

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

AMENDMENT NO. 12
to
SCHEDULE 14D-1(*)

Tender Offer Statement Pursuant to Section 14(d)(1)
of the Securities Exchange Act of 1934

QVC, INC.
(Name of Subject Company)

QVC PROGRAMMING HOLDINGS, INC.
COMCAST CORPORATION
TELE-COMMUNICATIONS, INC.
(Bidders)

Common Stock, \$.01 Par Value Per Share
(Title of Class of Securities)

747262 10 3
(CUSIP Number of Class of Securities)

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 Person Authorized to Receive Notices
and Communications on Behalf of Bidder)

Copies to:

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

* This Statement also constitutes Amendment No. 13 to the Schedule 13D filed
by Tele-Communications, Inc. and Amendment No. 34 to the Schedule 13D filed
by Comcast Corporation in each case with respect to the securities of the
Subject Company.

QVC Programming Holdings, Inc., Comcast Corporation and
Tele-Communications, Inc. hereby amend and supplement their Tender Offer
Statement on Schedule 14D-1 filed with the Securities and Exchange Commission
on August 11, 1994 (as previously amended and supplemented, the "Schedule
14D-1") with respect to Bidders' Offer to Purchase for cash all outstanding
shares of Common Stock and Preferred Stock of the Company.

Information contained in the Schedule 14D-1 as hereby amended and
supplemented with respect to Comcast, Liberty, TCI and the Purchaser 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 have the meaning
assigned to them in the Offer to Purchase and the Schedule 14D-1.

Item 4. Source and Amount of Funds or Other Consideration.

(a) and (b) The information set forth under "Special Factors
- -- Financing of the Transaction" in the Offer to Purchase is hereby amended
and supplemented to include the information set forth under Item 10 of this
Amendment.

Item 10. Additional Information.

(c) and (f) The information set forth under "Introduction", "The
Tender Offer -- 1. Terms of the Tender Offer", "-- 2. Acceptance for Payment
and Payment", "--3. Procedure for Tendering Shares", "-- 4. Withdrawal

Rights", "-- 10. Certain Conditions of the Offer" and "-- 11. Certain Legal Matters; Regulatory Approvals" in the Offer to Purchase is hereby amended and supplemented to include the following information:

On December 5, 1994, Comcast and TCI issued a press release in which they announced that (i) the FTC had agreed that the information previously provided by TCI, the Company and Ralph J. Roberts, as the ultimate parent entity of Comcast, to the FTC constituted substantial compliance with the Second Requests and (ii) accordingly, the waiting period under the HSR Act applicable to the purchase of Shares pursuant to the Offer expired at 11:59 P.M., New York City time, on November 25, 1994 and the waiting period under the HSR Act applicable to the acquisition by the Parent Purchasers of the shares of the Purchaser and the Parent Contribution would expire at 11:59 P.M., New York City time, on December 6, 1994.

However, in order to allow the FTC sufficient time to complete its review and continue discussions with Comcast and TCI relating to the transaction, the Parent Purchasers have agreed to provide ten days' notice to the FTC prior to consummating the Offer, such notice not to be given prior to December 6, 1994. Comcast and TCI have not yet determined when they intend to give such notice. In addition, there can be no assurance as to what action, if any, the FTC intends to take if such notice is given.

As previously disclosed, the Offer continues to be conditioned upon the Purchaser having obtained sufficient financing on terms satisfactory to it to purchase all of the outstanding Shares pursuant to the Offer, and the parties are continuing to pursue arrangements providing for such financing.

The Offer is currently scheduled to expire on December 16, 1994. As a consequence, holders of Shares are entitled to tender or withdraw their Shares pursuant to the Offer until 5:00 P.M., New York City time, on December 16, 1994, unless the Offer is further extended. However, Comcast and TCI currently believe that it is unlikely that all of the conditions to the Offer will be satisfied by December 16, 1994.

A copy of the press release of Comcast and TCI relating to the foregoing is attached hereto as Exhibit (a)(17) and is hereby incorporated by reference, and the foregoing description is qualified in its entirety by reference to such Exhibit.

The waiting period under the HSR Act applicable to the purchase of Shares pursuant to the Offer expired at 11:59 P.M., New York City time, on November 25, 1994, and the waiting period under the HSR Act applicable to the acquisition by the Parent Purchasers of the shares of the Purchaser and the Parent Contribution expired at 11:59 P.M., New York City time, on December 6, 1994.

On November 4, 1994, the FCC granted consent to the transfer of control of the Company's three domestic fixed-satellite earth station licenses from the stockholders of the Company to the Purchaser.

Item 11. Material to be Filed as Exhibits.

(a)(17) -- Text of Press Release issued by Comcast and TCI on December 5, 1994.

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 7, 1994

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)(17)	Text of Press Release issued by Comcast and TCI on December 5, 1994.	6

FOR IMMEDIATE RELEASE

COMCAST AND LIBERTY MEDIA
AGREE TO GIVE FTC NOTICE
BEFORE CLOSING QVC TENDER OFFER

Philadelphia, PA and Englewood, CO -- December 5, 1994: Comcast Corporation ("Comcast") and Tele-Communications, Inc. ("TCI") announced today that the Federal Trade Commission ("FTC") has agreed that the information previously provided by TCI, QVC, Inc. and Ralph J. Roberts, as the ultimate parent entity of Comcast, to the FTC constituted substantial compliance with second requests for information under the Hart-Scott-Rodino Antitrust Improvements Act (the "HSR Act") relating to the acquisition of QVC, Inc. by Comcast and Liberty Media Corporation, a wholly-owned subsidiary of TCI. Accordingly, the waiting period under the HSR Act applicable to the purchase of shares pursuant to the tender offer for stock of QVC expired at 11:59 P.M., New York City time, on November 25, 1994 and the waiting period under the HSR Act applicable to the acquisition by Comcast and TCI of the shares of the tender offer acquisition vehicle, QVC Programming Holdings, Inc. will expire at 11:59 P.M., New York City time, on December 6, 1994 unless extended by court order or mutual agreement of the applicable parties or earlier terminated.

However, in order to allow the FTC sufficient time to complete its review and continue discussions with Comcast and TCI relating to the transaction, Comcast and TCI have agreed to provide ten days' notice to the FTC prior to consummating the tender offer, such notice not to be given prior to December 6, 1994. Comcast and TCI have not yet determined when they intend to give such notice. In addition, there can be no assurance as to what action, if any, the FTC intends to take if such notice is given.

The tender offer continues to be conditioned upon, among other things, obtaining sufficient financing to purchase all of the outstanding shares pursuant to the tender offer, to consummate the second step merger and to pay related fees and expenses, and the parties are continuing to pursue arrangements providing for such financing.

The tender offer is currently scheduled to expire on December 16, 1994. As a consequence, holders of QVC shares are entitled to tender or withdraw their shares pursuant to the tender offer until 5:00 P.M., New York City time, on December 16, 1994, unless the offer is further extended. However, Comcast and TCI currently believe that it is unlikely that all of the conditions to the tender offer will be satisfied by December 16, 1994.

Comcast Corporation is principally engaged in the development, management and operation of cable communications networks. After completion of the acquisition of Maclean Hunter's United States cable properties, Comcast's consolidated and prorated affiliated operations will serve approximately 3.3 million cable subscribers, making it the third largest cable operator in the country. Comcast provides cellular telephone services in the

Northeast United States to markets encompassing a population in excess of 7.4 million. Comcast also has investments in cable programming, telecommunications systems, and international cable and telephony franchises.

Comcast's Class A and Class A Special Common Stock are traded on the Nasdaq Stock Market under the symbols CMCSA and CMCSK, respectively.

Liberty is a wholly-owned subsidiary of Tele-Communications, Inc. TCI is the United States' largest cable television operator, serving 10.9 million customers in 48 states, Puerto Rico and the District of Columbia. The company also holds interests in several national cable programming networks.

Tele-Communications, Inc. is traded in the Nasdaq National Market with Class A and Class B Common Stock and Class B Preferred Stock trading separately under the symbols of TCOMA, TCOMB and TCOMP, respectively.

FOR FURTHER INFORMATION CONTACT:

Comcast Corporation

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William E. Dordelman	Kathleen B. Jacoby
Assistant Treasurer	Director of Investor Relations
(215) 981-7550	(215) 981-7392

Tele-Communications, Inc.

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Steve Smith	Vivian Carr
Investor Relations	Liberty Media

(303) 267-5048

(303) 721-5406