
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

COMCAST CORPORATION
(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of
incorporation or organization)

27-0000798
(I.R.S. Employer
Identification No.)

**One Comcast Center
Philadelphia, PA 19103-2838**
(Address of Principal Executive Offices) (Zip Code)

COMCAST CORPORATION 2005 DEFERRED COMPENSATION PLAN
(Full title of the plan)

**Thomas J. Reid, Esq.
Chief Legal Officer and Secretary
Comcast Corporation
One Comcast Center
Philadelphia, PA 19103-2838**
(Name and address of agent for service)

(215) 286-1700
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 (the “Registration Statement”) is being filed in order to register an additional \$500 million of deferred compensation obligations (“Deferred Compensation Obligations”) of Comcast Corporation (the “Registrant”) under the Comcast Corporation 2005 Deferred Compensation Plan, as amended and restated (the “Deferred Compensation Plan”), which are securities of the same class and relate to the same employee benefit plan as those deferred compensation obligations registered on the Registrant’s registration statements on Form S-8 previously filed with the Securities and Exchange Commission on February 26, 2021 (Registration No. [333-253621](#)), April 26, 2018 (Registration No. [333-224456](#)), March 10, 2016 (Registration No. [333-210085](#)), February 12, 2014 (Registration No. [333-193903](#)), February 23, 2012 (Registration No. [333-179638](#)), and December 8, 2004 (Registration No. [333-121082](#)), all of which are hereby incorporated by reference.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 4. Description of Securities.

The information disclosed in this Item 4 provides a summary of the deferral provisions of the Deferred Compensation Plan, as amended through the date of this Registration Statement. The following description of the Deferred Compensation Obligations of the Registrant under the Deferred Compensation Plan is qualified by reference to the Deferred Compensation Plan, which is included as an exhibit to this Registration Statement. Capitalized terms used and not otherwise defined in this Registration Statement shall have the respective meanings attributed to such terms in the Deferred Compensation Plan.

Under the Deferred Compensation Plan, the Registrant will provide Eligible Employees of the Registrant and each of the Registrant’s subsidiaries which is a Participating Company, and Non-Employee Directors, with the opportunity to elect to defer all or a portion of the compensation to be received from the Registrant or another Participating Company, including compensation in the form of Restricted Stock Units granted under the Comcast Corporation 2023 Omnibus Equity Incentive Plan, provided that sales commissions or similar payments or awards or Severance Pay shall not be included as compensation for purposes of the Deferred Compensation Plan.

Except for amounts credited to the Accounts of Participants who are Non-Employee Directors, Section 16 Officers, other individuals designated by the Administrator and Participants with respect to whom the amount credited to the Income Fund is \$100 million or more (collectively, “Restricted Participants”), and Restricted Stock Units that are the subject of a deferral election, all amounts credited to Participant’s Accounts will be credited with income, gains and losses as if it were invested in the Income Fund. Amounts credited to the Accounts of Restricted Participants that are credited to other market-based investment funds, including a Company Stock Fund, will be credited with income, gains and losses as if it were invested in the other market-based investment fund.

Restricted Stock Units that are subject to a deferral election are credited to an “RSU Account” which is established to track the value of Participants’ deferred Restricted Stock Units. After a Participant elects to defer the receipt of shares subject to Restricted Stock Units, Participants’ Accounts are credited to the RSU Account in the form of deferred stock units as of the date the deferral election becomes effective. Each deferred stock unit represents a hypothetical share of the Registrant’s Common Stock credited to the Account in lieu of delivery of the Shares to which the deferral election applies. Each Participant eligible to defer Restricted Stock Units (other than Non-Employee Directors) may, subject to Administrator approval, elect to have a portion of the Participant’s Account credited in the form of deferred stock units deemed liquidated, with the proceeds of the deemed liquidation credited to the Income Fund (the “Diversification Elections”) or another investment fund, provided that the Income Fund is not available for diversified amounts credited to the Accounts of Restricted Participants. Diversification Elections are available to participants at any time that a registration statement filed under the Securities Act of 1933, as amended, is effective with respect to the Deferred Compensation Plan. Once these conditions are met, Diversification Elections will become effective on the later of the date designated by the participant on his or her Diversification Election or the next business day following the lapse of six months from the date Deferred Stock Units are credited to his or her Account.

As defined in the Deferred Compensation Plan, the Income Fund is a hypothetical investment fund pursuant to which income, gains and losses are credited to a Participant's Account as if such Account, to the extent deemed invested in the Income Fund, were credited with interest at the Applicable Interest Rate. As defined in the Deferred Compensation Plan, the Applicable Interest Rate means 9% per annum, compounded annually as of the last day of the calendar year (the "Standard Applicable Interest Rate"), except to the extent the Administrator, in its sole discretion, designated for the period extending from the date of a Participant's termination of employment to the date of his or her Account's distribution in full an Applicable Interest Rate equal to the lesser of (i) the Standard Applicable Interest Rate and (ii) the Prime Rate plus one percent, compounded annually as of the last day of the calendar year.

Except as otherwise provided in the case of a liquidation of the Registrant or a Change of Control, each Participant is permitted to specify by election the method of distribution of any amount credited to his or her Account. Under the terms of the Deferred Compensation Plan, a Participant may elect from among the following methods of distribution: (i) a lump sum payment; and (ii) substantially equal annual or monthly installments over a period of five or ten years.

Whether or not the Registrant is a Participant's employer, all compensation deferred under the Deferred Compensation Plan will continue for all purposes to be a part of the general funds of the Registrant and the Participant's Account will at all times represent the general obligation of the Registrant. Each Participant will be a general creditor of the Registrant with respect to all of the Registrant's Deferred Compensation Obligations to the Participant under the Deferred Compensation Plan, and will not have a secured or preferred position with respect to his or her Account. Nothing contained in the Deferred Compensation Plan shall be deemed to create an escrow, trust, custodial account or fiduciary relationship of any kind or to eliminate any priority or preferred position of a Participant in a bankruptcy matter with respect to claims for wages. Under the terms of the Deferred Compensation Plan, the right of a Participant in or to an Account, benefit or payment under the Deferred Compensation Plan shall not be subject in any manner to attachment or other legal process for the debts of such Participant; and no such Account, benefit or payment shall be subject to anticipation, alienation, sale, transfer, attachment, execution, garnishment, assignment or encumbrance. Because the Registrant has subsidiaries, the right of the Registrant, and hence the right of creditors of the Registrant (including Participants in the Deferred Compensation Plan), to participate in a distribution of the assets of a subsidiary upon its liquidation or reorganization or otherwise, necessarily is subject to the prior claims of creditors of the subsidiary, except to the extent that claims of the Registrant itself as a creditor may be recognized.

The Registrant, by action of the Board or the Administrator, without the consent of the Participants, may amend or modify the Deferred Compensation Plan at any time, except that no such action shall change the Applicable Interest Rate with respect to the portion of a Participant's Account that is attributable to an election made with respect to compensation earned in a calendar year and filed with the Administrator before the date of such action. The Registrant, by action of the Board, reserves the right at any time, or from time to time, to terminate the Deferred Compensation Plan.

Item 8. Exhibits.

Exhibit No.	Description
5.1	Opinion of Blank Rome LLP (regarding validity).
5.2	Opinion of Blank Rome LLP (regarding ERISA).
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Blank Rome LLP (contained in Exhibits 5.1 and 5.2).
24	Power of Attorney (contained in the signature pages hereto).
99	Comcast Corporation 2005 Deferred Compensation Plan, as amended and restated, effective February 28, 2023 (incorporated by reference to Exhibit 10.7 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2023).
107	Filing Fee Table.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, Commonwealth of Pennsylvania, on February 23, 2024.

COMCAST CORPORATION

By: /s/ Thomas J. Reid

Name: Thomas J. Reid

Title: Chief Legal Officer and Secretary

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Brian L. Roberts, Michael J. Cavanagh, Jason S. Armstrong and Thomas J. Reid and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Brian L. Roberts</u> Brian L. Roberts	Chairman and Chief Executive Officer; Director (Principal Executive Officer)	February 23, 2024
<u>/s/ Jason S. Armstrong</u> Jason S. Armstrong	Chief Financial Officer (Principal Financial Officer)	February 23, 2024
<u>/s/ Daniel C. Murdock</u> Daniel C. Murdock	Executive Vice President, Chief Accounting Officer and Controller (Principal Accounting Officer)	February 23, 2024
<u>/s/ Kenneth J. Bacon</u> Kenneth J. Bacon	Director	February 23, 2024
<u>/s/ Thomas J. Baltimore</u> Thomas J. Baltimore	Director	February 23, 2024
<u>/s/ Madeline S. Bell</u> Madeline S. Bell	Director	February 23, 2024
<u>/s/ Louise F. Brady</u> Louise F. Brady	Director	February 23, 2024
<u>/s/ Edward D. Breen</u> Edward D. Breen	Director	February 23, 2024
<u>/s/ Gerald L. Hassell</u> Gerald L. Hassell	Director	February 23, 2024
<u>/s/ Jeffrey A. Honickman</u> Jeffrey A. Honickman	Director	February 23, 2024
<u>/s/ Maritza G. Montiel</u> Maritza G. Montiel	Director	February 23, 2024
<u>/s/ Asuka Nakahara</u> Asuka Nakahara	Director	February 23, 2024
<u>/s/ David C. Novak</u> David C. Novak	Director	February 23, 2024

BLANKROME

One Logan Square
130 North 18th Street | Philadelphia, PA 19103-6998

February 23, 2024

Comcast Corporation
One Comcast Center
Philadelphia, PA 19103-2838

Ladies and Gentlemen:

We have acted as counsel to Comcast Corporation, a Pennsylvania corporation (the “Company”), in connection with the preparation of the Registration Statement on Form S-8 (the “Registration Statement”) to be filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Act”), relating to the registration by the Company of \$500,000,000 of deferred compensation obligations (the “Deferred Compensation Obligations”), which represent general unsecured obligations to pay deferred compensation in the future in accordance with the Comcast Corporation 2005 Deferred Compensation Plan, as amended and restated effective February 28, 2023 (the “Deferred Compensation Plan”). This opinion is furnished pursuant to the requirements of Item 601(b)(5) of Regulation S-K.

Although as counsel to the Company we have advised the Company in connection with a variety of matters referred to us by it, our services are limited to specific matters so referred. Consequently, we do not have knowledge of many transactions in which the Company has engaged or its day-to-day operations.

In rendering this opinion, we have examined the following documents: (i) the Company’s Amended and Restated Articles of Incorporation; (ii) the Company’s Amended and Restated By-Laws; (iii) resolutions adopted by the Compensation and Human Capital Committee of the Board of Directors (the “Board”); (iv) resolutions adopted by the Board; (v) the Registration Statement (including all exhibits thereto); (vi) the Deferred Compensation Plan; and (vii) a certificate from an assistant secretary of the Company. We have not made any independent investigation in rendering this opinion other than the document examination described. We have assumed and relied, as to questions of fact and mixed questions of law and fact, on the truth, completeness, authenticity and due authorization of all certificates, documents and records examined and the genuineness of all signatures.

Our opinion is limited to the Pennsylvania Business Corporation Law of 1988, as amended.

Based upon and subject to the foregoing, we are of the opinion that the Deferred Compensation Obligations, when issued in accordance with the Deferred Compensation Plan, will constitute valid and binding obligations of the Company enforceable against the Company in accordance with the terms of the Deferred Compensation Plan, except to the extent that enforcement thereof may be limited by (a) bankruptcy, insolvency, reorganization, receivership, fraudulent transfer, moratorium or other laws relating to or affecting creditors’ rights generally and (b) general principles of equity, regardless of whether enforceability is considered in a proceeding at law or in equity.

This opinion is given as of the date hereof. We assume no obligation to update or supplement this opinion to reflect any facts or circumstances which may hereafter come to our attention or any changes in laws which may hereafter occur.

This opinion is strictly limited to the matters stated herein and no other or more extensive opinion is intended, implied or to be inferred beyond the matters expressly stated herein.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission.

Sincerely,

/s/ BLANK ROME LLP

BLANK ROME LLP

BLANKROME

One Logan Square
130 North 18th Street | Philadelphia, PA 19103-6998

February 23, 2024

Comcast Corporation
One Comcast Center
Philadelphia, PA 19103-2838

Re: Comcast Corporation 2005 Deferred Compensation Plan

Ladies and Gentlemen:

We have served as counsel to Comcast Corporation, a Pennsylvania Corporation (the “Company”), in connection with the registration by the Company of obligations (“Deferred Compensation Obligations”) which may be incurred by the Company pursuant to the Company’s 2005 Deferred Compensation Plan (the “Plan”) and the filing of a registration statement on Form S-8 relating to the Deferred Compensation Obligations (the “Registration Statement”). Unless otherwise defined herein, capitalized terms used herein shall have the meanings assigned to them in the Registration Statement.

As such counsel, we have made such legal and factual examination and inquiries as we have deemed necessary or appropriate for purposes of this opinion and have made such additional assumptions as are set forth below.

The Plan was established to permit eligible employees and non-employee directors to defer the receipt of compensation otherwise payable to such non-employee directors and eligible employees in accordance with the terms of the Plan. The Plan states that it is unfunded and is maintained primarily for the purpose of providing deferred compensation to non-employee directors and to a select group of management or highly compensated employees. For the purpose of this opinion, we have assumed that (1) the Plan, as amended and restated, effective as of February 28, 2023, in its current form has been duly adopted, and (2) the Plan is maintained primarily for the purpose of providing the opportunity to defer the receipt of compensation by non-employee directors and a select group of management or highly compensated employees.

By its express terms, the Plan potentially results in a deferral of income by employees for periods extending to the termination of covered employment or beyond. Accordingly, the Plan is an “employee pension benefit plan” described in section 3(3) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). However, as a plan that is unfunded and maintained primarily for the purpose of providing deferred compensation to non-

employee directors and to a select group of management or highly compensated employees, the Plan is subject to parts 1 and 5 of Title I of ERISA, but not to any other provisions of ERISA. The Plan is not designed or operated with the purpose of satisfying the requirements for qualification under section 401(a) of the Internal Revenue Code of 1986, as amended. Parts 1 and 5 of Title 1 of ERISA do not impose any specific written requirements on non-qualified deferred compensation arrangements such as the Plan as a condition to compliance with the applicable provisions of ERISA. Further, the operation of the Plan pursuant to the written provisions of the Plan will not cause the Plan to fail to comply with parts 1 or 5 of Title 5 of ERISA.

On the basis of the foregoing, we are of the opinion that the provisions of the written document constituting the Plan comply with the requirements of ERISA pertaining to such provisions.

This opinion letter is issued as of the date hereof and is limited to the laws now in effect and in all respects is subject to and may be limited by future legislation, as well as by future case law. We assume no responsibility to keep this opinion current or to supplement it to reflect facts or circumstances which may hereafter come to our attention or any changes in laws which may hereafter occur.

We hereby expressly consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the 1933 Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Blank Rome LLP

Blank Rome LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated January 31, 2024, relating to the financial statements of Comcast Corporation and the effectiveness of Comcast Corporation's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Comcast Corporation for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

Philadelphia, Pennsylvania
February 23, 2024

CALCULATION OF FILING FEE TABLE

FORM S-8
(Form Type)COMCAST CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽¹⁾	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee
Debt	Deferred Compensation Obligations	Rule 457(h)	\$500,000,000	100%	\$500,000,000	\$147.60 per \$1,000,000	\$73,800.00
Total Offering Amounts						\$500,000,000	\$73,800.00
Total Fee Offsets							—
Net Fee Due							\$73,800.00

- (1) The Deferred Compensation Obligations to which this Registration Statement relates arise under the Comcast Corporation 2005 Deferred Compensation Plan, as amended and restated (the "Plan"), and are unsecured general obligations of Comcast Corporation to pay up to \$500,000,000 of deferred compensation from time to time in the future pursuant to compensation deferral elections made by participants in the Plan in accordance with the terms of the Plan.
- (2) Estimated pursuant to Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee.