

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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AMENDMENT NO. 11

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)

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|                        |                        |                           |
|------------------------|------------------------|---------------------------|
| 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) 430-1000         | (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. 11 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. 11 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. 11 to the Schedule 14D-1 is incorporated herein by reference.

Item 17. Material to be Filed as Exhibits.

(d) (16) -- Text of Press Release issued by Comcast and TCI on November 21, 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: November 21, 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

| Exhibit<br>Number | Description                                                                  | Sequentially<br>Numbered Page |
|-------------------|------------------------------------------------------------------------------|-------------------------------|
| (d) (16)          | Text of Press Release issued by Comcast and TCI on<br>November 21, 1994. (*) |                               |

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\*Incorporated by reference to Amendment No. 11 to the Schedule 14D-1.