

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

AMENDMENT NO. 3
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) 655-1700

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

Frederick H. McGrath
Baker & Botts, L.L.P.
885 Third Avenue
New York, NY 10022

* This Statement also constitutes Amendment No. 4 to the Schedule 13D filed by Tele-Communications, Inc. and Amendment No. 25 to the Schedule 13D by Comcast Corporation in each case with respect to the securities of the Subject Company.

QVC Programming Holdings, Inc., Comcast Corporation and TeleCommunications, 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 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 (as hereby amended).

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

Item 3 of the Schedule 14D-1 is hereby supplemented and amended to include the following information:

On August 15, 1994 the options (the "Paramount Options") to purchase an aggregate of 14,294,600 shares of Common Stock, which the Company granted to BellSouth, Cox and Advance pursuant to the Stock Option Agreement, expired without the exercise thereof, in whole or in part, by any of BellSouth, Cox or Advance. In connection with the expiration of the Paramount Options, except as otherwise expressly provided therein, the Stock Option Agreement (including the Acknowledgement and Agreement executed by Comcast and Liberty and the other agreements ancillary thereto and referred to therein) by its terms, including, without limitation,

BellSouth's agreement to become a party to the Stockholders Agreement in the event that it purchased shares of common stock pursuant to the Stock Option Agreement, became void and of no effect as to the Company and each of BellSouth, Cox and Advance. As a result of the expiration of the Paramount Options, the number of outstanding Fully Diluted Shares set forth in the Offer to Purchase (which number had excluded the shares of Common Stock underlying the Paramount Options) will not change.

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

Item 7 of the Schedule 14D-1 is hereby supplemented and amended to include the following information:

The information set forth in Item 3 is incorporated herein by reference.

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 17, 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