

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A/A

Amendment No. 1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

COMCAST CORPORATION

(Exact name of issuer as specified in its charter)

Pennsylvania  
(State of incorporation or organization)

1500 Market Street  
Philadelphia, Pennsylvania  
(Address of principal executive offices)

23-1709202  
(I.R.S. Employer  
Identification No.)

19102-2148  
(zip code)

If this Form relates to the registration  
of a class of debt securities and is  
effective upon filing pursuant to  
General Instruction A(c)(1) please check  
the following box. [ ]

If this Form relates to the registration of a class of  
debt securities and is to become effective  
simultaneously with the effectiveness of a concurrent  
registration statement under the Securities Act of 1933  
pursuant to General Instruction A(c)(2) please check  
the following box. [ ]

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
to be so Registered

Name of Each Exchange on Which  
Each Class is to be Registered

Securities to be registered pursuant to Section 12(g) of the Act:

Class A Common Stock, par value \$1.00  
Class A Special Common Stock, par value \$1.00  
(Title of class)

Item 1. Description of Registrant's Securities to be Registered

The statements made under this caption include summaries of certain  
provisions contained in the articles of incorporation (the "Articles of  
Incorporation") and by-laws (the "By-Laws") of Comcast Corporation (the  
"Company"). These statements do not purport to be complete and are qualified  
in their entirety by reference to the Articles of Incorporation and By-Laws.

The authorized capital stock of the Company consists of 500,000,000  
shares of Class A Special Common Stock, \$1.00 par value (the "Class A Special  
Common Stock"); 200,000,000 shares of Class A Common Stock, \$1.00 par value  
(the "Class A Common Stock"); 50,000,000 shares of Class B Common Stock, \$1.00  
par value (the "Class B Common Stock"); and 20,000,000 shares of preferred  
stock, without par value (the "Preferred Stock").

Common Stock

**Dividends.** Subject to the preferential rights of any Preferred Stock then outstanding, the holders of Class A Special Common Stock, Class A Common Stock and Class B Common Stock (collectively, the "Common Stock") are entitled to receive pro rata per share such cash dividends as from time to time may be declared by the Company's Board of Directors out of funds legally available therefor. The Articles of Incorporation provide that stock dividends on, or stock splits of, any class of Common Stock shall not be paid or issued unless paid or issued on all classes of Common Stock, in which case they are to be paid or issued only in shares of that class or in shares of either Class A Common Stock or Class A Special Common Stock. The Company may, however, subject to the discretion of the Board of Directors, (i) make distributions to shareholders of equity interests in the Company or other entities in which holders of each of the three classes of Common Stock would receive different classes of such equity interests with relative rights equivalent to the existing relative rights of the three existing classes and (ii) adopt plans of merger, asset transfer, division, share exchange or recapitalization accomplishing the same result.

**Voting Rights.** The holders of the Class A Special Common Stock are not entitled to vote in the election of directors or otherwise, except as required by applicable law, in which case, each holder of Class A Special Common Stock shall be entitled to one vote per share. Under applicable law, holders of Class A Special Common Stock have voting rights in the event of certain amendments to the Articles of Incorporation and certain mergers and other fundamental corporate changes. Each holder of Class A Common Stock has one vote per share and each holder of Class B Common Stock has 15 votes per share. Except in such instances where the holders of Class A Special Common Stock are expressly entitled to vote under applicable law, only the holders of the Class A Common Stock and the Class B Common Stock are entitled to vote and such holders vote as a single class. Neither the holders of Class A Common Stock nor the holders of Class B Common Stock have cumulative voting rights.

**Conversion of Class B Common Stock.** The Class B Common Stock is convertible on a share-for-share basis into either the Class A Common Stock or the Class A Special Common Stock at the option of the holder. Such conversion rights of holders of Class B Common Stock are subject to adjustment in certain circumstances upon the occurrence of certain events in order to prevent the dilution of the conversion rights and the voting rights of the holders of Class B Common Stock.

**Liquidation.** In the event of the liquidation, dissolution or winding up, either voluntary or involuntary, of the Company, the holders of Class A Special Common Stock, Class A Common Stock and Class B Common Stock are entitled to receive, subject to any liquidation preference of any Preferred Stock then outstanding, the remaining assets, if any, of the Company in proportion to the number of shares held by them, respectively, without regard to class.

**Miscellaneous.** The holders of Class A Special Common Stock, Class A Common Stock and Class B Common Stock do not have any preemptive rights, except that if the right to subscribe to stock or options or warrants to purchase stock is offered or granted to all holders of Class A Special Common Stock or Class A Common Stock, parallel rights must be given to all holders of Class B Common Stock. No decrease in the number of shares of any class of Common Stock resulting from a combination or consolidation of shares or other capital reclassification may be made unless parallel action is taken with respect to each other class of Common Stock, so that the number of shares of each class of Common Stock outstanding is decreased proportionately.

All shares of Class A Special Common Stock, Class A Common Stock and Class B Common Stock presently outstanding are fully paid and non-assessable. The Company has been advised that the Class A Special Common Stock and Class A Common Stock are exempt from existing Pennsylvania personal property tax.

The Class A Special Common Stock and the Class A Common Stock are quoted on Nasdaq under the symbols "CMCSK" and "CMCSA," respectively. There is no established public trading market for the Class B Common Stock.

The transfer agent and registrar for the Class A Special Common Stock and Class A Common Stock is The Bank of New York, One Wall Street, New York, New York 10286.

## Preferred Stock

The Board of Directors of the Company is authorized to issue in one or more series up to a maximum of 20,000,000 shares of Preferred Stock. Preferred Stock may be issued with such designations, preferences, qualifications, privileges, limitations, restrictions, options, conversion or exchange rights and other special or relative rights as the Board of Directors

shall from time to time fix by resolution. Upon consummation of the Sports Venture Merger (as defined in Amendment No. 1 to the Company's Registration Statement on Form S-3 (File No. 333-06161)), there will be 6,370 shares of 5% Series A Convertible Preferred Stock, without par value (the "Series A Convertible Preferred Stock"), outstanding.

#### Series A Convertible Preferred Stock

**Rank.** The Series A Convertible Preferred Stock will be subject to the creation of securities that will rank prior to, on a parity with, or junior to the Series A Convertible Preferred Stock as to the payment of dividends and as to distribution of assets upon liquidation, dissolution or winding up.

**Dividends.** Each holder of Series A Convertible Preferred Stock will be entitled to receive, out of funds legally available therefor, cumulative cash dividends at the annual rate of \$250.00 per share, payable quarterly in arrears.

**Liquidation.** In the event of the liquidation, dissolution or winding up, whether voluntary or involuntary, of the Company, the holders of the Series A Convertible Preferred Stock will be entitled to receive an amount in cash equal to \$5,000.00 per share plus an amount equal to all dividends accrued and unpaid thereon to the date fixed for final distribution, before any payment or distribution of the assets of the Company will be made on the Common Stock or on any class or series of capital stock of the Company ranking junior to the Series A Convertible Preferred Stock.

**Redemption.** The Series A Convertible Preferred Stock may not be redeemed by the Company prior to the third anniversary of the date the Series A Convertible Preferred Stock is first issued (the "Issue Date"). Beginning on the third anniversary of the Issue Date, the Series A Convertible Preferred Stock may be redeemed in whole or in part at the option of the Company, out of funds legally available therefor, at a redemption price of \$5,000.00 in cash per share plus accrued and unpaid dividends, without interest, if the average market price per share of Class A Special Common Stock for any 20 trading days during any period of 30 consecutive trading days exceeds 130% of the conversion price during such period, provided that notice of any such redemption must be provided to the holders within the 15-day period immediately following the last day of any such 30-day period. The initial conversion price will be \$23.91, based on an initial conversion ratio of 209.1175, as described below. See "-- Conversion." Beginning on the fifth anniversary of the Issue Date, the Company may redeem the Series A Convertible Preferred Stock, in whole or in part, out of funds legally available therefor, at a redemption price of \$5,250.00 in cash per share, declining by \$50.00 for every full 12-month period after the fifth anniversary of the Issue Date and prior to the tenth anniversary of the Issue Date, plus accrued and unpaid dividends, without interest, if the average market price per share of Class A Special Common Stock for any 20 trading days during any period of 30 consecutive trading days exceeds the conversion price (which will initially be \$23.91, based on the initial conversion ratio) during such period, provided that notice of any such redemption must be provided to the holders within the 15-day period immediately following the last day of any such 30-day period. Beginning on the tenth anniversary of the Issue Date, the Series A Convertible Preferred Stock may be redeemed in whole or in part at the option of the Company, out of funds legally available therefor, at a redemption price of \$5,000.00 in cash per share plus accrued and unpaid dividends, without interest, irrespective of the market price of the Class A Special Common Stock.

**Conversion.** The Series A Convertible Preferred Stock will be convertible at any time and from time to time prior to the date of redemption, in whole or in part, at the option of the holders thereof, into shares of Class A Special Common Stock at an initial ratio of 209.1175 shares of Class A Special Common Stock for each share of Series A Convertible Preferred Stock, subject to certain conditions. No fractional shares of Series A Convertible Preferred Stock may be converted, and no fractional shares of Class A Special Common Stock will be issued upon conversion of the Series A Convertible Preferred Stock. Settlement of any fractional shares of Class A Special Common Stock will be made in cash based upon the then current market price of Class A Special Common Stock.

The initial conversion ratio will be adjusted in case of certain events, including (i) the issuance of shares of the Company's capital stock as a dividend or distribution on the Class A Special Common Stock; (ii) the subdivision or combination of Class A Special Common Stock or the issuance of shares of capital stock by reclassification of the Class A Special Common Stock; (iii) the issuance to all holders of Class A Special Common Stock of certain rights or warrants (other than pursuant to a shareholder rights plan) to subscribe for or purchase Class A Special Common Stock at a price less than its then current market value (or to subscribe for or purchase securities convertible into Class A Special Common Stock having an effective exercise

price per share of Class A Special Common Stock less than its then current market value); and (iv) the distribution to all holders of Class A Special Common Stock of evidences of indebtedness, assets (excluding regular cash dividends, dividends payable in capital stock referred to in clause (i) above, and distributions declared in the ordinary course), or rights or warrants (other than pursuant to a shareholder rights plan and other than rights or warrants referred to in clause (iii) above) to subscribe for or purchase any of the Company's securities.

If the Company is party to a merger or consolidation, a sale of all or substantially all of its assets or a recapitalization of the Class A Special Common Stock (excluding any transaction as to which clause (i) or (ii) of the immediately preceding paragraph applies), in each case as a result of which shares of Class A Special Common Stock will be converted into the right to receive stock, securities or other property, each share of Series A Convertible Preferred Stock that is not converted into the right to receive stock, securities or other property in such transaction will thereafter be convertible into the kind and amount of shares of stock, securities and other property receivable upon the consummation of such transaction by a holder of that number of shares or fraction thereof of Class A Special Common Stock into which one share of Series A Convertible Preferred Stock was convertible immediately prior to such transaction.

Voting Rights. The holders of Series A Convertible Preferred Stock will not be entitled to any voting rights except as otherwise provided by the Articles of Incorporation or by law.

## Item 2. Exhibits

- 1.1 Restated Articles of Incorporation filed on July 24, 1990 (incorporated by reference to Exhibit 3.1(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 1995).
- 1.2 Amendment to Restated Articles of Incorporation filed on July 14, 1994 (incorporated by reference to Exhibit 3.1(b) to the Company's Annual Report on Form 10-K for the year ended December 31, 1995).
- 1.3 Amendment to Restated Articles of Incorporation filed on July 12, 1995 (incorporated by reference to Exhibit 3.1(c) to the Company's Annual Report on Form 10-K for the year ended December 31, 1995).
- 1.4 Amendment to Restated Articles of Incorporation filed on June 24, 1996 (incorporated by reference to Exhibit 4.1(d) to the Company's registration statement on Form S-3 (File No: 333-06161) (the "Form S-3 Registration Statement").
2. Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3(ii) to the Company's Annual Report on Form 10-K for the year ended December 31, 1993).
3. Form of Statement of Designations, Preferences and Rights of 5% Series A Convertible Preferred Stock of the Company (incorporated by reference to Exhibit 4.1(e) to the Form S-3 Registration Statement).
4. Specimen Class A Common Stock Certificate (incorporated by reference to Exhibit 2(a) to the Company's Registration Statement on Form S-7 (File No. 2-69178) filed on September 17, 1980).
5. Specimen Class A Special Common Stock Certificate (incorporated by reference to Exhibit 4(2) to the Company's Annual Report on Form 10-K for the year ended December 31, 1986).

## SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Company has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Comcast Corporation

Date: July 16, 1996

By: /s/ Arthur R. Block

Arthur R. Block, Esq.  
Vice President and Senior  
Deputy General Counsel