

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

AMENDMENT NO. 10
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	Stephen M. Brett
Comcast Corporation	Tele-Communications, Inc.
1500 Market Street	5619 DTC Parkway
Philadelphia, PA 19102	Englewood, CO 80111
(215) 665-1700	(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	Frederick H. McGrath
Davis Polk & Wardwell	Baker & Botts, L.L.P.
450 Lexington Avenue	885 Third Avenue
New York, NY 10017	New York, NY 10022
(212) 450-4000	(212) 705-5000

* This Statement also constitutes Amendment No. 11 to the Schedule 13D filed by Tele-Communications, Inc. and Amendment No. 32 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 2. Identity and Background.

(a) - (d) The information set forth under "Introduction" and "The Tender Offer -- 7. Certain Information Concerning the Purchaser and the Joint Bidders" in the Offer to Purchase is hereby amended and supplemented to include the following information:

As previously disclosed, on August 4, 1994, Liberty and Old TCI consummated the TCI/Liberty Merger, in which each of Liberty and Old TCI became subsidiaries of TCI, a newly formed holding company. Accordingly, the business currently conducted by TCI is the business previously conducted by its wholly-owned subsidiaries, Liberty and Old TCI, prior to the TCI/Liberty Merger.

In connection with the TCI/Liberty Merger and the subsequent restructuring of the assets of Old TCI and Liberty, (a) the corporate name of Liberty has been changed to TCI Cable Investments, Inc. ("Old Liberty") and a new wholly-owned subsidiary of TCI has been incorporated under the name

"Liberty Media Corporation" ("New Liberty"), (b) Liberty QVC, Inc., which at the time of the execution of the Joint Bidding Agreement was the wholly-owned subsidiary of Old Liberty that held all of the Shares to be contributed by Old Liberty to the Purchaser in the Parent Contribution, has become a wholly-owned subsidiary of New Liberty, and Liberty QVC, Inc. continues to hold such Shares, and (c) certain former subsidiaries of TCI that hold Shares have become wholly-owned subsidiaries of New Liberty or have transferred their Shares to New Liberty or its wholly-owned subsidiaries.

As a result of the events described in the foregoing paragraph, TCI and Comcast have entered into a letter agreement (the "TCI Letter Agreement") dated as of October 13, 1994. The TCI Letter Agreement provides, among other things, that New Liberty (a) agrees to be bound by all of the provisions of the Joint Bidding Agreement, (b) assumes and agrees, subject to the terms and conditions set forth therein, to perform all liabilities and obligations of Old Liberty under the Joint Bidding Agreement (including, but not limited to, the obligations regarding the contribution to the Purchaser of Shares (the "Liberty Shares") and cash in connection with the consummation of the Offer) and (c) agrees to make an additional contribution to the Purchaser of the 17,922 shares of Series B Preferred Stock and 113,040 shares of Common Stock acquired by New Liberty as a result of the transactions described in clause (c) of the preceding paragraph (the "Liberty Additional Shares") upon the same terms and conditions as the Liberty Shares are to be contributed to the Purchaser. The TCI Letter Agreement further provides that the contribution of the Liberty Additional Shares will reduce the amount of cash to be contributed by New Liberty to the Purchaser pursuant to the Joint Bidding Agreement in connection with the consummation of the Offer by \$13,443,960 (which is the amount obtained by multiplying the 292,260 Fully Diluted Shares comprising the Liberty Additional Shares by the Offer price of \$46 per share of Common Stock), and as a result the Liberty Additional Contribution (as defined in the Joint Bidding Agreement) will be \$6,556,040. A copy of the TCI Letter Agreement is attached hereto as Exhibit (a)(15), and the foregoing description is qualified in its entirety by reference to such Exhibit.

On September 26, 1994, Comcast announced that it had reached an agreement in principle with the California Public Employees' Retirement System ("CalPERS") to form a joint venture, into which CalPERS will invest \$250 million. The joint venture will be owned 55% by Comcast and 45% by CalPERS and will be managed by Comcast. It is anticipated that the joint venture will initially acquire the U.S. cable television operations of Maclean Hunter Limited. As previously disclosed, on June 19, 1994, Comcast announced its agreement to purchase from RCI such operations for approximately \$1.3 billion in cash, subject to certain purchase price adjustments.

Item 3. Past Contacts, Transactions or Negotiations with the Subject Company.

(a) - (b) The information set forth under "Introduction", "Special Factors -- Background of the Transaction" and "-- Interests of Certain Persons in the Transaction" and "The Tender Offer -- 7. Certain information Concerning the Purchaser and the Joint Bidders" in the Offer to Purchase is hereby amended and supplemented to include the information set forth under Item 2 of this Amendment No. 10 to the Schedule 14D-1 ("this Amendment").

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

(a) 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 2 of this Amendment.

Item 6. Interests in Securities of the Subject Company.

(a) - (b) The information set forth under "Introduction", "Special Factors -- Background of the Transaction" and "-- Interests of Certain Persons in the Transaction" and "The Tender Offer -- 7. Certain information Concerning the Purchaser and the Joint Bidders" in the Offer to Purchase is hereby amended and supplemented to include the information set forth under Item 2 of this Amendment.

Item 7. Contracts, Arrangements, Understandings or Relationships with Respect to the Subject Company's Securities.

The information set forth under "Introduction", "Special Factors -- Background of the Transaction" and "-- Interests of Certain Persons in the Transaction" and "The Tender Offer -- 7. Certain information Concerning the Purchaser and the Joint Bidders" in the Offer to Purchase is hereby amended and supplemented to include the information set

forth under Item 2 this Amendment.

Item 10. Additional Information.

(c) and (f) The information set forth under "The Tender Offer -- 11. Certain Legal Matters; Regulatory Approvals" in the Offer to Purchase is hereby amended and supplemented to include the following information:

On October 26, 1994, the FTC issued subpoenas to Ralph J. Roberts, Brian L. Roberts, John C. Malone, Peter R. Barton, Barry Diller and Douglas S. Briggs requiring that they appear for depositions in connection with the Second Requests issued by the FTC pursuant to the HSR Act. The subpoenas do not change the waiting periods under the HSR Act applicable to either (i) the purchase of Shares pursuant to the Offer or (ii) the acquisition by the Parent Purchasers of the shares of the Purchaser and the Parent Contribution.

Item 11. Material to be Filed as Exhibits.

(a)(15) -- Letter Agreement among TCI Cable Investments, Inc., Liberty Media Corporation, Tele-Communications, Inc. and Comcast Corporation dated as of October 13, 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 4, 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)(15)	Letter Agreement among TCI Cable Investments, Inc., Liberty Media Corporation, Tele-Communications, Inc. and Comcast Corporation dated as of October 13, 1994.	8

[Tele-Communications, Inc. Letterhead with Logo]

Stephen M. Brett
Executive Vice President
Secretary & General Counsel

October 13, 1994

Comcast Corporation
1500 Market Street
Philadelphia, PA 19102-4735

Dear Sir:

Reference is made to the letter agreement (the "Agreement") dated August 4, 1994, among Comcast Corporation ("Comcast"), Liberty Media Corporation ("Liberty") and Tele-Communications, Inc. ("TCI") pursuant to which each of Liberty and Comcast agreed, among other things, to transfer certain shares of QVC, Inc. ("QVC") capital stock owned by it to Comcast QMerger, Inc. ("QVC Holdings") in connection with the acquisition by Comcast and Liberty of all of the capital stock of QVC. Capitalized terms not defined herein shall have the meanings ascribed to such terms in the Agreement.

In connection with the business combination of TCI and Liberty which was consummated in early August and the subsequent restructuring of the assets of TCI and Liberty, please be advised that: (a) the corporate name of Liberty has been changed to "TCI Cable Investments, Inc." ("Old Liberty"), and a new wholly-owned subsidiary of TCI has been incorporated under the name "Liberty Media Corporation" ("New Liberty"); (b) Liberty QVC, Inc., which at the time of the execution of the Agreement was the wholly-owned subsidiary of Old Liberty which held all of the QVC securities referred to in Schedule IV to the Agreement, has become a wholly-owned subsidiary of New Liberty, and Liberty QVC, Inc. continues to hold all of the QVC securities specified in Schedule IV; and (c) certain former subsidiaries of TCI holding QVC securities have become wholly-owned subsidiaries of New Liberty or have transferred their QVC securities to New Liberty or its wholly-owned subsidiaries.

In accordance with the Agreement, New Liberty hereby (i) agrees to be bound by all of the provisions of the Agreement, (ii) assumes and agrees, subject to the terms and conditions set forth therein, to perform all liabilities and obligations of Old Liberty under the Agreement (including, but not limited to, the contribution to QVC Holdings of (x) all of the QVC securities specified on Schedule IV to the Agreement to be contributed by Old Liberty and (y) the Liberty Additional Contribution (as adjusted pursuant to the terms of this letter agreement)) and (iii) agrees to make an additional contribution to QVC Holdings of the 17,922 shares of QVC Class B Preferred Stock and 113,040 shares of QVC common stock acquired by it as a result of the transactions referred to in clause (c) of the preceding paragraph upon the same terms and conditions as the Liberty QVC Securities (as defined below) are to be contributed to QVC Holdings. The parties acknowledge and agree that the contribution of these additional QVC securities by New Liberty will reduce by \$13,443,960 (which is the product of the additional 292,260 equivalent shares to be contributed multiplied by \$46) the amount of cash New Liberty is required to contribute to QVC Holdings and, as a result, the amount of the Liberty Additional Contribution will be \$6,556,040.

Therefore, in accordance with the Agreement and at the time specified therein, New Liberty will contribute to QVC Holdings the QVC securities specified in Schedule IV to the Agreement (the "Liberty QVC Securities"), together with 17,922 shares of QVC Class B Preferred Stock and 113,040 shares of QVC common stock (the "Liberty Additional Securities"), and cash in respect of the Liberty Additional Contribution in the amount of \$6,556,040. Attached hereto is an Amended and Restated Schedule IV to the Agreement, which the parties agree will replace Schedule IV to the Agreement in its entirety. In addition, the parties acknowledge and agree that the transfers of QVC securities from Old Liberty and TCI to New Liberty do not constitute transfers of QVC capital stock that are prohibited or otherwise restricted by the Agreement.

Except as provided herein, the Agreement is hereby ratified, confirmed and adopted. If the foregoing is acceptable to you, please execute a copy of this letter agreement and return it to the undersigned.

Very truly yours,

"Old Liberty"

TCI CABLE INVESTMENTS, INC.

By: /s/ Stephen M. Brett

Name: Stephen M. Brett
Title: Executive Vice President

"New Liberty"
LIBERTY MEDIA CORPORATION

By: /s/ Stephen M. Brett

Name: Stephen M. Brett
Title: Executive Vice President

TELE-COMMUNICATIONS, INC.

By: /s/ Stephen M. Brett

Name: Stephen M. Brett
Title: Executive Vice President

Accepted and Agreed as of
the date first above written:

COMCAST CORPORATION

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Vice President

AMENDED AND RESTATED SCHEDULE IV
TO AGREEMENT DATED AUGUST 4, 1994

QVC SECURITIES HELD
BY COMCAST AND LIBERTY
TO BE CONTRIBUTED TO QVC HOLDINGS

I. Liberty

Common Stock:	6,640,247 shares
Class B Preferred Stock:	17,922 shares (convertible into 179,220 shares of Common Stock)
Class C Preferred Stock:	372,866 shares (convertible into 3,728,660 shares of Common Stock)

II. Comcast

Common Stock:	6,207,434 shares
Class C Preferred Stock:	72,050 shares (convertible into 720,500 shares of Common Stock)
Warrants to Purchase Common Stock:	1,700,000