

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 13

to

SCHEDULE 13E-3

Rule 13e-3 Transaction Statement (Pursuant to Section 13(e)
of the Securities Exchange Act of 1934)

QVC, INC.
(Name of Issuer)

QVC, INC.
QVC PROGRAMMING HOLDINGS, INC.
COMCAST CORPORATION
TELE-COMMUNICATIONS, INC.
(Name of Person(s) Filing Statement)

Common Stock, \$.01 par value per share
(Title of Class of Securities)

747262 10 3
(CUSIP Number of Class of Securities)

Neal S. Grabell Stanley L. Wang Stephen M. Brett
QVC, Inc. Comcast Corporation Tele-Communications, Inc.
1365 Enterprise Drive 1500 Market Street 5619 DTC Parkway
West Chester, PA 19380 Philadelphia, PA 19102 Englewood, CO 80111
(610) 701-1000 (215) 665-1700 (303) 267-5500

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

Copies to:

Pamela S. Seymon	Dennis S. Hersch	Frederick H. McGrath
Wachtell, Lipton, Rosen & Katz	Davis Polk & Wardwell	Baker & Botts, L.L.P.
51 West 52nd Street	450 Lexington Avenue	885 Third Avenue
New York, NY 10019	New York, NY 10017	New York, NY 10022
(212) 403-1000	(212) 450-4000	(212) 705-5000

August 11, 1994

(Date Tender Offer First Published,
Sent or Given to Securityholders)

QVC Programming Holdings, Inc., Comcast Corporation,
Tele-Communications, Inc. and QVC, Inc. hereby amend and supplement their Rule
13e-3 Transaction Statement on Schedule 13E-3 filed with the Securities and
Exchange Commission on August 11, 1994 (as previously amended and supplemented
the "Schedule 13E-3"), with respect to Bidders' Offer to Purchase for cash all
outstanding shares of Common Stock and Preferred Stock of QVC.

Information contained in the Schedule 13E-3 as hereby amended and
supplemented with respect to Comcast, Liberty, TCI, the Purchaser and the
Company and their respective executive officers, directors and controlling
persons is given solely by such person, and no other person has responsibility
for the accuracy or completeness of information supplied by such other persons.

Capitalized terms used but not defined herein shall have the
meaning assigned to them in the Schedule 13E-3.

Item 4. Terms of the Transaction.

The answer to Items 10(c) and 10(f) of Amendment No. 13 to the

Schedule 14D-1 is incorporated herein by reference.

Item 6. Source and Amount of Funds or Other Consideration.

(a) and (c) The answer to Items 4(a) and 4(b) of Amendment No. 13 to the Schedule 14D-1 is incorporated herein by reference.

Item 16. Additional Information.

The answer to Items 10(c) and 10(f) of Amendment No. 13 to the Schedule 14D-1 is incorporated herein by reference.

Item 17. Material to be Filed as Exhibits.

(d)(18) -- Text of Press Release issued by Comcast and TCI on December 15, 1994.*

* Incorporated by reference to Amendment No. 13 to the Schedule 14D-1.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 16, 1994

QVC, INC.

By: /s/ NEAL S. GRABELL

Name: Neal S. Grabell
Title: Senior Vice President,
General Counsel and
Corporate Secretary

QVC PROGRAMMING HOLDINGS, INC.

By: /s/ JULIAN A. BRODSKY

Name: Julian A. Brodsky
Title: Vice Chairman

COMCAST CORPORATION

By: /s/ JULIAN A. BRODSKY

Name: Julian A. Brodsky
Title: Vice Chairman

TELE-COMMUNICATIONS, INC.

By: /s/ STEPHEN M. BRETT

Name: Stephen M. Brett
Title: Executive Vice
President

EXHIBIT INDEX

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(d)(18)	Text of Press Release issued by Comcast and TCI on	
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December 15, 1994.*

* Incorporated by reference to Amendment No. 13 to the Schedule 14D-1.