

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 3, 1995

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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AMENDMENT NO. 16  
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  
QVC, INC.  
1365 ENTERPRISE DRIVE  
WEST CHESTER, PA 19380  
(610) 701-1000

STANLEY L. WANG  
COMCAST CORPORATION  
1500 MARKET STREET  
PHILADELPHIA, PA 19102  
(215) 665-1700

STEPHEN M. BRETT  
TELE-COMMUNICATIONS, INC.  
5619 DTC PARKWAY  
ENGLEWOOD, CO 80111  
(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:

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BAKER & BOTTS, L.L.P.  
885 THIRD AVENUE  
NEW YORK, NY 10022  
(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. 16 to the Schedule 14D-1 is incorporated herein by reference.

ITEM 6. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The answer to Items 4(a) and 4(b) of Amendment No. 16 to the Schedule 14D-1 is incorporated herein by reference.

ITEM 7. PURPOSE(S), ALTERNATIVES, REASONS AND EFFECTS.

The answer to Items 5(a)-(g) of Amendment No. 16 to the Schedule 14D-1 is incorporated herein by reference.

ITEM 8. FAIRNESS OF THE TRANSACTION.

The answer to Items 5(a)-(g) of Amendment No. 16 to the Schedule 14D-1 is incorporated herein by reference.

ITEM 9. REPORTS, OPINIONS, APPRAISALS AND CERTAIN NEGOTIATIONS.

The answer to Items 5(a)-(g) of Amendment No. 16 to the Schedule 14D-1 is incorporated herein by reference.

ITEM 11. CONTRACTS, ARRANGEMENTS OR UNDERSTANDINGS WITH RESPECT TO THE ISSUER'S SECURITIES.

The answer to Items 5(a)-(g) of Amendment No. 16 to the Schedule 14D-1 is incorporated herein by reference.

ITEM 14. FINANCIAL INFORMATION.

The answer to Items 10(c) and 10(f) of Amendment No. 16 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. 16 to the Schedule 14D-1 is incorporated herein by reference.

## ITEM 17. MATERIAL TO BE FILED AS EXHIBITS.

- (a)(2) -- Term Sheet for the Company Loan.\*
- (d)(21) -- Supplement to Offer to Purchase, dated February 3, 1995.\*
- (d)(22) -- Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).\*
- (d)(23) -- Notice of Guaranteed Delivery.\*
- (d)(24) -- Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (d)(25) -- Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (d)(26) -- Interim Financial Information from the Company's Quarterly Report on Form 10-Q for its fiscal quarter ended October 31, 1994.\*

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\* Incorporated by reference to Amendment No. 16 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: February 3, 1995

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

| EXHIBIT<br>NUMBER |    | DESCRIPTION                                                                                                                       | SEQUENTIALLY<br>NUMBERED PAGE |
|-------------------|----|-----------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| - - - - -         |    | - - - - -                                                                                                                         | - - - - -                     |
| (a)(2)            | -- | Term Sheet for the Company Loan.*                                                                                                 |                               |
| (d)(21)           | -- | Supplement to Offer to Purchase, dated February 3, 1995.*                                                                         |                               |
| (d)(22)           | -- | Letter of Transmittal (including Guidelines for Certification of<br>Taxpayer Identification Number on Substitute Form W-9).*      |                               |
| (d)(23)           | -- | Notice of Guaranteed Delivery.*                                                                                                   |                               |
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| (d)(26)           | -- | Interim Financial Information from the Company's Quarterly Report<br>on Form 10-Q for its fiscal quarter ended October 31, 1994.* |                               |

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\* Incorporated by reference to Amendment No. 16 to the Schedule 14D-1.