

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 14

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:

Pamela S. Seymon Wachtell, Lipton, Rosen & Katz 51 West 52nd Street New York, NY 10019 (212) 403-1000	Dennis S. Hersch Davis Polk & Wardwell 450 Lexington Avenue New York, NY 10017 (212) 450-4000	Frederick H. McGrath 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. 14 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. 14 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. 14 to the Schedule 14D-1 is incorporated herein by reference.

Item 17. Material to be Filed as Exhibits.

(a)(1) -- Commitment Letter, dated January 13, 1994, by and between Comcast and certain banks.(*)

(d)(18) -- Text of Press Release issued by Comcast and TCI on January 13, 1995.(*)

- -----

* Incorporated by Reference to Amendment No. 14 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: January 17, 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 Number -----	Description -----	Sequentially Numbered Page -----
(a)(1)	Commitment Letter, dated January 13, 1994, by and between Comcast and certain banks.(*)	
(d)(19)	Text of Press Release issued by Comcast and TCI on January 13, 1995.(*)	

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