

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 15, 1994

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2

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

(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) 430-1000

STANLEY L. WANG
COMCAST CORPORATION
1500 MARKET STREET
PHILADELPHIA, PA 19102
(215) 981-7510

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

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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 and Tele-Communications, Inc. (collectively, the "Bidders") and QVC, Inc. ("QVC") hereby amend and supplement their Rule 13e-3 Transaction Statement on Schedule 13E-3 filed with the Securities and Exchange Commission (the "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 with respect to Comcast, Liberty, TCI and QVC 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 (as hereby amended).

ITEM 4. TERMS OF THE TRANSACTION.

(a) The information set forth under "Introduction", "Special Factors -- The Merger Agreement", "-- Dissenters Rights", "-- Certain Effects of the Transaction", "The Tender Offer -- 1. Terms of the Offer", "-- 2. Acceptance for Payment and Payment", "-- 3. Procedure for Tendering Shares", "-- 4. Withdrawal Rights" and "-- 10. Certain Conditions of the Offer" in the Offer to Purchase is incorporated herein by reference.

ITEM 16. ADDITIONAL INFORMATION.

The answer to Item 10(f) of Amendment No. 2 to the Schedule 140-1, is incorporated herein by reference.

ITEM 17. MATERIAL TO BE FILED AS EXHIBITS.

(d)(9) -- Text of Press Release issued by Comcast on August 11, 1994.*

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* Incorporated by reference 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: August 15, 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