purchasers of CBS Class A and Class B common stock between November 3, 2017 and July 27, 2018, inclusive (the “Class Period”) against CBS, certain of its senior executives, and certain current and former members of its Board of Directors (the “Board”) asserting violations of the Securities Exchange Act of 1934 (“1934 Act”) and SEC Rule 10b-5 promulgated thereunder.

2. Defendant CBS is a mass media company with operations in entertainment, cable networks, publishing, and local media. The Company operates businesses that span the media and entertainment industries, including the CBS Television Network, cable networks, content production and distribution, television stations, internet-based businesses, and consumer publishing.

3. Throughout the Class Period, CBS regularly acknowledged that the “Company’s business depends upon the continued efforts, abilities and expertise of its chief executive officer and other key employees” and that it “believes that the unique combination of skills and experience possessed by its executive officers would be difficult to replace, and that the loss of its executive officers could have a material adverse effect on the Company.” In addition, CBS claimed to maintain “standards for ethical conduct that are expected of all directors and employees of the Company.” Such standards, as outlined in CBS’s Business Conduct Statement, included:

CBS has a “zero tolerance” policy for sexual harassment or harassment Discriminatory treatment, including sexual harassment and harassment based on a person’s race, age or other protected status, is strictly prohibited. CBS will take all steps necessary and appropriate to stop such acts of harassment or discrimination of which it becomes aware.

4. As alleged herein, defendants made materially false and misleading statements and/or failed to disclose the following material information during the Class Period:

- CBS executives, including CBS’s Chief Executive Officer (“CEO”) defendant Leslie Moonves (“Moonves”), had engaged in widespread workplace sexual harassment at CBS;
- CBS’s enforcement of its own purported policies was inadequate to prevent the foregoing conduct;
- This conduct would subject CBS to heightened legal liability and impede the ability of key CBS personnel to execute the Company’s business strategy; and
- Defendants’ public statements during the Class Period were materially false and misleading and/or lacked a reasonable basis.

5. In October of 2017, the #MeToo movement began as an umbrella of solidarity on Twitter, helping to empower countless women to share their experiences of surviving sexual harassment or assault. The #MeToo movement quickly gained momentum online with the help of various celebrities, and within a matter of days an avalanche of accusations swept through the entertainment industry.

6. The #MeToo movement’s impact on the entertainment industry crystalized on October 10, 2017, when *The New Yorker*’s investigative reporter Ronan Farrow (“Farrow”) published an explosive exposé detailing decades’ worth of sexual abuse allegations by numerous women at the hands of former media mogul Harvey Weinstein. The Pulitzer Prize-winning article described how Weinstein lured women – often young actresses – into hotel bars and rooms to harass or assault them. After the allegations came to light, Weinstein was swiftly ousted from The Weinstein Company and charged with rape and other offenses in New York City.

7. Over the ensuing months, the #MeToo movement was credited with ending the careers of several other celebrities, politicians, businessmen, and media executives, including former U.S. Senator Al Franken, actor Kevin Spacey, Chairman and CEO of Wynn Resorts Steve Wynn, and Chairman and CEO of Fox News Roger Ailes.

8. CBS was not spared from #MeToo revelations. In November 2017, CBS was forced to fire its lauded news anchor Charlie Rose after *The Washington Post* published an article in which multiple women accused him of sexual misconduct. Three of the women who accused Rose have since sued him and the Company.

9. Recognizing the #MeToo movement's power, as well as its potential threat, defendant Moonves quickly moved to publicly align himself with its cause. On November 29, 2017, defendant Moonves told an audience at *Variety's* Innovate Summit that the #MeToo movement was “a watershed moment” and that “I think it's important that a company's culture will not allow for this. And that's the thing that's far-reaching. There's a lot we're learning. There's a lot we didn't know.” Defendant Moonves continued his posturing as an ally of the #MeToo movement when, in December 2017, he helped found the Commission on Eliminating Sexual Harassment and Advancing Equality in the Workplace.

10. Despite defendant Moonves's embrace of the #MeToo movement and CBS's purported commitment to combat sexual harassment, media outlets began reporting on July 27, 2018 that Farrow would be publishing an article in *The New Yorker* detailing allegations by six women of a disturbing pattern of sexual harassment by defendant Moonves and describing a culture of rampant sexual harassment at CBS.

11. Indeed, after the Weinstein exposé, Farrow began an extensive investigation into decades of alleged sexual harassment by defendant Moonves and the environment engendered by

Moonves that reportedly facilitated ongoing sexual harassment at CBS. As Farrow acknowledged during a July 29, 2018 interview with CNN's Brian Stelter, sources about defendant Moonves and the hostile culture at CBS "began coming to [him] immediately after the Harvey Weinstein story" was published in late 2017. As later reported by *The New York Times* on July 31, 2018, "CBS's board knew – or should have known – about potential problems" with defendant Moonves soon after Farrow's first exposé broke in October 2017, as "[r]umors had proliferated almost immediately after *The New York Times* and *The New Yorker* published their prizewinning exposés . . . in October"; those rumors only intensified in November 2017 after Charlie Rose was fired from CBS; and "[b]y December [2017], CBS executives had been told that reporters for The Times and The Wall Street Journal were asking around about sexual-harassment allegations involving Mr. Moonves." And, as the *Los Angeles Times* reported on August 2, 2018, "CBS board members were aware late last year that multiple news organizations were looking into Moonves' conduct in the wake of the Harvey Weinstein scandal, which exploded in October." According to the *Los Angeles Times*, as "[w]omen came forward with their stories of past abuse, and reporters at multiple outlets began chasing tips about various Hollywood figures," "CBS learned of such reporting efforts after journalists reached out to female executives and asked about their experiences with Moonves"

12. Meanwhile, defendants CBS and Moonves knew there was plenty for Farrow to discover, despite the vintage of some of the alleged misconduct. For instance, in November 2017, a woman filed a criminal complaint with the Los Angeles Police Department ("LAPD") claiming defendant Moonves had forced her to perform oral sex on him in the 1980s. As the *Los Angeles Times* reported on August 2, 2018, the LAPD "investigation began in November after an 81-year-old woman told detectives that Moonves sexually assaulted her three decades ago when they both worked at then-television powerhouse Lorimar Productions, the studio behind such shows as

‘Dallas’ and ‘Knots Landing,’” with the woman claiming that defendant Moonves, “during a 1986 meeting in his office, demanded oral copulation.” She also reportedly “told police about another incident, in 1988, when he allegedly exposed himself and assaulted her.” As recent *The New York Times* and *The Wall Street Journal* articles have now confirmed, defendant Moonves knew about this sexual harassment allegation and criminal investigation as early as November 2017, while several CBS Board members, including Shari Redstone (“Redstone”) (president of CBS’s controlling shareholder, National Amusements, Inc.), knew by January 2018 – months before these facts were revealed to investors. Despite the fact that defendants CBS, Moonves, and Redstone, as well as several other Board members, knew of these serious allegations and the increasing threat to Moonves’s tenure at CBS in November 2017 and January 2018, the Company’s risk disclosures remained the same, leaving investors completely unaware of the looming leadership crisis at CBS until late July 2018.

13. As *The Wall Street Journal* would later disclose on September 10, 2018, under defendant Moonves’s tenure, CBS had a hostile work environment for female employees for years:

Mr. Moonves had romantic relationships with multiple senior and junior CBS staffers over the years, that, while consensual, made other executives uncomfortable and led some women to feel the company had a misogynistic culture, former executives say.

Several female former executives say women at CBS were given a hard time for getting pregnant, expected to take notes at meetings and excluded from other key meetings by their male peers and bosses. When they went to human resources to complain, the women said, they were ignored.

“You knew that if you complained, you wouldn’t win, and you potentially get voted off the island and then never work in the town again,” said one female former CBS executive.

14. On July 27, 2018, media outlets began reporting that *The New Yorker* would shortly publish an article describing a pattern of sexual harassment alleged by six women against defendant Moonves. The article would also outline allegations of sexual harassment against several CBS News

executives, including Jeffrey Fager, the long-time head of *60 Minutes*. On this news, CBS's stock price fell over 6% on unusually heavy volume.

15. On August 6, 2018, *The New Yorker* published the online exposé by Farrow detailing allegations of years of sexual assault against defendant Moonves by his co-workers at CBS and describing how, under his leadership, CBS had facilitated the sexual harassment of scores more women, including company-sanctioned retaliation against victims who spoke up. In the exposé, Farrow stated that “[s]ix women who had professional dealings with [Moonves] told me that, between the nineteen-eighties and the late aughts, Moonves sexually harassed them,” with “[f]our describ[ing] forcible touching or kissing during business meetings, in what they said appeared to be a practiced routine,” and “[t]wo [telling] me that Moonves physically intimidated them or threatened to derail their careers.”

16. Subsequently, on September 9, 2018, *The New Yorker's* published a second exposé by Farrow outlining, in even more harrowing detail than the first article, additional sexual harassment and assault allegations against defendant Moonves and further describing CBS's widespread culture of sexual harassment. Within hours of the story's publication, CBS announced that defendant Moonves would be stepping down as the Company's Chairman and CEO, causing CBS's stock price to decline further.

17. Three days later, on September 12, 2018, CBS ousted *60 Minutes* head Jeffrey Fager for sending a threatening text message to a CBS reporter investigating allegations that he had fostered a culture of harassment at the Company. Later that day, a *New York Times* article revealed that defendant Moonves had actively concealed the LAPD's November 2017 criminal sexual assault investigation. Even worse, the article revealed that, at the time that one of Moonves's accusers was

threatening to go public, Moonves was actively trying to find the woman a job at CBS to ensure her silence.

18. On September 28, 2018, CBS disclosed that it had “received subpoenas from the New York County District Attorney’s Office and the New York City Commission on Human Rights” regarding “the allegations in recent press reports about CBS’s former Chairman and Chief Executive Officer, CBS News and cultural issues at all levels of CBS,” and that the “New York State Attorney General’s Office ha[d] also requested information about these matters.”

JURISDICTION AND VENUE

19. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. §1331 and §27 of the 1934 Act (15 U.S.C. §78aa), as the claims asserted herein arise under and pursuant to §§10(b) and 20(a) of the 1934 Act (15 U.S.C. §78j(b) and §78t(a)) and SEC Rule 10b-5 (17 C.F.R. §240.10b-5).

20. Venue is proper in this District pursuant to 28 U.S.C. §1391(b) and §27 of the 1934 Act, because CBS is headquartered at 51 West 52nd Street, New York, New York, certain defendants reside in this District, and defendants’ wrongful acts occurred in this District.

21. In connection with the acts and conduct alleged in this complaint, defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including, but not limited to, the U.S. mail, interstate telephone communications, and the facilities of the national securities exchanges and markets.

PARTIES

22. Plaintiff John Lantz acquired CBS common stock during the Class Period, as set forth in the accompanying Certification, which is incorporated herein by reference, and suffered damage as a result.

23. Defendant CBS Corporation has two classes of publicly traded common stock listed and widely traded on the New York Stock Exchange (“NYSE”), an efficient market: voting Class A common stock (entitled to one vote per share), which trades under the ticker CBS-A; and non-voting Class B common stock, which trades under the ticker CBS. As of August 2, 2018, CBS had more than 37.5 million shares of Class A common stock and approximately 338.5 million shares of Class B common stock issued and outstanding. In 2000, CBS was acquired by Viacom Inc. in a deal that made Viacom the second largest entertainment company in the world. In 2005, Viacom split into two separately operated but commonly controlled entities, CBS and Viacom. National Amusements, Inc. (“NAI”) was then and remains the controlling stockholder of both CBS and Viacom. Sumner Redstone, NAI’s controlling stockholder, chairman of the board and CEO, is the Chairman Emeritus of CBS and the Chairman Emeritus of Viacom. Defendant Shari Redstone (“Redstone”), Sumner Redstone’s daughter, is the President and a director of NAI and the Vice Chair of the Board of Directors of CBS and Viacom. Defendant David R. Andelman was a director of CBS until September 9, 2018, and also served as a director of NAI. As of March 31, 2018, NAI directly or indirectly owned approximately 79.7% of CBS Class A common stock and approximately 10.3% of Class A common stock and non-voting Class B common stock on a combined basis.

24. Defendant Leslie Moonves (“Moonves”) was, at all relevant times, CBS’s President, CEO and the Chairman of its Board. As CEO and Chairman, defendant Moonves regularly spoke on CBS’s behalf in releases, conference calls, and SEC filings. Pursuant to §906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. §1350, defendant Moonves certified the Company’s Forms 10-Q filed with the SEC on November 6, 2017, May 4, 2018 and August 2, 2018, and the Form 10-K filed with the SEC on February 20, 2018.

25. Defendant Joseph R. Ianniello (“Ianniello”) was, at all relevant times, CBS’s Chief Operating Officer. As COO, defendant Ianniello regularly spoke on CBS’s behalf in releases, conference calls, and SEC filings. Defendant Ianniello signed the Company’s Forms 10-Q filed with the SEC on November 6, 2017, May 4, 2018 and August 2, 2018, and the Form 10-K filed with the SEC on February 20, 2018.

26. Defendant Lawrence Liding (“Liding”) was, at all relevant times, CBS’s Executive Vice President, Controller and Chief Accounting Officer. In this capacity, defendant Liding regularly spoke on CBS’s behalf in releases, conference calls, and SEC filings. Defendant Liding signed the Company’s Forms 10-Q filed with the SEC on November 6, 2017, May 4, 2018 and August 2, 2018, and the Form 10-K filed with the SEC on February 20, 2018.

27. Defendant David Rhodes (“Rhodes”) is and was, at all relevant times, the President of CBS News. In this role, defendant Rhodes regularly spoke on CBS’s behalf.

28. Defendants David R. Andelman, Joseph A. Califano, Jr., William S. Cohen, Gary L. Countryman, Charles K. Gifford, Leonard Goldberg, Bruce S. Gordon, Linda M. Griego, Robert N. Klieger, Arnold Kopelson, Martha L. Minow, Doug Morris, and Shari Redstone are, or were at relevant times, members of the CBS Board (sometimes collectively referred to as the “Director Defendants”). As CBS directors, these defendants made decisions on CBS’s behalf during the Class Period and signed the Company’s Form 10-K filed with the SEC on February 20, 2018.

29. The defendants named in ¶¶24-28 are sometimes referred to herein as the “Individual Defendants.” CBS and the Individual Defendants are collectively referred to herein as “defendants.”

30. During the Class Period, the Individual Defendants, as senior executive officers and/or directors of CBS, were in possession of confidential, proprietary information concerning the Company and its operations. By reason of their positions within the Company, the Individual

Defendants obtained, had access to and/or were in possession of material adverse nonpublic information concerning CBS via internal corporate documents and communications with other corporate officers and employees, attendance at management and/or Board of Directors meetings (and committees thereof), and via reports, presentations and other information provided to them in connection therewith. Because of their possession of such information, the Individual Defendants knew or recklessly disregarded that the adverse facts specified herein had not been disclosed to, and were being concealed from, the investing public.

31. As senior executive officers and controlling persons of a publicly traded company whose common stock was and is registered with the SEC pursuant to the 1934 Act, and was and is traded on NYSE and governed by the federal securities laws, the Individual Defendants had a duty to promptly disseminate accurate and truthful information regarding CBS's operations and business, and to correct any previously issued statements that had become materially misleading or untrue, so that the market price of CBS common stock would be based upon truthful and accurate information. Defendants' materially false statements and omissions during the Class Period violated these requirements and obligations.

SEC DISCLOSURE REQUIREMENTS

32. The SEC has specific rules governing the content of disclosures made by public companies like CBS in their filings with the SEC. Specifically, SEC Regulation S-K requires that every Form 10-Q and Form 10-K filing contain a section called "Management's Discussion and Analysis of Financial Condition and Results of Operations" ("MD&A"), drafted in compliance with Item 303 of Regulation S-K, 17 C.F.R. §229.303. The MD&A requirements are intended to provide material historical and prospective textual disclosures that enable investors and others to assess the financial condition and results of operations of a company, with emphasis on that company's prospects for the future.

33. Item 303(a)(3) of Regulation S-K requires that the MD&A section of a company's filings with the SEC (*i.e.*, Forms 10-Q and 10-K), among other things:

- “Describe any unusual or infrequent events or transactions or any significant economic changes that materially affected the amount of reported income from continuing operations and, in each case, indicate the extent to which income was so affected. In addition, describe any other significant components of revenues or expenses that, in the registrant's judgment, should be described in order to understand the registrant's results of operations.”
- “Describe any known trends or uncertainties that have had or that the registrant reasonably expects will have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations. If the registrant knows of events that will cause a material change in the relationship between costs and revenues (such as known future increases in costs of labor or materials or price increases or inventory adjustments), the change in the relationship shall be disclosed.”

34. Regulation S-K also states that “[t]he discussion and analysis [section] shall focus specifically on material events and uncertainties known to management that would cause reported financial information not to be necessarily indicative of future operating results or of future financial condition.”

BACKGROUND

35. In July 2016, former Fox News host Gretchen Carlson filed suit against Roger Ailes, who had led Fox News for two decades. Once her claims were corroborated by Megyn Kelly, one of the network's biggest stars, Roger Ailes was forced to resign from Fox News. In September 2016, Fox News' parent corporation, 21st Century Fox, paid more than \$1 million to Laurie Dhue, an anchor from 2000 to 2008, to settle harassment claims against network mainstay Bill O'Reilly and his boss Roger Ailes. Several other former Fox News hosts, including Andrea Tantaros and Juliet Huddy, also alleged sexual harassment (and retaliation, in Tantaros's case) against Roger Ailes and Bill O'Reilly. Ms. Carlson's case was subsequently settled for \$20 million. Thereafter, the U.S. Department of Justice began a formal investigation into whether 21st Century Fox had concealed past sexual harassment settlements from investors, and various *New York Times* investigative

exposés revealed that Bill O'Reilly had paid half a dozen women nearly \$50 million to settle various sexual harassment lawsuits, leading to O'Reilly's termination. Like defendant Moonves was to CBS, Roger Ailes and Bill O'Reilly were crucial to Fox News' brand and value.

36. Beginning in October 2017, investigative reporter and lawyer Ronan Farrow sparked what is now referred to as the #MeToo movement by publishing a Pulitzer Prize-winning investigative exposé in *The New Yorker* detailing multiple allegations of sexual abuse by media mogul Harvey Weinstein, which resulted in Weinstein being expelled from his own company. Over the ensuing months (and continuing until today), the #MeToo movement was responsible for ending the careers of a host of businessmen, news anchors, celebrities, and politicians, as well as the filing of numerous legal complaints and charges, as a result of sexual harassment allegations, including the head of Amazon Studios (Roy Price), an Olympic team doctor (Lawrence G. Nassar), a well-known actor (Kevin Spacey), a candidate for the U.S. Senate (Roy Moore), a Today show co-host (Matt Lauer), a Minnesota Public Radio host (Garrison Keillor), a record label founder (Russell Simmons), a U.S. Senator (Al Franken), a celebrity chef (Mario Batali), and an opera conductor at the N.Y. Metropolitan Opera (James Levine). Farrow also published an online exposé detailing abuse accusations against former New York Attorney General Eric Schneiderman that resulted in Schneiderman resigning three hours later and the exposé never appearing in print. Farrow's reporting has largely been credited with significantly advancing, if not starting, the #MeToo movement.

37. CBS was not spared by the #MeToo movement, as several senior executives and key on-air talent at CBS were about to have #MeToo moments of their own.

**MATERIALLY FALSE AND MISLEADING CLASS PERIOD
STATEMENTS AND OMISSIONS**

38. On November 3, 2017, CBS filed a prospectus as part of a shelf registration statement filed on Form S-3 with the SEC, which incorporated by reference CBS's Form 10-K for the year ended December 31, 2016 and the quarterly report on Form 10-Q for the quarterly period ended March 31, 2017. The Individual Defendants (except defendant Rhodes) signed or authorized the signing of the shelf registration statement.

(a) The Form 10-K for the fiscal year ended December 31, 2016 (filed with the SEC on February 17, 2017) had a risk factor stating:

The Company's business depends upon the continued efforts, abilities and expertise of its chief executive officer and other key employees and entertainment personalities. The Company believes that the unique combination of skills and experience possessed by its executive officers would be difficult to replace, and that the loss of its executive officers could have a material adverse effect on the Company, including the impairment of the Company's ability to execute its business strategy.

(b) The Form 10-Q for the period ended March 31, 2017 (filed with the SEC on May 4, 2017) incorporated the above-quoted risk factor included in the Form 10-K for the fiscal year ended December 31, 2016 without any edits.

39. On November 6, 2017, CBS filed a quarterly report on Form 10-Q for the period ended September 30, 2017 with the SEC ("3Q17 10-Q"), which was certified pursuant to Sarbanes-Oxley by defendants Moonves and Ianniello, and signed by defendants Ianniello and Liding. The 3Q17 10-Q did not identify any specific risk factors, other than to state the following:

These risks, uncertainties and other factors include, among others: . . . other factors described in the Company's filings made under the securities laws, including, among others, those set forth under "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2016 and in our Quarterly Reports on Form 10-Q, and in the Company's recent Current Reports on Form 8-K. There may be additional risks, uncertainties and factors that the Company does not currently view as material or that are not necessarily known.

40. The risk factor incorporated by reference into the Form S-3 and left unchanged in the 3Q17 10-Q was materially false and misleading when made because it omitted the fact that, as reported by *The New York Times* on July 31, 2018, “CBS’s board knew – or should have known – about potential problems with Mr. Moonves’s past behavior long before the news broke last week. Rumors had proliferated almost immediately after *The New York Times* and *The New Yorker* published their prizewinning exposés of the Hollywood producer Harvey Weinstein in October.” Specifically, in the fall of 2017, a woman filed a criminal complaint with the LAPD claiming Moonves had forced her to perform oral sex on him in the 1980s, which *The New York Times* reported Moonves had “known about since November.” Moonves did not disclose this investigation to members of CBS’s nomination and governance committee until January 2018, and investors did not learn about the complaint, investigation, or Mr. Moonves’s knowledge thereof, until a series of articles in *The New Yorker*, *The Wall Street Journal* and *The New York Times* was published beginning in July 2018 through September 2018. As a result, not only was the risk factor materially false and misleading, but defendants violated the affirmative disclosure duties imposed by Regulation S-K, and thus §10(b) of the 1934 Act, by failing to disclose that: (i) the Company’s business operations were facing substantial risk, as CBS was being drawn further into conflict with the #MeToo movement as a result of the ongoing investigations into prior allegations of misconduct by defendant Moonves; and (ii) having CBS drawn further into conflict with the #MeToo movement subjected it to numerous undisclosed risks, including monetary and reputational risks, particularly because Moonves was a key CBS executive and advertising was one of CBS’s largest revenue sources, and the loss of Moonves and/or any harm to CBS’s reputation could adversely affect CBS’s business, including its future revenue and growth prospects.

41. On November 16, 2017, CBS and CBS Operations Inc., a wholly owned subsidiary of the Company, issued and sold \$900 million aggregate principal amount of senior notes in a private placement pursuant to Rule 144A under the Securities Act of 1933 pursuant to the November 3, 2017 Form S-3, comprising: (a) \$400 million aggregate principal amount of 2.900% senior notes due 2023; and (b) \$500 million aggregate principal amount of 3.700% senior notes due 2028.

42. On November 20, 2017, *The Washington Post* reported that eight women had told it that “longtime television host Charlie Rose made unwanted sexual advances toward them, including lewd phone calls, walking around naked in their presence, or groping their breasts, buttocks or genital areas.” The article further reported that the “women were employees or aspired to work for Rose at the ‘Charlie Rose’ show from the late 1990s to as recently as 2011.” Within hours of the publication of the article, PBS and Bloomberg LP immediately suspended distribution of the “Charlie Rose” show and CBS announced that it was suspending Rose as it looked into the matter.

43. The next day, November 21, 2017, CBS fired Charlie Rose. Thereafter, PBS canceled distribution of his self-titled nightly interview program. As *The New York Times* reported:

David Rhodes, the president of CBS News, told staff members in an internal email that Mr. Rose, a host of “CBS This Morning” and a “60 Minutes” correspondent, had been let go after allegations were raised “of extremely disturbing and intolerable behavior said to have revolved around his PBS program.”

44. On November 29, 2017, defendant Moonves presented for CBS at the *Variety* Innovate Summit. Asked about the #MeToo movement and its potential impact on CBS, defendant Moonves stated in pertinent part that: “‘It’s a watershed moment . . . I think it’s important that a company’s culture will not allow for this. And that’s the thing that’s far-reaching. There’s a lot we’re learning. There’s a lot we didn’t know.’” In the wake of the Charlie Rose firing, and with full knowledge of the LAPD’s criminal investigation into his own alleged sexual misconduct, defendant Moonves’s statements were particularly false and misleading as they omitted the substantial risk

posed to CBS's business from the ongoing investigations into prior allegations of misconduct against him.

45. On February 1, 2018, CBS issued a press release announcing that its Board had "established a special committee of independent directors to evaluate a potential combination with Viacom Inc." As subsequent articles have confirmed, CBS and Moonves did so while concealing that CBS's business – including any potential negotiation or combination with Viacom – was then at substantial risk as a result of the ongoing investigations into prior allegations of misconduct against defendant Moonves. Specifically, *The Wall Street Journal* reported on September 10, 2018 that certain members of the CBS Board openly discussed in January 2018 that rumors were then circulating that CBS and defendant Moonves could soon be drawn into conflict with the #MeToo movement due to the ongoing investigations of his prior alleged misconduct, including the LAPD's criminal investigation into sexual assault allegations against him by a former employee. Citing confidential sources, *The Wall Street Journal* detailed how defendant Redstone had telephoned defendant Moonves and certain fellow directors "to ask about rumors that the company's chief executive, Leslie Moonves, was about to have a #MeToo moment." According to the article, "[a]round the same time, Mr. Moonves informed some directors, but not the full board, that a sexual assault complaint had been filed against him in the Los Angeles Police Department, stemming from an alleged incident in the 1980s." Defendant Moonves reportedly "disclosed the existence of this complaint, which was dismissed for having passed the statute of limitations, to members of CBS's nomination and governance committee in January." Meanwhile, defendant Redstone "had already gone to two CBS directors, Martha Minow and Bruce Gordon, urging them to investigate Mr. Moonves's past."

46. On February 15, 2018, CBS issued a press release announcing its financial results for the 2017 fourth quarter and fiscal year (“4Q17” and “FY17”), ended December 31, 2017. The release quoted defendant Moonves: “I’m very pleased to report that CBS turned in outstanding fourth-quarter results, including double-digit revenue growth and our 32nd consecutive quarter of EPS growth, capping off a very strong year in 2017.” CBS and defendant Moonves failed to disclose that the Company’s strong business metrics and financial prospects were facing substantial risk as a result of the ongoing investigations into prior allegations of misconduct against defendant Moonves. Instead, the release stated in pertinent part as follows:

“I’m very pleased to report that CBS turned in outstanding fourth-quarter results, including double-digit revenue growth and our 32nd consecutive quarter of EPS growth, capping off a very strong year in 2017. . . . The CBS Corporation produces many of the most-valuable programming franchises in the world, reaching more viewers than anyone else. This gives us a tremendous advantage as streaming becomes more central to our distribution strategy. As a result, we now have nearly five million subscribers at *CBS All Access* and Showtime OTT combined. When you add this to our retrans and skinny bundle subscribers, our total subscriber base continues to grow at an accelerated pace. With the backdrop of this changing business model, and the completed separation of our radio business during the fourth quarter, we now have even greater visibility into our operations. Specifically, we expect 2018 to be another strong year for the CBS Corporation, with revenue growth in the high-single digits and EPS growth in the high teens from the record \$4.40 we’re reporting to you today. So we feel very good about the growth path before us, and we continue to have great confidence in our ability to deliver for our shareholders.”

47. On February 20, 2018, CBS filed its Form 10-K for the year ended December 31, 2017 with the SEC (“2017 Form 10-K”), which was signed by defendants Moonves, Ianniello, and Liding, and the Director Defendants (by Lawrence P. Tu as Attorney-in-Fact for Directors), and certified pursuant to Sarbanes-Oxley by defendants Moonves and Ianniello. The 2017 Form 10-K repeated, verbatim, the same risk factor included in the 2016 Form 10-K filed on February 17, 2017:

The Company’s business depends upon the continued efforts, abilities and expertise of its chief executive officer and other key employees and entertainment personalities. The Company believes that the unique combination of skills and experience possessed by its executive officers would be difficult to replace, and that

the loss of its executive officers could have a material adverse effect on the Company, including the impairment of the Company's ability to execute its business strategy.

48. The 2017 Form 10-K also contained two sections titled "Item 3. *Legal Proceedings*" and "Legal Matters," which primarily disclosed asbestos liability risks.

49. The risk factor and legal disclosures were materially false and misleading when made because they omitted the fact that, as reported by *The New York Times* on July 31, 2018, "CBS's board knew – or should have known – about potential problems with Mr. Moonves's past behavior long before the news broke last week. Rumors had proliferated almost immediately after *The New York Times* and *The New Yorker* published their prizewinning exposés of the Hollywood producer Harvey Weinstein in October." Specifically, in the fall of 2017, a woman filed a criminal complaint with the LAPD claiming Moonves had forced her to perform oral sex on him in the 1980s, which *The New York Times* reported Moonves had "known about since November." Moonves did not disclose this investigation to members of CBS's nomination and governance committee until January 2018, and investors did not learn about the complaint, investigation, or Moonves's knowledge thereof, until a series of articles in *The New Yorker*, *The Wall Street Journal* and *The New York Times* was published beginning in July 2018 through September 2018. As a result, not only was the risk factor materially false and misleading, but defendants violated the affirmative disclosure duties imposed by Regulation S-K, and thus §10(b) of the 1934 Act, by failing to disclose that: (i) the Company's business operations were then facing substantial risk, as CBS was being drawn further into conflict with the #MeToo movement as a result of the ongoing investigations into prior allegations of misconduct by defendant Moonves; and (ii) having CBS drawn further into conflict with the #MeToo movement subjected it to numerous undisclosed risks, including monetary and reputational risks, particularly because Moonves was a key CBS executive and advertising was one

of CBS's largest revenue sources, and the loss of Moonves and/or any harm to CBS's reputation could adversely affect CBS's business, including its future revenue and growth prospects.

50. On April 6, 2018, CBS filed its Proxy Statement pursuant to §14(a) of the 1934 Act with the SEC on Form DEF 14A (the "2018 Proxy"). The 2018 Proxy was signed by defendant Moonves. The 2018 Proxy advised the market that CBS's 2018 annual general meeting of shareholders (the "2018 annual meeting") would be held in New York City on Friday, May 18, 2018. Among other things that shareholders would be asked to approve at the 2018 annual meeting, the 2018 Proxy advised that the CBS Board would seek its reelection, including defendant Moonves.¹ Concerning defendant Moonves's *bona fides* and importance to CBS as a continuing Board member, and, ostensibly, his continued service as its President, CEO and Chairman of the Board, the 2018 Proxy stated in pertinent part as follows:

As the Company's Chairman of the Board, President and Chief Executive Officer, Mr. Moonves provides a critical link to management's perspective in Board discussions regarding the businesses and strategic direction of the Company. With his experience in all aspects of the Company's global businesses, having served in executive positions with the Company for the past 23 years, coupled with his service on the Board for over 12 years, he provides the Board with unique institutional knowledge of the Company.

51. Highlighting the strength of CBS's "Corporate Governance," the 2018 Proxy assured investors not only that "CBS Corporation's corporate governance practices [were] . . . established and monitored by its Board" and that the "Board, with assistance from its Nominating and Governance Committee, regularly assess[ed] CBS Corporation's governance practices in light of legal requirements and governance best practices," it also stated that, "[i]n several areas, CBS Corporation's practices [went] beyond the requirements of the NYSE corporate governance listing

¹ CBS directors Andelman, Califano, Cohen, Countryman, Gifford, Goldberg, Gordon, Griego, Klieger, Moonves, Minow, Morris, and Redstone would all seek reelection at the 2018 annual meeting, while defendant Kopelson would be replaced by incoming director nominee Richard D. Parsons.

standards.” Indeed, CBS repeatedly assured the market that it was adhering to rigorous standards of ethics in its corporate governance, expressly referencing in the 2018 Proxy its “Business Conduct Statement” and “Supplemental Code of Ethics for Senior Financial Officers.”

52. Assuring the market as to its purported rigorous compliance with the “Business Conduct Statement,” including the Company’s sexual harassment training protocols, the 2018 Proxy stated in pertinent part as follows:

Business Conduct Statement

The Company’s Business Conduct Statement (“BCS”) sets forth the Company’s standards for ethical conduct that are expected of all directors and employees of the Company. The BCS is available on the Company’s website at www.cbcorporation.com and on the Company’s intranet sites and also has been distributed to the Company’s employees and directors. As part of the Company’s compliance and ethics program, directors and full-time employees are required to certify as to their compliance with the BCS and, on an ongoing basis, must disclose any potential conflicts of interest. The Company has also implemented an online BCS training program. The BCS addresses, among other things, topics such as:

* * *

- The Company’s commitment to providing equal employment opportunities and a bias-free and harassment-free workplace environment.

53. The 2018 Proxy also expressly assured investors that the Company was vigorously enforcing the anti-retaliation provisions of the “Business Conduct Statement” to ensure effective enforcement and that any waivers of compliance with the “Business Conduct Statement” were being disclosed to investors, stating in pertinent part as follows:

The BCS [Business Conduct Statement] provides numerous avenues for employees to report violations of the BCS or matters of concern, whether anonymously or with attribution, to the appropriate officers of the Company and/or the Audit Committee. These avenues include a telephone hotline, email contacts or direct communication with the Company’s compliance officers. The BCS also provides that the Company will protect anyone who makes a good faith report of a violation of the BCS and that retaliation against an employee who makes a good faith report will not be tolerated.

Waivers of the BCS for the Company's executive officers or directors will be disclosed on the Company's website at www.cbcorporation.com or by Form 8-K filed with the SEC.

54. The 2018 Proxy also assured the market of the Company's ongoing purportedly rigorous compliance with its "Supplemental Code of Ethics for Senior Financial Officers" (the "Ethics Code"). The 2018 Proxy stated in pertinent part that the Ethics Code was "applicable to the Company's Chief Executive Officer" and that it "addresse[d] . . . a general obligation to promote honest and ethical conduct within the Company."

55. Emphasizing the purported strength of the CBS Board's then-present "Board Risk Oversight" capabilities, the 2018 Proxy assured the market that the CBS Board was enforcing rigorous reporting and oversight standards that were then in place to bring any inherent risks to the Company's reputation and operations to the Board's attention and to facilitate the Board's effective handling of them, stating in pertinent part as follows:

The Company's Board of Directors has overall responsibility for the oversight of the Company's risk management process. The Board carries out its oversight responsibility directly and through the delegation to its Committees of responsibilities related to the oversight of certain risks, as follows:

- The Audit Committee, as part of its internal audit and independent auditor oversight, is responsible for reviewing the Company's risk assessment and risk management practices and discusses risks as they relate to its review of the Company's financial statements, the evaluation of the effectiveness of internal control over financial reporting, compliance with legal and regulatory requirements, and the performance of the internal audit function, among other responsibilities set forth in the Committee's charter.
- The Compensation Committee monitors risks associated with the design and administration of the Company's compensation programs, including its performance-based compensation programs, to promote an environment which does not encourage unnecessary and excessive risk-taking by the Company's employees. The Committee also reviews risks related to management resources, including the depth of the Company's senior management. In view of this oversight and based on management's assessment, the Company does not believe that its employee compensation policies and practices create risks that

are reasonably likely to have a material adverse effect on the Company.

- The Nominating and Governance Committee oversees risk as it relates to monitoring developments in law and practice with respect to the Company's corporate governance processes and in reviewing related person transactions. The Committee also is responsible for the periodic review of the following risk management processes at the Company: disaster recovery, crisis management and theft of intellectual property.

Each of these Committees reports regularly to the Board on these risk-related matters, among other items within its purview. On an annual basis, the Board conducts strategy sessions, which include presentations from economic, political and industry experts, among others, on matters affecting the Company, to assist the Board and management in preparing and implementing strategic initiatives, including risk management. In addition, the Board and Committees receive regular reports from management that include matters affecting the Company's risk profile, including, among others, operations reports from the Chief Executive Officer and from division heads, all of which include strategic and operational risks; reports from the Chief Operating Officer and Chief Accounting Officer on credit and liquidity risks and on the integrity of internal controls over financial reporting; reports from the Chief Legal Officer on legal risks and material litigation; and reports on internal audit activities from the Senior Vice President, Internal Audit. The Audit Committee also receives periodic reports from the Company's Chief Compliance Officer on the Company's compliance program; Chief Information Security Officer on the Company's information security program and the management of cybersecurity risk; and Senior Vice President, Internal Audit on the Company's internal audit plan for the upcoming fiscal year, the scope of which is to determine the adequacy and function of the Company's risk management, control and governance processes. Outside of formal meetings, Board members have regular access to executives, including the Chief Executive Officer, the Chief Operating Officer, the Chief Accounting Officer, the Chief Legal Officer and the Chief Administrative Officer and Chief Human Resources Officer. The Committee and management reports, strategy sessions and real-time management access collectively provide the Board with integrated insight on the Company's management of its risks.

56. CBS also repeatedly assured the market that, given the crucial nature of its business – being honest brokers reporting news the country could depend upon – its business was built on a foundation of reputation and trust. On the Company's website (which the 2018 Proxy directed the market to), CBS assured the market that CBS took "Social Responsibility" very seriously. The CBS website emphasized that "[r]ecognizing its influence as one of the world's leading media companies,

CBS Corporation strives to use its various platforms and reach for the public good,” that the “Company is committed to producing diverse and socially responsible content across all of its divisions, as well as award-winning public service announcements and quality news coverage,” and that “CBS enjoys and takes seriously its distinction of being a public trust.”

57. Meanwhile, as *The Wall Street Journal* would later disclose on September 10, 2018, “[b]y April, the rumors about a forthcoming New Yorker story detailing allegations against Mr. Moonves reached such a fever pitch that the CBS board called an emergency meeting on a Sunday to plot out what they would do if the allegations were serious enough to merit suspending him.” *The Wall Street Journal* further reported that, “[w]hen CBS discovered that Moonves wasn’t in fact the subject of that particular New Yorker article, the meeting was canceled.”

58. On May 4, 2018, CBS filed a quarterly report on Form 10-Q with the SEC that was certified pursuant to Sarbanes-Oxley by defendants Moonves and Ianniello, and was signed by defendants Ianniello and Liding. Like the 3Q17 10-Q, this Form 10-Q also did not identify any specific risk factors, other than to state the following:

These risks, uncertainties and other factors include, among others: . . . other factors described in the Company’s filings made under the securities laws, including, among others, those set forth under “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2017 and in our Quarterly Reports on Form 10-Q, and in the Company’s recent Current Reports on Form 8-K. There may be additional risks, uncertainties and factors that the Company does not currently view as material or that are not necessarily known.

59. That risk factor was materially false and misleading when made because it omitted the fact that, as *The New York Times* reported on July 31, 2018, “CBS’s board knew – or should have known – about potential problems with Mr. Moonves’s past behavior long before the news broke last week. Rumors had proliferated almost immediately after *The New York Times* and *The New Yorker* published their prizewinning exposés of the Hollywood producer Harvey Weinstein in October.” Specifically, in the fall of 2017, a woman filed a criminal complaint with the LAPD claiming

Moonves had forced her to perform oral sex on him in the 1980s, which *The New York Times* reported Moonves had “known about since November.” Moonves did not disclose this investigation to members of CBS’s nomination and governance committee until January 2018, and investors did not learn about the complaint, investigation, or Moonves’s knowledge thereof, until a series of articles in *The New Yorker*, *The Wall Street Journal* and *The New York Times* was published beginning in July 2018 through September 2018. Furthermore, as *The Wall Street Journal* reported on September 10, 2018:

By April, the rumors about a forthcoming New Yorker story detailing allegations against Mr. Moonves reached such a fever pitch that the CBS board called an emergency meeting on a Sunday to plot out what they would do if the allegations were serious enough to merit suspending him, the people said. When CBS discovered that Mr. Moonves wasn’t in fact the subject of that particular New Yorker article, the meeting was cancelled.

As a result, not only was the risk factor materially false and misleading, but defendants violated the affirmative disclosure duties imposed by Regulation S-K, and thus §10(b) of the 1934 Act, by failing to disclose that: (i) the Company’s business operations were then facing substantial risk, as CBS was being drawn further into conflict with the #MeToo movement as a result of the ongoing investigations into prior allegations of misconduct by defendant Moonves; and (ii) having CBS drawn further into conflict with the #MeToo movement subjected it to numerous undisclosed risks, including monetary and reputational risks, particularly because Moonves was a key CBS executive and advertising was one of CBS’s largest revenue sources, and the loss of Moonves and/or any harm to CBS’s reputation could adversely affect CBS’s business, including its future revenue and growth prospects.

60. Following highly publicized CBS Board hostilities between the Redstone and Moonves camps over the potential recombination of CBS and Viacom, and the initiation of litigation in the Delaware Chancery Court on May 17, 2018, CBS announced it was postponing the previously

scheduled 2018 annual meeting – where, among other things, defendant Moonves would stand for reelection – until August 10, 2018.

61. On July 19, 2018, *The Hollywood Reporter* published an interview with defendant Rhodes, CBS News' President, during which he discussed Charlie Rose's firing and the impact the #MeToo movement was then having on the news media industry in general and on CBS in particular. According to *The Hollywood Reporter*, defendant Rhodes stated that the "revelations" that resulted in "Charlie Rose's November exit from *CBS This Morning* after allegations of misconduct" had "forced CBS News to confront a widespread retrograde culture where misconduct was whispered about for years but tolerated." According to Rhodes, "[i]n the wake of Rose's departure, CBS News instituted mandatory in-person harassment training for its approximately 1,200 permanent employees and affirmed a focus on pay parity, which began before the current wave of misconduct disclosures." In reality though, as Farrow would disclose in his soon-to-be-published exposé citing named sources, many CBS senior executives were simply asking their staff "to complete the company's mandatory online sexual-harassment training programs for them."

62. In discussing the impact the #MeToo movement, and Charlie Rose's termination in particular, had had on CBS's culture with regard to sexual harassment, defendant Rhodes assured the market that CBS had mitigated any known risks of sexual harassment damaging its reputation and standing, stating in pertinent part that a "really important part of getting #MeToo right is having the right people in the room making decisions," and that one thing he was "really proud of [was having] gotten to a place where the management team is at least half female and about a third diverse," stating "you really need those gender and diversity perspectives when you're making decisions," "[o]therwise you're more prone to make bad ones."

63. During *The Hollywood Reporter* interview, defendant Rhodes also credited defendant Moonves with having actually strengthened CBS's oversight of sexual harassment misconduct, including personally overseeing Charlie Rose's termination, and refuted the notion that Moonves's positions were in jeopardy. When the interviewer asked: "Your boss, Leslie Moonves, is in a very public skirmish with Shari Redstone, the major shareholder of CBS Corp," leading "[m]any [to] speculate[] that if he loses this battle, he'll have no choice but to leave the network. So what is CBS without Les?," defendant Rhodes responded, in pertinent part, that CBS "couldn't have done any of the things you see us doing without not just his support but also his engagement. And that includes the talent, where he always has not just an opinion but an important role in working through these decisions with management," adding that Moonves was "really good" at managing the oversight of sexual harassment claims.

64. The true facts, which were then known to or recklessly disregarded by the defendants and were concealed from the investing public during the Class Period, were:

(a) that CBS's business operations were facing substantial risk, as CBS was being drawn further into conflict with the #MeToo movement as a result of the ongoing media investigations into prior allegations of misconduct by defendant Moonves;

(b) that having CBS drawn further into conflict with the #MeToo movement subjected it to numerous undisclosed risks, including monetary and reputational risks, particularly because advertising is one of CBS's largest revenue sources and any harm to its reputation and/or standing in the business community would adversely affect its current business, as well as its future revenues and growth prospects; and

(c) as a result of the foregoing, the Company was not on track to achieve the financial results CBS claimed to be on track to achieve during the Class Period.

65. On July 27, 2018, media outlets began reporting that *The New Yorker* would shortly publish an article describing a pattern of sexual harassment alleged by six women against defendant Moonves. The article would also outline allegations of sexual harassment against several CBS News executives, including Jeffrey Fager, the long-time head of *60 Minutes*. On this news, CBS's stock price fell over 6% on unusually heavy volume.

66. Later that day, the CBS Board announced that it would investigate the allegations of misconduct, stating the claims would be "taken seriously" and that "[u]pon the conclusion of that investigation, which involve[d] recently reported allegations that go back several decades, the board [would] promptly review the findings and take appropriate action." Nonetheless, the price of CBS common stock declined significantly on July 27, 2018, on unusually high trading volume.

POST-CLASS PERIOD EVENTS

67. On Sunday July 29, 2018, *The New York Times* reported that the CBS Board had subsequently "spent most of the weekend discussing what immediate actions it should take involving Les Moonves, the company's chief executive, after a published report that included allegations of sexual misconduct from six women." Critically, the article disclosed that "[a]t least two of the board's 14 members ha[d] questioned whether Mr. Moonves should continue to run the company during an internal investigation," citing "two people familiar with the conversations who asked not to be named because the matter was confidential." On this news, the price of CBS common stock declined further, on unusually high trading volume.

68. On the evening of July 30, 2018, CBS filed a report on Form 8-K with the SEC disclosing that the CBS Board had again decided to postpone the 2018 annual meeting.

69. On August 6, 2018, *The New Yorker* published the online exposé by Farrow detailing allegations of years of sexual assault against defendant Moonves by his co-workers at CBS and describing how, under his leadership, CBS had facilitated the sexual harassment of scores more

women, including company-sanctioned retaliation against victims who spoke up. *See* Exhibit A hereto. In the exposé, Farrow stated that “[s]ix women who had professional dealings with [Moonves] told me that, between the nineteen-eighties and the late aughts, Moonves sexually harassed them,” with “[f]our describ[ing] forcible touching or kissing during business meetings, in what they said appeared to be a practiced routine,” and “[t]wo [telling] me that Moonves physically intimidated them or threatened to derail their careers.” According to the exposé, “[a]ll [of the women] said that he became cold or hostile after they rejected his advances, and that they believed their careers suffered as a result.” The exposé detailed the ongoing impact at CBS of defendant Moonves’s and the CBS Board’s concealment of the misconduct through private settlements and non-disclosure agreements, stating, in pertinent part, as follows:

Thirty current and former employees of CBS told me that such behavior extended from Moonves to important parts of the corporation, including CBS News and “60 Minutes,” one of the network’s most esteemed programs. During Moonves’s tenure, men at CBS News who were accused of sexual misconduct were promoted, even as the company paid settlements to women with complaints. It isn’t clear whether Moonves himself knew of the allegations, but he has a reputation for being closely involved in management decisions across the network. Some of the allegations, such as those against the former anchor Charlie Rose, as reported by the *Washington Post*, have already become public. Other claims are being reported here for the first time. Nineteen current and former employees told me that Jeff Fager, the former chairman of CBS News and the current executive producer of “60 Minutes,” allowed harassment in the division. “It’s top down, this culture of older men who have all this power and you are nothing,” one veteran producer told me. “The company is shielding lots of bad behavior.”

70. On September 9, 2018, *The New Yorker* published a second exposé outlining in harrowing detail additional allegations of sexual harassment and assault against defendant Moonves and further describing CBS’s widespread culture of sexual harassment. *See* Exhibit B hereto. The article stated, in part, as follows:

Six additional women are now accusing Moonves of sexual harassment or assault in incidents that took place between the nineteen-eighties and the early two-thousands. They include claims that Moonves forced them to perform oral sex on him, that he exposed himself to them without their consent, and that he used physical violence

and intimidation against them. A number of the women also said that Moonves retaliated after they rebuffed him, damaging their careers. Similar frustrations about perceived inaction have prompted another woman to raise a claim of misconduct against Jeff Fager, the executive producer of “60 Minutes,” who previously reported to Moonves as the chairman of CBS News.

One of the women with allegations against Moonves, a veteran television executive named Phyllis Golden-Gottlieb, told me that she filed a criminal complaint late last year with the Los Angeles Police Department, accusing Moonves of physically restraining her and forcing her to perform oral sex on him, and of exposing himself to her and violently throwing her against a wall in later incidents. The two worked together in the late nineteen-eighties. Law-enforcement sources told me that they found Golden-Gottlieb’s allegations credible and consistent but prosecutors declined to pursue charges because the statutes of limitations for the crimes had expired. Early this year, Moonves informed a portion of the CBS board about the criminal investigation.

* * *

In a new allegation against Fager, Sarah Johansen, a producer who was an intern at CBS in the late nights, said that he groped her at a work party. Johansen told me that she felt compelled to speak because she simply “can’t believe he’s back there.” Johansen told me that, when she was growing up, outside a small town in Denmark, “I had really idolized ‘60 Minutes’ since I was young. I can’t possibly overstate how much it meant to me, even just to be an intern.” She said that, upon arriving at the program, she was thrilled by the work but troubled by the culture. Like several others, she used the term “boy’s club” to describe the atmosphere. “I really felt like this was one of the most sexist places I’ve ever worked,” she said.

71. Within hours of the story’s publication, CBS announced that defendant Moonves would be leaving the Company.

72. According to a September 10, 2018 *Wall Street Journal* report, “[o]n Aug. 15, [defendant] Moonves was accidentally copied on an email to the entire CBS board detailing damaging findings in the law firms’ investigations and discussing how to proceed should he need to be put on leave, according to people familiar with the matter.”

73. Two days later, on September 12, 2018, CBS disclosed that Jeff Fager, the executive producer of *60 Minutes* and one of the most powerful figures in television news, was leaving CBS. According to *The Wall Street Journal*, his termination was precipitated by his threatening another

journalist to cease reporting about his misconduct: “Fager sent a text message to CBS News Correspondent Jericka Duncan, who has been covering the various scandals that have engulfed the company and its news division, warning her to tread carefully in her coverage in a way that was interpreted as threatening, according to people familiar with the matter.”

74. Later that day, *The New York Times* published a story, entitled “Threats and Deception: Why CBS’s Board Turned Against Leslie Moonves,” in which it revealed that defendant Moonves knew but had concealed that the LAPD had begun investigating him for sexual assault in November 2017, at the same time Moonves began pledging solidarity with the #MeToo movement. Rather than disclose the allegations and subsequent investigation – as well as the risk that the allegations would impair his ability to continue as CEO – defendant Moonves, in exchange for continued silence, had attempted to find a job at the Company for one of his accusers who was threatening to go public. The article also revealed, based on interviews with directors and other people familiar with the Board’s deliberations, that various CBS insiders were well aware of the allegations against defendant Moonves well before the initial July 27, 2018 disclosure:

Mr. Moonves’s eventual unraveling started in January [2018], when Ms. [Shari] Redstone [the president and director of CBS’s controlling shareholder NAI] repeatedly told two independent directors, Bruce Gordon and Martha Minow . . . that she had heard that journalists – including *The New Yorker*’s Ronan Farrow – were working on stories about sexual harassment allegations against him. Mr. Gordon, the former head of the National Association for the Advancement of Colored People, and Ms. Minow enlisted Michael J. Aiello, a partner at Weil, Gotshal & Manges, to look into the matter. Mr. Aiello questioned Mr. Moonves by phone in late January, with other Weil Gotshal lawyers listening to the call.

* * *

On Aug. 2, the *Los Angeles Times* reported that an unnamed woman, later identified by *The New Yorker* as Phyllis Golden-Gottlieb, had filed a complaint against Mr. Moonves with the Los Angeles police in late 2017, just weeks before Mr. Aiello had questioned Mr. Moonves on the board’s behalf Mr. Moonves was aware of that complaint at the time of Mr. Aiello’s interview, but it wasn’t mentioned in his report to Mr. Gordon and Ms. Minow.

* * *

Pressed by directors for an explanation after the *Los Angeles Times* story, Mr. Moonves insisted he'd told Mr. Aiello about the matter in January. And in any event, he argued that the incident was so old that he viewed it as a "personal matter" that had no bearing on his tenure at CBS.

75. On September 28, 2018, CBS disclosed that it had "received subpoenas from the New York County District Attorney's Office and the New York City Commission on Human Rights" regarding "the allegations in recent press reports about CBS's former Chairman and Chief Executive Officer, CBS News and cultural issues at all levels of CBS," and that the "New York State Attorney General's Office ha[d] also requested information about these matters."

LOSS CAUSATION

76. During the Class Period, as detailed herein, defendants made false and misleading statements and engaged in a scheme to deceive the market and a course of conduct that artificially inflated the price of CBS common stock and operated as a fraud or deceit on Class Period purchasers of CBS common stock by misrepresenting the Company's business, operations and prospects. Later, as the falsity of defendants' statements began to be revealed to investors, the price of CBS common stock fell as the artificial inflation dissipated. As a result of their purchases of CBS common stock during the Class Period, plaintiff and other Class members suffered economic loss, *i.e.*, damages, under the federal securities laws.

77. The market for CBS common stock was open, well developed and efficient at all relevant times, with average daily trading volume of more 3 million shares during the Class Period. As a result of the materially misleading statements and failure to disclose the true state of the Company's business, operations and prospects, CBS common stock traded at artificially inflated prices. Plaintiff and other Class members purchased CBS common stock relying upon the integrity of the market for CBS common stock and suffered economic loss as a result thereof.

78. Defendants' false or misleading statements had the intended effect and caused CBS common stock to trade at artificially inflated levels.

79. The declines in the price of CBS common stock at the end of the Class Period were the direct result of the nature and extent of defendants' prior false statements and material omissions being revealed to and/or leaking into the market. The timing and magnitude of the price declines in CBS common stock negate any inference that the loss suffered by plaintiff and other Class members was caused by changed market conditions, macroeconomic or industry factors, or Company-specific facts unrelated to defendants' fraudulent conduct.

80. The economic loss plaintiff and other members of the Class suffered was caused by defendants' fraudulent scheme to artificially inflate the price of CBS common stock and maintain that price at artificially inflated levels, as was revealed by the subsequent and significant declines in the value of CBS stock when defendants' earlier misrepresentations and omissions became publicly available.

PRESUMPTION OF RELIANCE

81. Plaintiff and the Class are entitled to a presumption of reliance under the fraud-on-the-market doctrine because the market for CBS common stock was an efficient market at all relevant times by virtue of the following factors, among others:

(a) CBS stock met the requirements for listing, and was listed and actively traded on the NYSE, a highly efficient and automated market;

(b) CBS stock traded on large weekly volumes and millions of shares were available for arbitrage activity;

(c) CBS was qualified to file a less comprehensive Form S-3 registration statement with the SEC that is reserved, by definition, for well-established and largely capitalized issuers for whom less scrutiny is required;

(d) As a regulated issuer, CBS filed periodic public reports with the SEC and NYSE;

(e) CBS regularly communicated with public investors via established market communication mechanisms, including the regular dissemination of press releases on national circuits of major newswire services and other wide-ranging public disclosures, such as communications with the financial press and other similar reporting services;

(f) CBS was followed by a number of securities analysts employed by major brokerage firms who wrote reports that were distributed to the sales force and certain customers of their respective brokerage firms. These reports were publicly available and entered the public marketplace; and

(g) Unexpected material news about CBS was rapidly reflected in and incorporated into the Company's stock price during the Class Period.

82. As a result of the foregoing, the market for CBS common stock promptly incorporated current information regarding CBS from publicly available sources and reflected such information in the price of the stock. Under these circumstances, all those who transacted in CBS common stock during the Class Period suffered similar injury through their transactions in CBS stock at artificially inflated prices and a presumption of reliance applies.

83. Plaintiff and the Class are also entitled to a presumption of reliance under *Affiliated Ute Citizens v. United States*, 406 U.S. 128 (1972), because the claims asserted herein against defendants are predicated upon omissions of material fact for which there was a duty to disclose.

CLASS ACTION ALLEGATIONS

84. This is a class action on behalf of all purchasers of CBS Class A and Class B common stock during the Class Period, who were damaged thereby (the "Class"). Excluded from the Class are defendants and their immediate families, the Company's officers and directors at all

relevant times, as well as their immediate families, defendants' legal representatives, heirs, successors or assigns, and any entity in which defendants have or had a controlling interest.

85. The members of the Class are so numerous and geographically dispersed that joinder of all members is impracticable. CBS common stock was actively traded on the NYSE. Record owners and other members of the Class may be identified from records maintained by CBS or its transfer agent and may be notified of the pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions. While the exact number of Class members is unknown to plaintiff at this time, CBS reported that over and 37.5 million shares of Class A common stock and 338.5 million shares of Class B common stock were outstanding as of August 2, 2018. Accordingly, plaintiff reasonably believes there are thousands of members in the proposed Class.

86. Plaintiff's claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by defendants' wrongful conduct in violation of federal law that is complained of herein.

87. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation.

88. Common legal and factual questions exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

- (a) whether the 1934 Act was violated by defendants' acts as alleged herein;
- (b) whether statements made by defendants to the investing public during the Class Period misrepresented material facts about the business, operations and management of CBS;

(c) whether the price of CBS common stock was artificially inflated during the Class Period; and

(d) to what extent the members of the Class have sustained damages and the proper measure of damages.

89. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation make it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

COUNT I

For Violation of §10(b) of the 1934 Act and Rule 10b-5 Against All Defendants

90. Plaintiff incorporates ¶¶1-89 by reference.

91. Defendants are liable for making false statements and failing to disclose adverse facts known to them about CBS. Defendants' fraudulent scheme and course of business that operated as a fraud or deceit on purchasers of CBS common stock was a success, as it: (i) deceived the investing public regarding CBS's business, operations and prospects; (ii) artificially inflated the price of CBS common stock; and (iii) caused plaintiff and other members of the Class to purchase CBS common stock at inflated prices.

92. During the Class Period, defendants participated in the preparation of and/or caused to be disseminated the false or misleading statements specified above, which they knew or recklessly disregarded were materially false or misleading in that they contained material misrepresentations and failed to disclose material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

93. Defendants violated §10(b) of the 1934 Act and Rule 10b-5 in that they:

(a) employed devices, schemes and artifices to defraud;

(b) made untrue statements of material fact or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or

(c) engaged in acts, practices and a course of business that operated as a fraud or deceit upon plaintiff and others similarly situated in connection with their purchases of CBS common stock during the Class Period.

94. Defendants, individually and together, directly and indirectly, by the use, means or instrumentalities of interstate commerce and/or the mails, engaged and participated in a continuous course of conduct to conceal the truth and/or adverse material information about CBS's business, operations and prospects as specified herein.

95. The defendants had actual knowledge of the misrepresentations and omissions of material fact set forth herein, or recklessly disregarded the true facts that were available to them. Defendants' misconduct was engaged in knowingly or with reckless disregard for the truth, and for the purpose and effect of concealing adverse information regarding CBS's business, operations and prospects from the investing public and supporting the artificially inflated price of its common stock.

96. As a result of defendants' dissemination of the materially false or misleading information and failure to disclose material facts, as set forth above, the market price of CBS common stock was artificially inflated during the Class Period. In ignorance of the fact that the market price of the Company's stock was artificially inflated, and relying directly or indirectly on the false and misleading statements, or upon the integrity of the market in which the Company's stock traded, and/or on the absence of material adverse information that was known to or recklessly

disregarded by defendants, but not disclosed in defendants' public statements during the Class Period, plaintiff and the other Class members acquired CBS common stock during the Class Period at artificially high prices and were ultimately damaged thereby.

97. At the time of said misrepresentations and omissions, plaintiff and other Class members were ignorant of their falsity, and believed them to be true. Had plaintiff and other Class members and the marketplace known the truth regarding the problems that CBS was experiencing, which defendants did not disclose, plaintiff and other Class members would not have purchased their CBS common stock, or, if they had purchased CBS stock during the Class Period, would not have done so at the artificially inflated prices they paid.

98. In addition to the duties of full disclosure imposed on CBS and the Individual Defendants as a result of their affirmative false and misleading statements to the investing public, defendants had a duty to promptly disseminate truthful information with respect to CBS's operations and performance that would be material to investors in compliance with the integrated disclosure provisions of the SEC so that the market price of the Company's common stock would be based on truthful, complete and accurate information. SEC Regulations S-X (17 C.F.R. §210.01, *et seq.*) and S-K (17 C.F.R. §229.10, *et seq.*).

99. By reason of the foregoing, defendants have violated §10(b) of the 1934 Act and Rule 10b-5.

100. As a direct and proximate result of these defendants' wrongful conduct, plaintiff and the other Class members suffered damages in connection with their Class Period purchases of CBS common stock.

COUNT II

**For Violation of §20(a) of the 1934 Act
Against All Defendants**

101. Plaintiff incorporates ¶¶1-100 by reference.

102. The Individual Defendants and CBS acted as controlling persons of CBS within the meaning of §20(a) of the 1934 Act. By reason of their positions with the Company, and their ownership of CBS stock, the Individual Defendants had the power and authority to cause CBS to engage in the wrongful conduct complained of herein. CBS controlled the Individual Defendants and all of its employees.

103. By reason of such conduct, defendants are liable pursuant to §20(a) of the 1934 Act.

PRAYER FOR RELIEF

WHEREFORE, plaintiff prays for relief and judgment, as follows:

A. Determining and certifying that this action is a proper class action, designating plaintiff as Lead Plaintiff and certifying plaintiff as a Class representative and plaintiff's counsel as Lead Counsel pursuant to Rule 23 of the Federal Rules of Civil Procedure;

B. Awarding compensatory damages in favor of plaintiff and the Class against defendants, jointly and severally, for all damages sustained as a result of defendants' wrongdoing, in an amount to be proven at trial, including pre-judgment and post-judgment interest thereon;

C. Awarding plaintiff and the Class their reasonable attorneys' fees, costs, and expenses incurred in this action; and

D. Such equitable/injunctive or other relief as the Court may deem appropriate.

JURY DEMAND

Plaintiff hereby demands a trial by jury.

DATED: October 1, 2018

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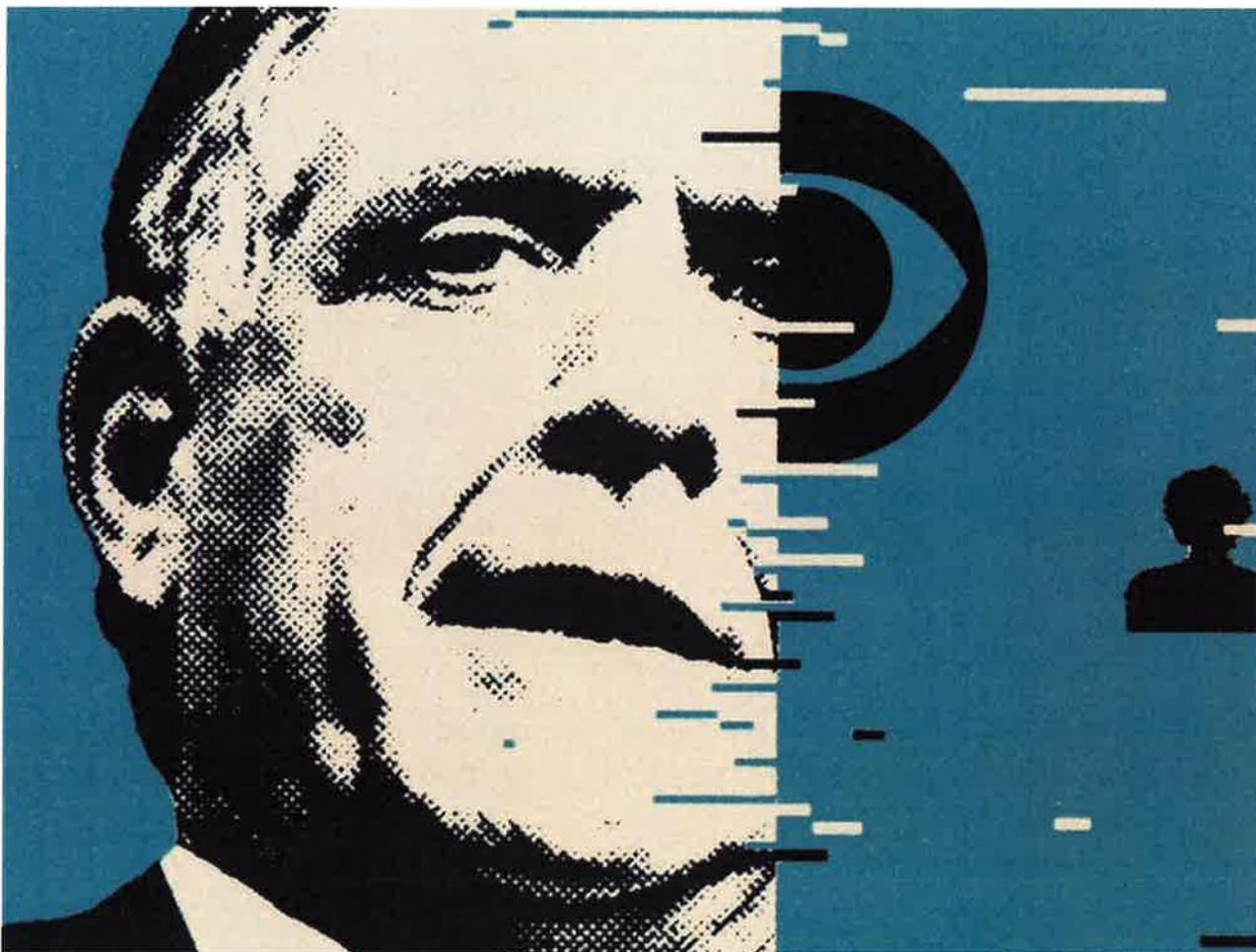
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EXHIBIT A

Les Moonves and CBS Face Allegations of Sexual Misconduct

newyorker.com/magazine/2018/08/06/les-moonves-and-cbs-face-allegations-of-sexual-misconduct



For more than twenty years, Leslie Moonves has been one of the most powerful media executives in America. As the chairman and C.E.O. of CBS Corporation, he oversees shows ranging from “60 Minutes” to “The Big Bang Theory.” His portfolio includes the premium cable channel Showtime, the publishing house Simon & Schuster, and a streaming service, CBS All Access. Moonves, who is sixty-eight, has a reputation for canny hiring and project selection. The *Wall Street Journal* recently called him a “TV programming wizard”; the *Hollywood Reporter* dubbed him a “Wall Street Hero.” In the tumultuous field of network television, he has enjoyed rare longevity as a leader. Last year, according to filings with the Securities and Exchange Commission, he earned nearly seventy million dollars, making him one of the highest-paid corporate executives in the world.

In recent months, Moonves has become a prominent voice in Hollywood’s #MeToo movement. In December, he helped found the Commission on Eliminating Sexual Harassment and Advancing Equality in the Workplace, which is chaired by Anita Hill. “It’s a watershed moment,”

Moonves said at a conference in November. "I think it's important that a company's culture will not allow for this. And that's the thing that's far-reaching. There's a lot we're learning. There's a lot we didn't know."

But Moonves's private actions belie his public statements. Six women who had professional dealings with him told me that, between the nineteen-eighties and the late aughts, Moonves sexually harassed them. Four described forcible touching or kissing during business meetings, in what they said appeared to be a practiced routine. Two told me that Moonves physically intimidated them or threatened to derail their careers. All said that he became cold or hostile after they rejected his advances, and that they believed their careers suffered as a result. "What happened to me was a sexual assault, and then I was fired for not participating," the actress and writer Illeana Douglas told me. All the women said they still feared that speaking out would lead to retaliation from Moonves, who is known in the industry for his ability to make or break careers. "He has gotten away with it for decades," the writer Janet Jones, who alleges that she had to shove Moonves off her after he forcibly kissed her at a work meeting, told me. "And it's just not O.K."

Thirty current and former employees of CBS told me that such behavior extended from Moonves to important parts of the corporation, including CBS News and "60 Minutes," one of the network's most esteemed programs. During Moonves's tenure, men at CBS News who were accused of sexual misconduct were promoted, even as the company paid settlements to women with complaints. It isn't clear whether Moonves himself knew of the allegations, but he has a reputation for being closely involved in management decisions across the network. Some of the allegations, such as those against the former anchor Charlie Rose, as reported by the *Washington Post*, have already become public. Other claims are being reported here for the first time. Nineteen current and former employees told me that Jeff Fager, the former chairman of CBS News and the current executive producer of "60 Minutes," allowed harassment in the division. "It's top down, this culture of older men who have all this power and you are nothing," one veteran producer told me. "The company is shielding lots of bad behavior."

In a statement, Moonves said, "Throughout my time at CBS, we have promoted a culture of respect and opportunity for all employees, and have consistently found success elevating women to top executive positions across our company. I recognize that there were times decades ago when I may have made some women uncomfortable by making advances. Those were mistakes, and I regret them immensely. But I always understood and respected—and abided by the principle—that 'no' means 'no,' and I have never misused my position to harm or hinder anyone's career. This is a time when we all are appropriately focused on how we help improve our society, and we at CBS are committed to being part of the solution." According to CBS, there have been no misconduct claims and no settlements against Moonves during his twenty-four years at the network. A statement from the company said, "CBS is very mindful of all workplace issues and takes each report of misconduct very seriously. We do not believe, however, that the picture of our company created in *The New Yorker* represents a larger organization that does its best to treat its tens of thousands of employees with dignity and

respect. We are seeing vigorous discourse in our country about equality, inclusion, and safety in the workplace, and CBS is committed to being part of the solution to those important issues.”

The allegations are surfacing at a time when CBS is engaged in an increasingly acrimonious fight with its former parent company, Viacom, which acquired CBS in 1999 and spun it off as a separate entity seven years later. A holding company founded by the mogul Sumner Redstone still owns a majority stake in both Viacom and CBS, and Redstone’s daughter and heir, Shari Redstone, has sought to reunite the businesses. Moonves has resisted the move, and in May Redstone’s holding company and CBS filed lawsuits against each other. All of the women making allegations against Moonves began speaking to me before the current lawsuits, in independent interviews carried out during the past eight months. All said that they were not motivated by any allegiance in the corporate battle. But several felt that this was an opportunity to examine a workplace culture that many of the women in this story described as toxic.

Ileana Douglas, who later received an Emmy nomination for her role in HBO’s “Six Feet Under,” was introduced to Moonves in 1996. At the time, she was meeting with networks, looking for a deal to write and perform for television. Moonves, who was then the president of CBS Entertainment, seemed to take a personal interest in her. He told Douglas that he was a fan of her performances in the Martin Scorsese films “Cape Fear” and “Goodfellas,” and urged her to work with CBS. “There was the big sell—he was telling me, ‘You’re gonna get a house with a pool, you’re gonna love it, it’s a great life,’ ” Douglas recalled. She agreed to sign a holding deal with CBS, which promised to pay her three hundred thousand dollars to appear exclusively in the network’s programs.

CBS ultimately didn’t proceed with a pilot that Douglas wrote, but the network cast her in a comedy called “Queens,” as an eccentric native of the New York borough. In March, 1997, shortly before production of the pilot episode began, Moonves called Douglas’s manager, Melissa Prophet, and told her that he was concerned about Douglas’s attitude during a reading with her co-star, Penelope Ann Miller. Prophet relayed the concern to Douglas, who was surprised and confused: the reading, in front of a group of CBS executives, had elicited uproarious laughter. Moonves, she said, had taken her by the shoulders and congratulated her. Moonves had told Prophet that he wanted to meet with Douglas, alone, to insure that they were creatively aligned. (Prophet told me that she did not recall the conversation or setting up the meeting.) By then, Douglas had worked closely with Moonves for months. “He seemed more than just my boss,” she told me. “He was very much like a father figure.”

Video From The New Yorker

The Top of the Staircase

When Douglas met with Moonves at his office, she began to raise concerns about the “Queens” script, but Moonves, she recalled, cut her off. “He interrupts me to ask me am I single,” she said. Douglas, whose nearly decade-long relationship with Scorsese was coming

to an end, was caught off guard. "I didn't know what to say at that point," she told me. "I was, like, 'I'm single, yes, no, maybe.'" She began talking about the script, but Moonves interjected, asking to kiss her. According to Douglas, he said that they didn't have to tell her manager: "It'll just be between you and me. Come on, you're not some nubile virgin."

As Douglas attempted to turn the focus back to work, Moonves, she said, grabbed her. "In a millisecond, he's got one arm over me, pinning me," she said. Moonves was "violently kissing" her, holding her down on the couch with her arms above her head. "What it feels like to have someone hold you down—you can't breathe, you can't move," she said. "The physicality of it was horrendous." She recalled lying limp and unresponsive beneath him. "You sort of black out," she told me. "You think, How long is this going to go on? I was just looking at this nice picture of his family and his kids. I couldn't get him off me." She said it was only when Moonves, aroused, pulled up her skirt and began to thrust against her that her fear overcame her paralysis. She told herself that she had to do something to stop him. "At that point, you're a trapped animal," she told me. "Your life is flashing before your eyes." Moonves, in what Douglas assumed was an effort to be seductive, paused and asked, "So, what do you think?" Douglas told me, "My decision was to get out of it by joking my way out, so he feels flattered." Thinking that reminding Moonves that he was her boss might discourage him, she told him, "Yes, for the head of a network you're some good kisser." Moonves frowned and got up. She scrambled to find her briefcase. "Well, this has been great. Thanks," she recalled saying, moving toward the door. "I've got to go now."

Moonves, she said, followed her to the door and blocked her path. He backed her up to the wall, pressing against her, with his face close to hers. "It was physically scary," Douglas told me. "He says, 'We're going to keep this between you and me, right?'" Attempting to put him off with a joke, she replied, "No, sir, we won't tell anyone that you're a good kisser." Moonves released her and, without looking at her, walked away. "It was so invasive," she said of the threatening encounter. "It has stayed with me the rest of my life, that terror."

Outside Moonves's office, she began to cry. "My skirt is all twisted," she recalled. "I'm standing in the hall and I thought of his family." Moonves's assistant, sitting nearby, asked whether her parking needed to be validated. Douglas told me, "I remember thinking, Does she know? Does this happen all the time?"

In her car, Douglas said, "I lost it. I felt sick." Prophet, her manager, called and, as Douglas worked up the nerve to tell her what had happened, Prophet said that she had just got off the phone with Moonves. He'd said that he and Douglas had a great meeting and "had a lot of fun." Douglas told me, "I thought, Oh, my God, he's covered his tracks." In that moment, she said, "I decided, just bury it." Later that day, Douglas returned to the house she was renting and told a friend who was staying with her, the actor Craig Chester, about the incident. "She was trying not to cry, but her voice was shaking. I've never seen her that emotional before," Chester recalled. "She said that he got on top of her and held her down and she couldn't get away. If it was any other situation outside business, I would have said, 'Let's go to the cops.'" But, Chester said, "there was no talk about going to the police or anything like that, because it was obvious that it would be career suicide."

The following week, Moonves showed up at the first day of rehearsals for "Queens." "As soon as I saw him, I thought I was going to collapse. Everything came back to me. I was shaking," Douglas told me. She felt that Moonves's demeanor was intended to intimidate her. "He was eyeing me warily," she said. Her distress was evident to her co-stars. "There was obviously something going on with her emotionally," Penelope Ann Miller told me. "When she came in to test, everything was on. And then, after, on set, it was like she wasn't there." Last year, before the rise of #MeToo, Douglas told Miller what had happened. "Hearing her story, it all made sense," Miller recalled.

After the second rehearsal, Moonves took Douglas aside. " 'What the fuck do you think you're doing out there? You're not even trying,' " Douglas recalled Moonves saying. She took it as a reference to her failure to comply with his advances and to maintain her composure afterward. Douglas told me that she had "played by all the rules, I didn't say anything, and now he was berating me." On set, she struggled to keep her comedic timing, and cried in front of other cast members.

Several days into rehearsals, Moonves called Douglas at home. "It was, you know, 'You make me fucking sick. You are not funny,' " she recalled. Moonves told her that she wouldn't "get a fucking dime" of the money she was owed, and that she would "never work at this network again." (In a statement, CBS said that Moonves acknowledges trying to kiss Douglas, but that "he denies any characterization of 'sexual assault,' intimidation, or retaliatory action," including berating her on set and personally firing her from "Queens.")

Prophet told me that Moonves and CBS Business Affairs called her to say that Douglas would be replaced on the show and that her deal would be cancelled. According to Douglas, Prophet called her and "said I'd burned all my bridges at CBS, that she was firing me." (Prophet recalled firing Douglas and said that the two had a heated exchange. She said that she didn't know about Douglas's allegation, and denied the comment about burning bridges. "There are no bridges at CBS," she said. "There is just Les Moonves.") Douglas said that her agent, Patrick Whitesell, who was then at Creative Artists Agency, later called to say that the agency wished her well in future endeavors of her own. "I love the way C.A.A. fired me," Douglas said. "They never told me I was fired. They just kept wishing me the best of luck." (Whitesell told me that he had not been aware of Douglas's allegation and did not recall that her departure from C.A.A. was related to the dissolution of her CBS deal.)

Distraught, Douglas called Scorsese and told him the story, saying that she wanted to hire a lawyer and sue Moonves. Scorsese said that he remembers Douglas calling him about the allegation and being shocked by it. Scorsese urged her to be cautious about taking legal action against such a powerful person, but agreed to refer her to his law firm; there, Douglas began working with an attorney named Bill Sobel. Sobel confirmed that Douglas had described the encounter with Moonves at the time, and his contemporaneous notes back up her account. "I believed Illeana," he told me. "What happened to her was reprehensible."

Douglas told me that Sobel warned her that it was a matter of her word against Moonves's. Sobel, who said that he had a frank conversation with Douglas about the risks of suing, ultimately called CBS to attempt to recoup some of her lost wages. (She had received a fifty-thousand-dollar advance payment for her appearance in the "Queens" pilot, but felt that she was owed the remaining two hundred and fifty thousand.) After a junior staff member at CBS Business Affairs told Sobel that Douglas had been fired because of her poor performance in rehearsals, and that the network intended to withhold her pay, Sobel suggested that he ask Moonves about the meeting he had had alone with Douglas. "My conversation was simply 'Hey, ask Les what happened in the room, and he'll probably want you to do the right thing here,'" Sobel told me. "I felt he knew what I was saying."

According to communications and contracts reviewed by *The New Yorker*, the head of CBS Business Affairs, rather than the junior staffer, replied to Sobel with a new proposition. "When the head of the whole thing called me back," Sobel said, "it was very clear to me that they took my comments about what happened in the room very seriously." CBS proposed that the agreement be "settled out" for a hundred and twenty-five thousand dollars, and then agreed to pay Douglas an additional two hundred and fifty thousand to appear in a new miniseries.

Douglas and Sobel both saw the miniseries as cover for a settlement; she didn't even know what the show was about. "I go from being sexually assaulted, fired for not having sex with Les Moonves, fired by everyone, to 'We are going to pay you in full and we also want you to be on this miniseries,'" Douglas recalled. "My understanding is, this is what they were going to do in exchange for not suing."

Shortly after the offer came, Douglas received a call from Moonves. " 'So, you're gonna do the mini?' " she remembered him asking. Although she wanted accountability, she was still frightened, and said that she would do it. She recalled Moonves, sounding upbeat, remarking, " 'Tits and guns, baby. Tits and guns.' " (Douglas later learned that the miniseries, called "Bella Mafia," focussed on the women of an Italian crime family and emphasized sex and violence.) Moonves asked Douglas if they were "O.K.," and Douglas replied, "Yes, sir."

In its statement, CBS said that the agreement with Douglas about "Bella Mafia" was intended to fulfill her over-all deal with the network, and was unrelated to her meeting with Moonves. "There were no funds added for settlement purposes," CBS said. "The amount paid was half of what she was owed, which is not what one might do if concerned about a claim such as this."

Jo An Kincaid, an executive producer on the "Queens" pilot and Penelope Ann Miller's manager at the time, said that she was not consulted about Douglas's dismissal. "One day she was just not there. Gone and replaced," Kincaid said. "It was very unusual. I was an executive producer. There should have been an explanation." In an e-mail, Judge Reinhold, one of Douglas's co-stars, wrote, "Illeana was hilariously unique in her comedy and fun to work with." He added, "We were all surprised and disappointed that she left."

Douglas told numerous people about the incident over the years, and even published a lightly fictionalized version of it in a 2006 compilation, "Fired!" She also performed the story before audiences. "I didn't exactly keep it a secret," Douglas said. "People used to come up to me afterward and go, 'I know who it is,' and just laugh about it."

Douglas appeared in "Bella Mafia," and, afterward, C.A.A. resumed representing her. But she believes that the incident "derailed any future career I would have had at CBS." In two instances, years later, personal connections helped her secure acting roles on shows that aired on the network, and a Web series of hers appeared on a CBS streaming service. But otherwise, in a career that has included extensive work with every other major network, she said, "I never auditioned or ever had any kind of television-show deal at CBS." Like the other women I spoke to, she said that people around her discouraged her from publicly naming Moonves in this story. She told me that she was doing so because she wanted to protect other women, and that she wished she had been warned before her meeting. "In retrospect, of course, you say, 'Oh, it's all a crazy setup,' " she told me. "I was, I hate to say it, the perfect victim."

More than a decade earlier, in the spring of 1985, Janet Jones was attempting to break into the industry as a writer. The producer Mike Marvin liked an idea that Jones had for a screenplay, and helped broker a meeting between her and Moonves, who at the time was a vice-president at Twentieth Century Fox. It was Jones's first pitch meeting in Hollywood. Moonves's assistant scheduled a late-afternoon appointment at his office.

When Jones arrived, many employees were leaving for the day, but Moonves's assistant was there. "I had my briefcase and my pants suit," Jones recalled. "I was really prepared." Moonves surprised her by asking if she wanted a glass of wine. She declined, sat down on the couch, and began pitching her screenplay. Suddenly, Jones told me, "he came around the corner of the table and threw himself on top of me. It was very fast." Moonves, she said, began trying to kiss her. Jones said that she struggled, and then shoved Moonves away hard, yelling, "What do you think you're doing?" Moonves, appearing startled, got up. " 'Well, I was hitting on you. I wanted a kiss,' " she recalled him saying. Jones began to leave. "He said, 'Oh, come on, it's nothing,' " she said. " 'Calm down, don't be so excited.' "

When Jones got to the door, it was locked. She was terrified. "If you don't open this door," she told him, "I am going to scream so loud and so long that everyone on the lot is going to come over." She remembered Moonves walking to his desk or to a nearby bureau to unlock the door, rather than doing so directly. She fled, noticing on her way out that the assistant had left. "That's when I got really upset," she told me. "I just thought, Oh, my God. This wasn't like a little momentary boo-boo. It was this well-thought-out thing."

Jones drove to the house of a friend, the artist Linda Salzman Sagan. There, Jones told me, "I just completely melted down, just crying and shaking." Sagan told me that she remembers the visit clearly, and that Jones described the incident in detail at the time. "She was very, very upset," Sagan recalled. "I had never seen her like that. I was really astounded by what she told

me. I knew how powerful he was in terms of a career.” Jones also told her boyfriend at the time, Larry Jackson, who said, “She came home one day scared and in tears because she said Les had jumped her at a business meeting.”

Mike Marvin told me that he remembers introducing Jones to Moonves, and that she was troubled by the meeting. He said that he confronted Moonves about it at a gathering, saying, “Whatever happened, that girl was upset.” Moonves, Marvin said, became furious. “We definitely had a screaming match over this,” Marvin told me.

Not long afterward, Jones received a call from Moonves’s assistant, who said that she had Moonves on the line. “My heart went into my feet,” Jones recalled. Moonves began shouting at her. “ ‘People’s reputations are important. Do you understand?’ ” she remembered him saying. “ ‘I’m warning you. I will ruin your career. You will never get a writing job. No one will hire you. Do you understand what I’m saying to you?’ ” Jones hung up the phone, then threw up. “I was just absolutely mortified. Does this mean he’ll be putting me on a list somewhere and I’ll never get a job?” she recalled thinking. “This person could stop me from doing this passion, this career I had spent my whole life putting together. It’s kind of hard to fathom that one person could do that, but he could.” (CBS said that Moonves has no recollection of the interactions with Jones.)

Jones told me that she found the threats more scarring than the original incident. She said, “The revenge behavior, the ‘I’ll get you for not kissing me, I’ll get you for not doing what the hell I want you to do’—it never quite leaves you.” Years later, she saw him at an industry event and, she said, “I almost fainted. I was still terrified.”

Two other women described Moonves forcibly touching or kissing them during business meetings. The producer Christine Peters was an industry veteran when she first encountered Moonves, in the early aughts. She had worked as a story analyst for the company behind “Rain Man” and “Gorillas in the Mist” before becoming a production head for Robert Evans, who had produced “The Godfather” and “Chinatown.” She became a close friend and confidante of Sumner Redstone, the owner of Viacom, to whom she was at times romantically linked in the press. (Peters, like the other women in this story, said that she had no interest in the battle over the future of Redstone’s empire.) After Viacom acquired CBS, Redstone enlisted Peters to help build a rapport with Moonves, who was the president and C.E.O. of CBS Television at the time. They had a series of dinners with Moonves and his wife in 2003 and 2004.

Peters produced the 2003 romantic comedy “How to Lose a Guy in Ten Days,” which was based on a book she had acquired, and which ultimately grossed more than a hundred and seventy-seven million dollars. “I was proud to be bringing females into the seats and really addressing them,” she told me. In 2006, Moonves, who had become the chairman of CBS, had dinner with Peters and Redstone to discuss his plans to launch a film studio, CBS Films, which was founded the next year. Moonves was considering executives to oversee the endeavor, and Redstone suggested Peters. Moonves seemed excited about the idea.

When Moonves and Peters met at his office to discuss the prospect, Peters told me, she came with a detailed presentation on her business model, which focussed on female audiences. "It was: this is the demographic, here are the underutilized release dates, here's why female buyers predominate," she said. "I remember him being very enthusiastic, saying it made a lot of sense." She was sitting on a couch and, as she continued her pitch, he sat down uncomfortably close. "He said, 'This is really great,'" she recalled. "Then he just put a hand up my skirt." Moonves, she said, slid his hand up her thigh and touched her underwear.

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"I was in a state of shock," Peters recalled. Immediately, she worried about how Moonves would react to a rejection. She tried to get out of the situation by gathering her documents and saying, "Oh, wow, oh, my God, it's late, I have to be at another meeting. Can we finish this tomorrow? I'm so excited! So excited!" Moonves, she recalled, suggested that he walk her to her car. Fearing further advances, Peters said that she had a driver outside. She had come to the meeting with a colleague, who was waiting in the lobby. The colleague told me that Peters emerged earlier than anticipated, appearing shaken, and said that they had to leave quickly. An acquaintance of Peters's told me that she recounted the story to him several years ago, describing an advance from a top executive and a job that she didn't get afterward, without naming Moonves. Last year, Peters told him that the executive was Moonves. (CBS said that Moonves categorically denies any alleged touching or inappropriate conduct during the meeting.)

Peters told me, "I remember sitting in the car and just crying. I worked my whole life to be here and I just lost my opportunity." Because of her long tenure in the industry, Peters said, "I expected to be taken seriously. I never in a million years saw that coming." She said that she was surprised in part because she thought her relationship with Redstone would have put Moonves on guard. "I couldn't understand why he would do that in light of the situation with Sumner," she told me. In the end, she decided not to tell Redstone, because she worried about what the fallout might be. Like Jones, Peters told me that Moonves "was smart enough to not have anyone there. It was a setup." (Twice in later years, Peters participated in group meetings that involved Moonves.)

A prominent actress who played a police officer on a long-running CBS program, who was too frightened of reprisals to use her name, said that she also attended a business meeting with Moonves that ended in unwanted advances. The actress had known Moonves for years. In the late eighties, at the height of her show's popularity, Moonves, who was then at a production company called Lorimar, requested a lunch meeting at a restaurant. There, Moonves told the actress that he had long had a crush on her but had not said anything to her because she had been in a relationship with a mutual friend. She declined his advance but thanked him for lunch. "It wasn't offensive," she recalled. In 1995, when Moonves became president of CBS Entertainment, the actress called to congratulate him. "He said, 'You should have fucked me when I asked you to,' and I said, 'No shit!'" the actress told me. They laughed.

Soon afterward, CBS Business Affairs informed the actress that her series deal with CBS was being terminated. She called Moonves and expressed shock. He requested a lunch meeting in his private dining room at the office. She told me, "I went in, I thought, to make a deal." At the lunch, Moonves told her that he intended to focus on younger talent, and that she was too old. "Then he again said, 'I've always been so attracted to you,'" she told me. "I was so upset. I said, 'Jesus, Leslie, I'm gonna go.'" Moonves asked her to sit down. She did so, pushing food around her plate until she had to leave. Then, she told me, "I walked over and leaned to give him a kiss on the cheek." Moonves, she said, grabbed her and forcibly kissed her: "He shoved his tongue down my throat. I mean *shoved*."

Appalled, she pushed him away. "He had approached me to go to bed with him twice, but he did it politely," she said. "But this time he just stuck his tongue down my throat." As she left, she began to cry. "No one had ever done that to me before," she said. "I found it sickening."

Like Douglas, the actress said that she never worked for CBS again. Almost two decades later, an executive at CBS contacted her about coming back to the network. It turned out that the executive wanted her to sign a book deal with Simon & Schuster, which is owned by CBS. (CBS said that Moonves has no recollection of making unwelcome advances toward the actress, and that he made no efforts to block future business between her and CBS.)

The actress thought that the consequences would be too great if she told CBS about the incident. "I never reported it," she told me. "I just thought, Gee, there goes my career." At an event not long afterward, she encountered a showrunner who has overseen multiple programs at CBS, and told her the story. The showrunner, who had also worked with Moonves, recalled that the actress was still hurt by the incident and told me that she was "not surprised" by the story. "I had already had to deal with misogynist bullying from him myself," she told me.

"Our research has proved that the chicken came not just before the egg but before anything else in the known universe."

Two women told me that they rebuffed unwanted advances from Moonves in professional settings, and that they believed career opportunities disappeared as a result. Dinah Kirgo, who won an Emmy as a writer for "The Tracey Ullman Show," first encountered Moonves in the early eighties, when he was the vice-president of development at Saul Ilson Productions, a partnership with Columbia Pictures Television. She and her sister and producing partner, Julie Kirgo, met with Moonves and others about a television deal. "We left the meeting very confident we had an over-all deal with Leslie," Kirgo told me. The sisters told their agent to expect an offer from Moonves.

Instead, shortly after Kirgo got home, Moonves called her directly. "He said, 'That was a great meeting, now we have to go out to dinner,'" she recalled. Kirgo replied that she and Julie would be happy to have dinner with him. "He said, 'No, just you and me.' He said, 'You're very expensive, and I need to know you're worth it,'" Kirgo told me. "I was sort of in shock and I

said, 'Well, Leslie, I don't think your wife would appreciate us having that kind of dinner.' " Moonves coldly ended the conversation. (CBS said that Moonves has no recollection of the meeting or the phone call.)

Kirgo and her sister never heard from Moonves again. Afterward, Kirgo's agents told her they had received reports that she had a reputation for being difficult to work with. Kirgo told me that she had never heard complaints before, and that she believed saying no to Moonves had hurt her career. "It's very insidious, what he did," she said.

Julie Kirgo confirmed the details of her sister's story and said that Dinah had told her about the call at the time. "It's just kind of awful to feel that you have energy and talent and that's being appreciated, and then suddenly to find out that that's not where somebody's interests lie at all. You feel betrayed," she said. "It pisses me off to this day."

In 1992, a former child star who asked to be identified only by her first name, Kimberly, was introduced to Moonves by a friend, who was a member of Moonves's staff and told her that Moonves could help her get back into television. At a dinner meeting that the three attended, Moonves began by asking questions about Kimberly's acting career. But when the friend went to the bathroom Moonves turned to Kimberly and said, in a perfunctory way, "Let's go. Let's just get a hotel room. Let's just do this." She was shocked. "I said, 'What are you talking about?'" When she explained that she had a husband and a child, Moonves became angry and left. (The friend recalled making the introduction to Moonves, and said that her only motivation in doing so was to help Kimberly's career. CBS said that Moonves has no memory or record of the meeting.)

"The power differential was so great," Kimberly told me. "I was really scared, because I thought I was burning some sort of a bridge that was going to be great for me." As a child star, she said, "I'd been taught that powerful people can hurt you, they can ruin you, they can ruin your career." She said that the turn from business meeting to sexual overture seemed to be well practiced. "It was set up to be that way," she said. "I thought, Wow, is this the way the world works and I just don't get it?"

CBS is a multibillion-dollar corporation, with dozens of divisions, and Moonves is only indirectly involved with many of them. However, experts on sexual harassment told me that misconduct by a chief executive can reverberate across aspects of even the largest companies. "If you have a company with an abuser on the top, they typically surround themselves with people like them, who engage in similar behavior," Debra Katz, a lawyer specializing in sexual harassment, told me. "It can put a set of enablers in place, who protect powerful people when they get challenged for misconduct, and who work to discredit and manage out women who come forward with allegations."

Thirty current and former CBS employees described harassment, gender discrimination, or retaliation at the network. Many said that men accused of misconduct were promoted, even after the company was made aware of those allegations. Their stories match several that have already emerged in public reports. Earlier this year, Leslie Isaacs, a vice-president at Pop, the

cable channel jointly operated by CBS and the film studio Lionsgate, filed a lawsuit alleging that CBS was aware of a hostile workplace at the channel. Her complaint described harassment and discrimination by male colleagues, including a vice-president who allegedly instructed female employees to “show your clients your tits.” Isaacs told me, “It wouldn’t be happening at Pop if it wasn’t covered up at CBS, and if CBS wasn’t complicit. They know, and it’s been tolerated.” (Isaacs has entered into a private mediation process with CBS. A Pop spokesperson said, “Pop engaged an independent investigator who conducted a complete investigation and found nothing to corroborate this alleged statement.” CBS said that it flatly denies any efforts to cover this up.)

In December, CBS confirmed that Brad Kern, the showrunner and executive producer of “NCIS: New Orleans,” had been the subject of sexual-harassment and gender-discrimination allegations. He had retained his position for more than a year after the company was made aware of the claims. (This season, Kern stepped down from his position as showrunner, but he remains a consulting producer. Last month, the company said that it was launching a new investigation—its third—into Kern’s behavior. CBS said that the allegations were investigated and resulted in disciplinary action but that the matter “merits further inquiry.”)

Other allegations have centered on CBS News. Last summer, Erin Gee, who worked at CBS for more than fifteen years, filed a lawsuit alleging that an executive director at “CBS Evening News” urged her to have sex with a co-worker with whom she was having difficulties in order to “break the ice,” and that she was demoted after complaining about gender discrimination. In May, a magistrate judge in New York criticized CBS for failing to save e-mails from the time of Gee’s allegation. “I find the conduct of CBS here to be shocking,” the judge, Sarah Netburn, reportedly said during a hearing. “It is hard to draw any other conclusion than that they were trying to avoid producing and saving those e-mails.” (The network has since reached a settlement with Gee, and her attorney declined to comment. CBS said that “the matter has been resolved.”) In 2015, a CBS reporter, Kenneth Lombardi, alleged in a lawsuit that a CBS News supervisor texted him links to pornography, and that a senior producer had grabbed his crotch. Lombardi claimed that when he complained to a manager she replied, “Never bring up gender discrimination again!” (An attorney for Lombardi said that he was not at liberty to discuss the suit. CBS said that the matter has been resolved.)

In November, Charlie Rose was suspended after the *Washington Post* reported that eight women had accused him of sexual harassment, including groping. According to the *Post*, Rose has now been accused of sexual harassment by at least thirty-five women, and managers at the network were made aware of the allegations on at least three occasions. (Rose apologized in response to the initial allegations, but called the paper’s subsequent reporting on additional complaints “unfair and inaccurate.”)

“60 Minutes,” the news division’s flagship program, for which Rose was a contributing correspondent, has been a focal point of allegations. Some of those allegations involve Jeff Fager, who is currently the executive producer of “60 Minutes,” and whom Moonves appointed chairman of CBS News in 2011, a position he held until 2015. Six former employees told me that Fager, while inebriated at company parties, would touch employees in ways that made

them uncomfortable. One former “60 Minutes” producer told me, “It was always ‘Let’s go say hello to Jeff, ’cause you have to pay homage to him, but let’s do it early in the evening, before he starts getting really handsy.’ ” In one incident, at which several employees were present, Fager allegedly made drunken advances to an associate producer, commenting on her breasts and becoming belligerent when she rebuffed him. (Fager denied the allegations, saying that “they never happened.”)

Others said that Fager protected men accused of misconduct, including men who reported to him. According to several people who were told about the incident at the time, a senior producer named Vicki Gordon alleged that another senior producer, Michael Radutzky, threatened to throw furniture at her and twisted her arm behind her back, causing her to scream. (Radutzky categorically denied the allegations, saying that they were fabricated.) The sources told me that Fager said he would address the matter with Radutzky directly, and instructed Gordon not to inform the CBS office of human resources. Later, Fager asked her to apologize to Radutzky, to mitigate conflict in the office. (Fager said, “I have never discouraged anyone from going to H.R.”) Radutzky, who left the network earlier this year, remained in his job for several years after the alleged incident. “It was common knowledge at ‘60 Minutes’ that Michael Radutzky was an out-of-control guy, especially but not exclusively toward women. We all saw it, almost on a daily basis,” David Gelber, a former producer, told me. “And yet Fager not only tolerated him—he elevated him to a position of leadership, even after Fager knew perfectly well how abusive he was.” (Radutzky strongly denied Gelber’s characterization of his behavior.) Sophie Gayter, a “60 Minutes” employee who alleged to the *Post* that Charlie Rose had groped her, told me that Fager “enabled the other men on the floor to do whatever the heck they wanted.” Fager, one network executive said, “would let people know he communicated with Les directly,” adding that “people took that to mean Les supported him completely.”

CBS, one former associate producer said, “is an old network. Everything in there feels old: the people, the furniture, the culture, the mores.” Many of the women described the atmosphere at CBS News specifically as a “frat house.” One former employee said, “I had several producers and editors over the age of sixty who would greet me by kissing me on the mouth. I had people touch my butt a couple times.” She added, “Fager seemed to encourage that climate. It wasn’t even that he turned a blind eye toward it.” Katie Couric, who was an anchor at the network and a contributing correspondent for “60 Minutes” from 2006 to 2011, when Fager helped force her out, told me that it “felt like a boys’ club, where a number of talented women seemed to be marginalized and undervalued.”

In a statement, Fager said, “It is wrong that our culture can be falsely defined by a few people with an axe to grind who are using an important movement as a weapon to get even, and not by the hundreds of women and men that have thrived, both personally and professionally, at ‘60 Minutes.’ ” He added, “A majority of our senior staff are women. All of them worked their way up the ranks and are now managers of our broadcast. Half of our producers and a majority of our associate producers are women. It is a challenging place to do well and promotions are earned on merit and are not based on gender.” Lesley Stahl, who has been a

“60 Minutes” correspondent since 1991, told me, “This notion that ‘60 Minutes’ is an unpleasant, unwelcoming place for women isn’t true.” She said, “In my own experience, Jeff is supportive of women and decent to women.” Anderson Cooper, who has been a correspondent for the show since 2006, told me, “I work there part time, but in all the years I’ve been there I’ve never seen Jeff engage in any inappropriate behavior.”

Gayter and another junior female employee told me that their bosses asked them to complete the company’s mandatory online sexual-harassment training programs for them. “Many assistants did it for their bosses,” Gayter said. “We’d book their travel, do their expenses, and then do their sexual-harassment training.” Former employees told me that there were few avenues for them to register confidential complaints about discrimination and misconduct. “People say, ‘You could call H.R.’ Honestly, I’ve never met a single person from H.R.,” one producer said. “There’s no oversight.” Some said that they had witnessed retaliation against those who did attempt to speak out. At CBS News, “there was no one to turn to,” one former producer told me, saying that she had reported Charlie Rose’s behavior, and that the complaint resulted in no repercussions for Rose. “If it’s just behavior from the top, tolerated at the top, and there’s no one to talk to, what do you do?” she said.

A former journalist at “60 Minutes” named Habiba Nosheen told me that she had complained to management that Ira Rosen, a producer on the program, had subjected her to numerous sexual comments and suggested that she flirt with sources. Two other women told me that they had experienced similar conduct from Rosen. (In a statement, Rosen said that “CBS extensively investigated these complaints and found them to be false, misleading, and unsubstantiated.” He said, “I have always and continue to deny these allegations.”)

“But seriously, folks, the way you raised me it’s no wonder I can’t get a gig in a real night club.”

When Nosheen filed a written complaint and met with Fager about the allegations against Rosen, she said, he told her not to worry about the possibility that other women might be harassed by Rosen. She told me that Fager is “an enabler of this ‘Mad Men’ culture at ‘60 Minutes.’” Afterward, there appeared to be no repercussions for Rosen, and she was frozen out of assignments. Days after she made her complaint to Fager, he and two of his deputies called Nosheen into a meeting to go over criticisms of her work performance which she found specious. One involved a tense exchange with a co-worker that had happened a year earlier. The format of the meeting, she said, was highly unusual. “It was so obvious to me that they began to implement a strategy of retaliation,” she told me.

In June, 2016, Nosheen filed a complaint with the Equal Employment Opportunity Commission. She resigned a month later. “As an investigative journalist, every day I try to hold people in power accountable. I look people in the eye and ask them why they turned their backs when they witnessed something unethical happening,” she told me. “I knew I couldn’t look myself in the mirror and hold others accountable if I wasn’t brave enough to do the same in my own place of work.” An e-mail from a CBS lawyer shows that, after Nosheen left the network, CBS threatened to enforce a non-compete clause in her contract, which would prevent her from seeking employment elsewhere, unless she withdrew her E.E.O.C. complaint

and signed a nondisclosure agreement. The E.E.O.C. ultimately issued a Notice of Dismissal and Right to Sue letter, saying that it was unable to conclude whether or not a violation of federal law had occurred and that it would be up to Nosheen to pursue the matter in civil court.

Another woman told me that she had spoken to CBS's legal department about Rosen's and Fager's behavior. "I was shocked by the lack of seriousness and regard that CBS legal showed my story," she told me. (In a statement, CBS's chief compliance officer said, "It is the policy and practice of CBS to investigate all complaints and to promptly remediate any problems that are identified," adding that "the policies against discrimination and harassment include anti-retaliation provisions, and anyone raising a complaint is assured that he or she will be protected from retaliation.") The woman told me that she eventually left the network because of the atmosphere. "A lot of my memories of '60 Minutes' are of other women coming into my office, closing the door, and just breaking down because of working as a woman at CBS," she said. "Toward the end of my time there, I thought, God, I love the stories, I love the work, but this has to be easier somewhere else."

The producer who talked about Fager's behavior at parties told me that she, too, left the show because of "a very toxic culture toward women." She said, "What makes me really upset was this was something I really loved doing, and I was good at, and won a lot of awards for. And I basically had to leave the business, because where else am I going to go? There were other places, but nothing of that stature."

The New Yorker reviewed three six-figure settlements with "60 Minutes" employees who have filed complaints of sexual harassment or discrimination. The women who received those payments were required to sign nondisclosure agreements that prevented them from speaking about their experiences, with penalties for any breach. Several other women who have made allegations against CBS News declined to speak with me on the record, citing nondisclosure agreements. (The CBS chief compliance officer said, "On occasion, the resolution of allegations in the workplace has involved financial settlements," adding that "settlements do not amount to admissions of guilt.")

"The N.D.A.s are a silencer and a bully tactic," Mo Cashin, who worked in several roles for CBS News, including as a broadcast manager, told me. "It's unfortunate and hypocritical, particularly in the media, where it appears executives have more interest in protecting and oftentimes rewarding fellow senior employees who have a documented history of bad behavior than protecting their victims."

Fager has tried to keep the allegations about the treatment of women at "60 Minutes" from surfacing publicly. According to the *Times*, in 2015 Fager took over the writing of a book about "60 Minutes" after the original author, Richard Zoglin, began asking people about the subject. In April, as two *Washington Post* reporters, Irin Carmon and Amy Brittain, were reporting an article about the allegations of harassment at CBS News, including complaints about Fager and Rosen, lawyers retained by Fager threatened to sue the *Post*, and presented testimonials about Fager's good character. "There was this ham-handed effort to make women at the show say Jeff was a wonderful person," one producer said. "It was so obvious we were doing it with

a gun to our heads.” Fager’s lawyers also attacked the professionalism of the two reporters. In the end, the paper published a story that included complaints of harassment against Charlie Rose from dozens of women, but not allegations about Fager or Rosen. In a statement, the *Post* said, “The reporting throughout was vigorous and sustained and fully supported by *Post* editors. Nothing that met our longstanding standards for publication was left out. Nor did outside pressures, legal or otherwise, determine what was published.” CBS employees told me that they were alarmed by the attempts to kill the reporting. “The hypocrisy of an investigative news program shutting down an investigative print story is incredible,” one told me.

Fager said, “There’s a reason these awful allegations have not been published before—despite the efforts of a few former employees who did not succeed at ‘60 Minutes.’ It is because they are false, anonymous, and do not hold up to editorial scrutiny.”

The CBS chief compliance officer said, “CBS previously retained attorney Betsy Plevan of Proskauer Rose to conduct an independent investigation of alleged misconduct at CBS News. Ms. Plevan’s work is ongoing, and includes investigating allegations in this story. CBS has taken the allegations reported in the press seriously, and respects the role of the press in pursuing the truth, which is a role that is central to the mission of CBS News.”

In June, Carmon, in a speech accepting a Mirror Award for the *Post*’s reporting on Charlie Rose, warned that stories of abuse by powerful men in the news industry were still being suppressed. “The stories that we have been doing are actually about a system. The system has lawyers and a good reputation. It has publicists,” she said. “Indeed, the system is sitting in this room. Some more than others. The system is still powerful men getting stories killed that I believe will someday see the light of day.” Fager was seated in the audience, and later in the ceremony accepted an award on behalf of “60 Minutes.”

Habiba Nosheen, the employee who filed the E.E.O.C. complaint, said that she decided to report the harassment to the network after an e-mail appeared in her work in-box in March of 2016. It was a message to all CBS employees, from Moonves. “Simply put,” Moonves wrote, “CBS has a zero-tolerance policy towards discrimination or sexual harassment in our company or related businesses.” Nosheen told me, “I know it sounds ridiculous, but for a second I believed it.”

CBS is not the only network to face complaints of sexual harassment in recent years. In November, Matt Lauer, a co-host of “Today,” on NBC, was fired after being accused of sexual misconduct. Roger Ailes, the chairman and C.E.O. of Fox News, and the Fox anchor Bill O’Reilly both resigned after allegations were made against them. The actions of Ailes and O’Reilly have resulted in at least sixty-five million dollars in sexual-harassment settlements.

Experts told me that addressing patterns of harassment at a company as large as CBS generally depends on reform at the highest levels. “This sort of conduct is tied to over-all climate and oftentimes to how women are seen or valued within an entire organization,” Fatima Goss Graves, the president and C.E.O. of the National Women’s Law Center, said. “And there’s no question that the head of the organization sets the tone for the entire organization.”

For the women who have made claims against Les Moonves, his public stance as a supporter of the #MeToo movement and his role in the Commission on Eliminating Sexual Harassment and Advancing Equality in the Workplace have been unnerving. Janet Jones told me that, when she heard that he was on the commission, "I thought, Oh, for God's sake, he has no shame." The commission is made up of, and funded by, industry leaders, and its members are not vetted. Illeana Douglas knew people who were associated with the commission, and considered telling them her story, until she saw that Moonves was also a member. "I don't think that the fox should be guarding the henhouse," she said. ♦

EXHIBIT B

As Leslie Moonves Negotiates His Exit from CBS, Six Women Raise New Assault and Harassment Claims

newyorker.com/news/news-desk/as-leslie-moonves-negotiates-his-exit-from-cbs-women-raise-new-assault-and-harassment-claims



Update: Three hours after the publication of this story, CNN reported that Moonves would step down from his position at CBS. Later the same day, CBS announced that Moonves had left the company and would not receive any of his exit compensation, pending the results of the independent investigation into the allegations. The company named six new members of its board of directors and said it would donate twenty million dollars to organizations that support the #MeToo movement and workplace equality for women. The donation will be deducted from any severance payments that may be due to Moonves.

Members of the board of the CBS Corporation are negotiating with the company's chairman and C.E.O., Leslie Moonves, about his departure. Sources familiar with the board's activities said the discussions about Moonves stepping down began several weeks ago, after an article published in the *The New Yorker* detailed allegations by six women that the media executive had sexually harassed them, and revealed complaints by dozens of others that the culture in some parts of the company tolerated sexual misconduct. Since then, the board has selected outside counsel to lead an investigation into the claims.

As the negotiations continue and shareholders and advocacy groups accuse the board of failing to hold Moonves accountable, new allegations are emerging. Six additional women are now accusing Moonves of sexual harassment or assault in incidents that took place between the nineteen-eighties and the early two-thousands. They include claims that Moonves forced them to perform oral sex on him, that he exposed himself to them without their consent, and that he used physical violence and intimidation against them. A number of the women also said that Moonves retaliated after they rebuffed him, damaging their careers. Similar frustrations about perceived inaction have prompted another woman to raise a claim of misconduct against Jeff Fager, the executive producer of "60 Minutes," who previously reported to Moonves as the chairman of CBS News.

One of the women with allegations against Moonves, a veteran television executive named Phyllis Golden-Gottlieb, told me that she filed a criminal complaint late last year with the Los Angeles Police Department, accusing Moonves of physically restraining her and forcing her to perform oral sex on him, and of exposing himself to her and violently throwing her against a wall in later incidents. The two worked together in the late nineteen-eighties. Law-enforcement sources told me that they found Golden-Gottlieb's allegations credible and consistent but prosecutors declined to pursue charges because the statutes of limitations for the crimes had expired. Early this year, Moonves informed a portion of the CBS board about the criminal investigation.

The terms of Moonves's potential departure have yet to be settled. Last week, news reports had circulated that he might leave with an exit package of nearly a hundred million dollars. Several of the women expressed outrage that Moonves might be enriched by his departure from the company. Jessica Pallington, a writer, alleges that Moonves coerced her into performing oral sex on him when she worked as his temporary assistant, in the nineties, and that, after she repelled subsequent sexual advances, he became hostile, at one point calling her a "cunt." "It's completely disgusting," she said of the reports of Moonves's potential exit package. "He should take all that money and give it to an organization that helps survivors of sexual abuse."

In a statement, Moonves acknowledged three of the encounters, but said that they were consensual: "The appalling accusations in this article are untrue. What is true is that I had consensual relations with three of the women some 25 years ago before I came to CBS. And I have never used my position to hinder the advancement or careers of women. In my 40 years of work, I have never before heard of such disturbing accusations. I can only surmise they are surfacing now for the first time, decades later, as part of a concerted effort by others to destroy my name, my reputation, and my career. Anyone who knows me knows that the person described in this article is not me." Moonves declined to specify which three encounters he considered consensual.

In separate statements, the CBS board of directors said that it "is committed to a thorough and independent investigation of the allegations, and that investigation is actively underway," and the CBS Corporation said it "takes these allegations very seriously," and called the board's investigation "thorough" and "ongoing."

Golden-Gottlieb worked with Moonves at the television production company Lorimar-Telepictures in the nineteen-eighties. She was already an industry veteran who had held senior positions at NBC, MGM, and Disney. Golden-Gottlieb, who is now in her early eighties and retired, told me that the first incident in which Moonves assaulted her occurred in 1986, when he was in charge of movies and miniseries at Lorimar and she was the head of comedy development there. Moonves, she recalled, came into her office in the middle of a workday and suggested the two of them go out for lunch. Instead of taking her to a nearby restaurant, she said, Moonves drove her to a secluded area. When Golden-Gottlieb began to ask if he was having trouble finding a parking space, she said that Moonves “grabbed my head and he took it all the way down onto his penis, and pushed his penis into my mouth.” She said he held her head in place forcibly. “He came very quickly,” she recalled. “You sort of just go numb. You don’t know what to do.” Distraught, Golden-Gottlieb demanded that Moonves take her back to the office. When she got there, she said, she vomited. “It was just sick,” she told me. She didn’t report the incident at the time because she was a single mother supporting two children and feared for her career. “I realized he was the new golden boy,” she told me. “I just kept quiet.” But the incident, she said, “never left me.”

Video From The New Yorker

Silence is Golden

Golden-Gottlieb continued to work with Moonves, who was later promoted to more senior positions within Lorimar. She said that she had avoided being alone with Moonves whenever possible in the period after the first assault. In early 1988, she told me, she entered Moonves’s office to discuss a work matter, and he said that he was going to get a glass of wine. He left briefly and, when he returned, she said, he was not wearing pants, and was aroused. She turned away, embarrassed, and ran out of the room. The following day, Moonves approached her in her office and berated her for not sending a memo to another executive. When she told Moonves that she didn’t typically share her memos with that executive, he became enraged, she recalled. “He reaches over and pulls me up and throws me, I mean hard, against the wall,” she told me. Afterward, she said, she collapsed and “couldn’t get up.” She recalled “lying on the floor, just crying.”

After she rebuffed Moonves, Golden-Gottlieb said that Moonves retaliated against her professionally, moving her into ever smaller offices. “Every two days, he’d find a darker space, or a place downstairs, or something,” she recalled. She told me that her career in the entertainment industry suffered, which she attributed to his influence at Lorimar and, later, CBS. “He absolutely ruined my career,” she said. “He was the head of CBS. No one was going to take me.”

Golden-Gottlieb told several acquaintances about the incidents with Moonves. One, a veteran showrunner, recalled feeling stunned when Golden-Gottlieb, in a social setting about a decade ago, recounted her claim that Moonves had exposed himself to her. “This is the head of a

network,” he said. Golden-Gottlieb struck him as “a professional person. She didn’t seem like the type of person to make things up.” Golden-Gottlieb said that, even years later, she is still frightened of Moonves. But she said that her determination to pursue criminal charges was galvanized by the women speaking about sexual harassment and assault as part of the #MeToo movement. “They gave me courage,” she said. “I saw everyone coming out; I had to.”

Sources familiar with the CBS board’s activities said that Moonves was informed of Golden-Gottlieb’s complaint to the Los Angeles police in the fall. He did not disclose the existence of the criminal investigation to a number of CBS board members until several months later. The full board was not informed, and Moonves was allowed to continue running the company. “They don’t care about me. I can’t do anything for them,” Golden-Gottlieb told me. “The whole world is only about money, nothing else.”

Jessica Pallingston had worked for several years as an assistant to various Warner Bros. executives, first employed directly by the company and then through an outside contractor, when she was assigned to assist Moonves for several days, in the spring of 1994. A description of the assignment noted that Moonves, then the president of Warner Bros. Television, would work out of his hotel room. Pallingston, who was thirty-four at the time, had studied writing at Oberlin College and hoped to break into the industry. She considered working for Moonves a significant opportunity, so she accepted the assignment.

On her first day of work, Pallingston arrived at Moonves’s suite at the Regency Hotel about ten minutes before her appointed start time of 10 A.M. Moonves, she recalled, came to the door in a bathrobe and then departed and returned fully clothed. He sat in a large chair at one end of the suite’s living room while she took another opposite him. Moonves began asking about her career ambitions, and she told him about her writing. “He was very charming,” she recalled. Moonves began asking personal questions, including questions about whether she was single and her sexual orientation. He offered her wine, which Pallingston accepted, and poured himself a glass, which he drank quickly. “I was at work, and I didn’t want to be drunk,” she recalled, “but at the same time I wanted to behave and do what was expected of me.” Then Moonves asked her for a massage. Pallingston crossed the room, and Moonves placed her hands on his neck and shoulders, briefly instructing her on how to do it before telling her to sit back down. “I guess I was terrible, because he said, ‘Never mind,’ ” she recalled. “He was really frustrated. He said, ‘Haven’t you ever given a massage to your boyfriends?’ ” Moonves, appearing irritated, began asking more sexual questions. She recalled him asking if she was afraid of men, and then if she liked powerful men. Frightened and beginning to shake, she said that she did, and Moonves told her to come to him. Pallingston told me that “it was uncomfortable, but I was trying to act like I was tough and cool, like I could handle it all.” She remembers Moonves saying, “I could help you with your writing. I could help you, and if you do something nice for me I could do something nice for you.”

Moonves, she said, then kissed her, shoving his tongue down her throat “like he was trying to reach my stomach.” Then “he said, ‘I want you to suck my cock.’ ” She recalled mumbling “O.K.,” and Moonves grabbing her head and forcing it onto his penis. “He kept his clothes on. He had Calvin Klein underpants. He pushed my head down, hard,” she said. “It was very

violent, very aggressive. There was real hostility in it." Eventually, she said, he told her to lie down on the couch. "I was really scared and nervous," she said. "I started getting a panic attack." She tried to leave the room, and he told her to sit down. "I remember sitting in the chair shaking and really messed up," she said. Moonves began groping her breasts and, she said, "kept saying, 'C'mon, let's fuck.'" Pallington, who has a history of anxiety and panic attacks, said that her shaking intensified so much that it became clearly visible to Moonves. "I said, 'I can't do this,'" she told me. "He said, 'O.K.' He didn't try to push it." She collected herself and, after her panic attack subsided, Moonves departed for a meeting. Before leaving, she said, "He took my hand and shook it and said, 'You did a great job.'"

Pallington spent several more days working as Moonves's assistant, during which, she said, he "was a little gropey, but not much," occasionally rubbing her shoulders, making her uncomfortable. The following spring, however, after she was assigned to work with Moonves again when he made a similar trip to New York, he immediately offered her wine and began groping her breasts. "His hands were on my neck, and then he started reaching down my bra," she said. Panicked, Pallington lied and said that she'd gotten engaged. "I figured it was a way to get him to stop," she said. Moonves, sounding skeptical, asked whom she was marrying, and she gave a false name. "By this time I was just a little tougher," she told me. "And that pissed him off." Moonves grew "cold as ice, hostile, nasty," she recalled, "because I turned him down." During the remainder of their time working together, she said, Moonves would bark orders at her, sometimes using obscenities. At one point, he threw a pillow at her to get her attention. On another occasion, he had loud phone sex in front of her. "It was, like, 'I'm gonna do this, I'm gonna fuck you.' And I'm just sitting there listening, trying to act like I was all cool."

The following year, she said, Moonves, then at CBS, was hostile toward Pallington, when he called the executive she was working for at Warner Bros. As she connected the phone call, she recalled, Moonves ordered her to get the executive on the line, addressing her as "you cunt." Pallington told me that her experiences with Moonves worsened a decades-long struggle with anxiety, depression, and controlling her anger. Her career in television "sort of fell apart." She continued to pursue writing, eventually publishing several books, but abandoned her ambitions of working full-time in television. "It played a number on my head, especially in terms of self-worth, professionally," she said, of Moonves's behavior.

Pallington said that, for many years, her feelings of shame led her to minimize the story when she recounted it to friends and colleagues. "I wouldn't tell people the whole story, or I'd make it sound like we were having an affair," she told me. "It was way too embarrassing to be honest about it, because I believed anyone who put themselves in that situation was an idiot, or weak." A former colleague, who worked with Pallington at Warner Bros. in New York and asked not to be named, said that she remembered being troubled when Pallington told her, at the time of the first incident, about Moonves's offer to help her career in exchange for sexual favors. She said that Pallington stopped short of disclosing whether she complied. Another friend, Deborah Perron, said that shortly after she and Pallington met, in the fall of 2016, Pallington told her about Moonves's proposition over wine and aggressive kissing, but was reluctant to say more. "It was disturbing," Perron recalled. "This is within an hour, and he was her boss,

and she was scared.” Last year, with the rise of the #MeToo movement, Pallingston recounted the story to Perron in full. “I said, ‘Wait a second,’ ” Pallingston told me. “I don’t have to be embarrassed.”

Other women described experiencing various forms of unwanted kissing or touching by Moonves. Deborah Green was a freelance makeup artist regularly working for CBS in the early aughts when she says an encounter with Moonves reduced her work at the network. She was assigned to apply Moonves’s makeup and style his hair ahead of a promotional video shoot. Green had worked with Moonves once before without incident. When she returned with Moonves to his office to remove his makeup, he pointed to his shoulders and asked for a massage. Moonves had complimented a ring on her finger, and she had mentioned that it was a gift from her boyfriend. Green told me that she assumed she had made clear to Moonves that she was not interested in any sort of overture. She was further assured, she said, when Moonves began asking about her boyfriend.

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Then, catching her off guard, he stood up, turned around, and forcefully grabbed her, kissing her hard. “He stuck his tongue down my throat,” she told me. “It was like a forceful hold.” Green recalled shoving Moonves back, shocked. He appeared dismayed and abruptly turned and left, shutting himself in an adjoining bathroom. Shortly afterward, he opened the door and flatly instructed her to “pack your bags and leave.” Green said she held back tears as she left the building, then cried as she drove from the CBS offices to her home. For several days, Green said, she struggled with whether to report the incident. “I didn’t want my livelihood to be jeopardized,” she said. Shortly after, she spoke to her father, who confirmed to me that the two discussed the incident and the risks of filing a complaint. Green decided to remain silent. “Knowing that Les is powerful is why I didn’t speak out at the time,” she recalled. “I was a makeup artist who had no voice.”

Two weeks later, Green said, she called the CBS employee who usually assigned her work for the company. “I called and left a message and didn’t get a return call,” she said. She did continue to work for CBS television programs, including its soap operas, but was never hired again by the print-and-publicity department to work with the company’s executives.

In the late nineteen-eighties, Deborah Morris was a junior executive working at Lorimar. One evening, she told me, Moonves asked her to come to his office to discuss several projects. The two spoke about work matters briefly before Moonves asked, “What do you want?” Confused, Morris asked what he meant. Moonves, as she recalled the conversation, said, “You know, where do you live? What kind of stuff do you want?” He mentioned televisions and cars as examples. “I didn’t take it seriously. I didn’t think anybody could be that corrupt,” she said. “It was something you saw in the movies or on TV. And later I realized this absolutely does exist.”

Moonves offered her a glass of wine. She declined but he insisted. "It's just a little glass of wine. Come on," she recalled him saying. As Moonves began to drink, Morris, growing nervous, excused herself to get a cigarette from her office. Walking back, she noticed a security guard and thought she could call for help if necessary. "I went back to his office. What a fool," she told me. She sat on Moonves's couch and, "all of a sudden, he was next to me," she told me. "He said, 'How about a kiss?' I said no. And he said, 'No, come on, how about a kiss? It's nothing. How about a little kiss?' " Moonves drew closer to Morris and, she said, "although he's not a big person, there was something looming in his actions. He knew how to win people over. And then that would turn very quickly to, if you didn't give him what he wanted, this threatening feeling from him." Morris said she then "bolted."

Morris, along with three friends and relatives she confided in at the time, said that Moonves continued his advances over the following months. One night, Morris said, Moonves offered to drive her to her car as they walked out of the office after dark. The two were in his Porsche, with Morris in the passenger seat, when, she said, "all of a sudden he stops the car and grabs me." Holding Morris by both shoulders, Moonves pulled her toward him in what she took to be an attempt to force a kiss. "My left arm swung and hit him across the chest," she said. "It was just instinct." Moonves stopped, appearing momentarily shocked. Morris scrambled out of the car and ran. Immediately after the incident, Morris told her best friend at the time, her sister, and her sister's husband, what had happened. All three confirmed her account.

After that encounter, Morris said, Moonves refused to speak to her, and she was frozen out of meetings at Lorimar. "I was hung out to dry," she said. "And that was pretty much the end of my career. I wasn't going to get a reference." Morris discussed the possibility of filing a formal complaint against Moonves with acquaintances in the company's legal and human resources departments without naming her harasser. Both discouraged her. "Who's going to believe you? You're no one," she recalled her contact in the legal department saying. Morris added, "And these were both women." Morris left the entertainment industry and moved to the Bay Area, later taking jobs in technology and health care. Morris said that Moonves's response to last month's allegations of sexual abuse, proclaiming his commitment to the principle of "no means no," had frustrated her. She had told Moonves no numerous times, but said he continued his advances. "His statement was incredible. Absolutely incredible. It made me sick," she told me. "He's cunning. He's calculating. And he's a predator."

In 1990, the writer Linda Silverthorn arrived for a business meeting with Moonves at Warner Bros. at nine in the morning. Silverthorn had recently secured a feature screenwriting credit, for "Beverly Hills Brats," a comedy starring Martin Sheen, and was looking for a development deal for further writing projects. Six years earlier, when she was an assistant, and he was a vice-president at Twentieth Century Fox, Moonves had propositioned her, offering to help her career, and the two had consensual sexual encounters in his office over the course of about a month. After he discussed his wife and children during one liaison, Silverthorn said, she stopped the encounters. The two had friendly interactions at industry events in the intervening

years, and Silverthorn believed that she could turn to Moonves as a professional contact. She told me that she had made it clear to Moonves that she was inquiring about professional opportunities.

Silverthorn told me that Moonves shut the door, took several swigs of coffee, grabbed her, and pulled her up from the chair where she was seated. Before making conversation, “he kissed me while we were standing up. Coffee was on his breath,” she recalled. “And then he just pulled his penis out” and moved it towards her hand. Silverthorn, who was in a long-term, committed relationship at the time, said she was in shock. She said that she “manually manipulated him, and just got it over with.” Afterward, she said, Moonves told her the studio didn’t have any opportunities for her. She departed the meeting and never contacted Moonves again. “It was unwelcome, it was unwanted,” she said. Their encounters, six years earlier, she told me, didn’t “allow him to just grab me and pull his penis out on me when I’m there for a legitimate business meeting at nine o’clock.”

Silverthorn said that she had struggled with whether to report the incident in order to protect others from what she thought was a practiced routine. She told several people over the years and discussed with her daughter the possibility of speaking publicly. “She was disturbed by what went down,” her daughter, Persephanie, a clinical psychologist, told me. “She was active in screenwriting at the time. It was a completely professional meeting, and that was completely unprofessional behavior.”

Other new allegations against Moonves relate to women who worked with him as massage therapists. Two former senior members of the staff at the Four Seasons Hotel in Washington, D.C., told me that, in the late nineties and early aughts, massage therapists at its spa repeatedly complained of sexual misconduct by Moonves. “I just remember he always had to have a female; it always had to be in his suite,” Debra Williams, the spa director at the time, told me. “And it was quite a few times that those women would come back and say, ‘I’m never going up there again.’” The massage therapists, who worked as contractors, told Williams that Moonves would remove his towel, expose himself, and proposition them. “They would come to me in my office just kind of shaken,” she recalled. She said that she struggled with what to do, given Moonves’s position and prominence in the entertainment industry. “I was, like, ‘Damn, this guy runs CBS. This is a big deal,’” she told me. Eventually, Williams said, she reported Moonves to the hotel’s rooms director at the time, who asked to remain anonymous but confirmed that Moonves had been the subject of the complaints. (His wife also recalled him mentioning the matter at the time.) The rooms director said that he contacted Moonves and warned him that, if the behavior didn’t stop, “We’re not gonna be able to offer you services anymore.”

Deborah Kitay, who formerly worked as a massage therapist in Los Angeles, told me that Moonves harassed her when she gave him massages at his office and home in the late nineties. “Bottom line is, every time I went in there for about a year and a half to two years, he would ask me to work higher up his leg in a way that was clearly sexual,” she told me. On one occasion, she said, as she drew closer to his penis, he asked her to “touch it.” On another, Moonves threw off the sheet covering him and exposed himself to her. She said she

repeatedly told Moonves that she didn't "do that kind of work," and brought up his wife in the hope that it would discourage him. She said that Moonves continued to proposition her, until she told him that she was attracted to women. "I'm actually bisexual," she said, "but I thought if I told him that, he'd leave me alone. And it worked." She called the experience "very stressful," but said that she always stopped short of terminating their sessions, fearing that the fallout from embarrassing Moonves might harm her career. Kitay told her romantic partner at the time, Jael Greenleaf, who remembered Kitay raising the issue repeatedly over the course of several months. "She was upset by it, and sort of flabbergasted." Kitay also called her brother David, a film composer, about the situation. Moonves "did all kinds of things that made her feel very uncomfortable," David recalled. "It was offensive and disgusting and sad."

Kitay told me that her experience with Moonves caused her to decline further work on male clients, and ultimately contributed to her decision to leave massage therapy. Years later, she was convicted of a count of wire fraud for participating in a deceptive real-estate scheme. Knowing that her criminal history might be publicized, Kitay only stepped forward when she heard about Moonves's statements regarding consent. "It was a weekly thing," she said of Moonves's alleged sexual advances. "And I said no every time."

In the weeks since the disclosure of earlier allegations against Moonves and complaints about a broader culture of harassment at CBS, a tense atmosphere has emerged in parts of the company, employees told me. At CBS News, the situation has been particularly fraught, with employees being asked to speak to law-firm investigators as their superiors, accused of misconduct, continue to work at the company.

Last month, six former employees said that Jeff Fager, the "60 Minutes" executive producer and former CBS News chairman, had touched employees at company parties in ways that made them feel uncomfortable. Others said that Fager protected men accused of misconduct, including men who reported to him. CBS announced that Fager would remain in his current position until an investigation by an outside law firm was completed. In a speech to staff last month after returning from vacation, Fager addressed the allegations. In a statement for this story, Fager said, "I have encouraged everyone at 60 Minutes to speak to the lawyers reviewing our culture with the hope that our entire staff would have a voice, and the truth would come out about our workplace. It was at the center of my talk to the staff when we returned from vacation because I believe that a fair and open investigation will determine 60 Minutes is a good place where talented women and men thrive and produce some of the finest broadcast journalism in America."

In a new allegation against Fager, Sarah Johansen, a producer who was an intern at CBS in the late aughts, said that he groped her at a work party. Johansen told me that she felt compelled to speak because she simply "can't believe he's back there." Johansen told me that, when she was growing up, outside a small town in Denmark, "I had really idolized '60 Minutes' since I was young. I can't possibly overstate how much it meant to me, even just to be an intern." She said that, upon arriving at the program, she was thrilled by the work but troubled by the culture. Like several others, she used the term "boy's club" to describe the atmosphere. "I really felt like this was one of the most sexist places I've ever worked," she said.

Johansen said that she had contact with Fager on only two occasions. The first, she said, was at a work party at a bar near the CBS News offices in Manhattan. She was in a group of co-workers when, “all of a sudden, I felt a hand on my ass,” she said. “The hand belonged to an arm which belonged to Jeff Fager.” Another producer told her it was colloquially referred to by women on the team as “the Fager arm,” which several said they were mindful to avoid at parties. “I was shocked,” Johansen said. “His hand should not be anywhere near his intern’s ass.” She said the contact was “more like a stroke. It wasn’t just a ‘Hey, what’s up?’ ” She didn’t think Fager was propositioning her, and interpreted the move as “a power trip.” She told me, “When he grabbed my ass, it was just, like, ‘Welcome to “60 Minutes.” You’re one of us now.’ ” She recalled making eye contact with Fager, laughing and walking away quickly. But she was troubled enough by the incident that, shortly afterward, she told a male producer, who corroborated her story. On the one other occasion when Johansen interacted with Fager directly, she and a fellow-intern invited him to lunch. She was excited that he accepted. “What does that say about me that he does that and then I still say, Ohh, I want to have lunch with the big boss?” she asked. “I hate myself for that. But I just wanted to be a producer.” Fager declined to comment on the allegation.

The initial allegations also included claims by nineteen current and former employees that Fager had tolerated harassment in the division. A number described the environment at “60 Minutes” under Fager’s leadership as “a frat house.” One producer, Habiba Nosheen, said that the program had a “Mad Men” culture. She and several others said that senior male members of the “60 Minutes” team asked about their sex lives and suggested they flirt with sources. One former employee said older male producers at the show greeted her by kissing her on the mouth and touching her rear end, and told me that Fager “seemed to encourage” the climate.

With Fager back at work, “people are now worried about reprisals, since the articles didn’t do much, it seems,” one “60 Minutes” producer told me, referring to the story in the *New Yorker* and a subsequent [article in the Washington Post](#) accusing Fager of tolerating abusive behavior by other male producers. “Until the networks change the power structure at the top, I won’t feel safe speaking out,” another producer told me.

In several recent high-profile cases, media companies have quickly fired figures accused of sexual harassment “for cause,” and withheld severance packages otherwise guaranteed by their contracts. At NBC, Matt Lauer, the former anchor of the “Today” show, was fired for cause hours before harassment allegations against him were disclosed by *Variety*. CBS fired Charlie Rose the day after the *Washington Post* published claims against him. But Moonves, who many on Wall Street laud for boosting CBS’s profits, occupies an unusual position of power. His current employment contract, which was reviewed by *The New Yorker*, lays out a number of grounds for firing him, including violating the company’s sexual-harassment policies. But the contract also allows him to depart of his own volition, with generous compensation, for a range of reasons, including any diminishment of his responsibilities, or, if, at any time, a majority of the CBS board members change. That proviso has given Moonves sway over the makeup of the board—the group now responsible for investigating him. The vast majority of board members are allied with Moonves in an ongoing legal battle between Shari Redstone,

the president of the holding company that controls Viacom and CBS, who has sought to merge the companies, and Moonves, who has resisted that effort. (None of the women who made allegations about Moonves in this story were familiar with, or linked to, the corporate battles at CBS.)

The board appointed two law firms, Covington & Burling and Debevoise & Plimpton, to investigate the allegations against Moonves. A number of individuals whom the firms have asked to interview said that they were concerned about the independence of the two firms, given the large amount of legal work they do for CBS. "If you knew how much money these firms were making from the mergers and acquisitions and the business side of CBS, there's no way you'd think they're impartial," one former executive who occupied senior positions on the CBS and Viacom legal teams told me. (Representatives for both law firms declined to comment.)

The sources familiar with the board's current discussions said that one point of contention was the portion of Moonves's exit package that could be "clawed back" if investigators find that he committed misconduct. They said that, at most, half of Moonves's pay could be withdrawn. Golden-Gottlieb, one of several women in this story who has volunteered to speak to investigators, said that she had little faith that Moonves would face meaningful consequences. "He's going to get away with it," she told me. "But I want to be there. I'm not going to be a shadow anymore."