UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of report (Date of earliest event reported): April 28, 2010

Comcast Corporation

(Exact Name of Registrant as Specified in its Charter)

Pennsylvania

(State or Other Jurisdiction of Incorporation)

001-32871 (Commission File Number)

27-000798 (IRS Employer Identification No.)

One Comcast Center
Philadelphia, PA
(Address of Principal Executive Offices)

19103-2838 (Zip Code)

Registrant's telephone number, including area code: (215) 286-1700

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- £ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- £ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- £ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- £ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition

On April 28, 2010, Comcast Corporation ("Comcast") issued a press release reporting the results of its operations for the three months ended March 31, 2010. The press release is attached hereto as Exhibit 99.1. Exhibit 99.2 sets forth the reasons Comcast believes that presentation of the non-GAAP financial measures contained in the press release provides useful information to investors regarding Comcast's financial condition and results of operations. To the extent material, Exhibit 99.2 also discloses the additional purposes, if any, for which Comcast's management uses these non-GAAP financial measures. A reconciliation of these non-GAAP financial measures with the most directly comparable GAAP financial measures is included in the press release itself. Comcast does not intend for this Item 2.02 or Exhibit 99.1 or Exhibit 99.2 to be treated as "filed" under the Securities Exchange Act of 1934, as amended, or incorporated by reference into its filings under the Securities Act of 1933, as amended.

Item 9.01. Exhibits

Exhibit Number	<u>Description</u>
99.1	Comcast Corporation press release dated April 28, 2010.
99.2	Explanation of Non-GAAP and Other Financial Measures.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 28, 2010

COMCAST CORPORATION

By: /s/ Lawrence J. Salva

Lawrence J. Salva Senior Vice President, Chief Accounting Officer and Controller

(Principal Accounting Officer)

PRESS RELEASE



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COMCAST REPORTS FIRST QUARTER 2010 RESULTS

- ; Consolidated Revenue Increased 3.8%
- **Consolidated Operating Cash Flow Increased 3.5%**
- **Consolidated Operating Income Increased 6.8%**
- Earnings Per Share of \$0.31 Increased 14.8%
- Free Cash Flow of \$1.9 Billion Increased 38.1%
- ; Repurchased 19.2 Million Common Shares in 1st Quarter for \$300 Million

Philadelphia, PA - April 28, 2010 ... Comcast Corporation (NASDAQ: CMCSA, CMCSK) today reported results for the quarter ended March 31,

Brian L. Roberts, Chairman and Chief Executive Officer of Comcast Corporation, said, "Our healthy operating and financial results for the first quarter mark a solid start to 2010. First quarter results were driven by robust customer growth, a rebound in advertising, momentum in Business Services and our continued focus on expense and capital management. We've also made significant progress in deploying All-Digital and DOCSIS 3.0, or wideband. These are strategic initiatives that will further enhance our superior products, strengthen our competitive position and build long term value for our shareholders."

Consolidated Financial Results

Revenue increased 3.8% in the first quarter of 2010 to \$9.2 billion, while Operating Cash Flow increased 3.5% to \$3.6 billion. Excluding \$14 million of NBC Universal-related transaction costs, Operating Cash Flow grew 3.9%. Operating Income increased 6.8% to \$1.9 billion. This growth was due to solid operating results across all segments, partially offset by higher expenses at Corporate and Other.

(\$ in millions)		1st Quarter		
	2009	2010	Growth	
Revenue	 '			
Cable	\$8,383	\$8,677	3.5%	
Programming	361	385	6.7%	
Corporate & Other	122	140	14.5%	
Total Consolidated Revenue	\$8,866	\$9,202	3.8%	
Operating Cash Flow (OCF)				
Cable	\$3,404	\$3,542	4.1%	
Programming	112	121	8.5%	
Corporate & Other	(72)	(98)	(37.5%)	
Total Consolidated OCF	\$3,444	\$3,565	3.5%	

For additional detail on revenue and operating expenses, customer metrics, and capital expenditures, please refer to the trending schedules on Comcast's Investor Relations website at www.cmcsa.com or www.cmcsk.com.

Earnings per Share¹ (EPS) for the quarter ended March 31, 2010 was \$0.31, a 14.8% increase from the \$0.27 reported in the first quarter of 2009.

- First quarter 2010 EPS includes operating expenses and other costs related to the NBC Universal transaction of \$29 million or \$17 million net of tax.
- First quarter 2009 EPS includes the recognition of income tax benefits of \$48 million or \$0.02 per share. Excluding this item, first quarter 2010 EPS would have grown 24.0% over the comparable period in 2009.

Capital Expenditures for the first quarter of 2010 declined 20.3% to \$925 million, or 10.1% of total revenue, reflecting timing of equipment purchases and improved pricing, partially offset by growth in Comcast Business Services and advanced services (HD and DVR), as well as the ongoing deployment of wideband and All-Digital.

Free Cash Flow (excluding any impact from the Economic Stimulus packages) increased 38.1% to \$1.9 billion in the first quarter of 2010 from \$1.4 billion in the first quarter of 2009 and Free Cash Flow per Share increased 42.6% to \$0.67 per share. The increase in Free Cash Flow was driven by lower capital expenditures and higher Net Cash Provided by Operating Activities, primarily due to growth in Consolidated Operating Cash Flow and lower cash payments for interest and income taxes.

(\$ in millions)		1st Quarter			
	2009	2010	Growth		
Net Cash Provided by Operating Activities	\$2,512	\$2,903	15.6%		
Capital Expenditures	(1,160)	(925)	(20.3%)		
Cash Paid for Capitalized Software	(105)	(80)	(23.8%)		
Cash Paid for Other Intangible Assets	(28)	(37)	32.1%		
Adjustments for Payment of Tax on Non-operating Items	147	26	(82.3%)		
Free Cash Flow	\$1,366	\$1,887	38.1%		

Note: The definition of Free Cash Flow remains unchanged and specifically excludes any impact from the 2008 or 2009 Economic Stimulus packages.

Cable Segment Results

For the quarter ended March 31, 2010, Cable segment revenue increased 3.5% to \$8.7 billion compared to \$8.4 billion in the first quarter of 2009. This increase reflects continued growth in High-Speed Internet (up 9%), Comcast Digital Voice (up 13%) and Comcast Business Services (up 49%), as well as a rebound in advertising revenue (up 24%), partially offset by lower video revenue (down 2%). Reflecting an increasing number of residential customers taking multiple products and a higher contribution from Comcast Business Services, the monthly average total revenue per video customer increased 6.3% to \$122.98.

Operating Cash Flow for the first quarter of 2010 increased 4.1% to \$3.5 billion compared to \$3.4 billion in the first quarter of 2009. Operating Cash Flow margin was 40.8% in the first quarter of 2010 compared to 40.6% in the first quarter of 2009. These results reflect a continued focus on expense management and improved operational efficiencies in Comcast Digital Voice, offset by increases in video programming and marketing expenses.

Customers. As of March 31, 2010, Comcast's Video, High-Speed Internet and Comcast Digital Voice customers totaled 47.7 million, reflecting 590,000 net additions during the first quarter of 2010.

(in thousands)	Customers			Net Additions		
	1Q09	1Q10	Growth	1Q10		
Video Customers	24,104	23,477	(2.6%)	(82)		
High-Speed Internet Customers	15,258	16,329	7.0%	399		
Voice Customers	6,771	7,895	16.6%	273		
Combined Video, HSI and Voice Customers	46,133	47,702	3.4%	590		
Digital Video Customers	17,293	18,843	9.0%	427		
Total Revenue Generating Units	63,426	66,544	4.9%	1,017		

Programming Segment Results

The Programming segment reported first quarter 2010 revenue of \$385 million, a 6.7% increase, while Operating Cash Flow increased 8.5% to \$121 million. These results reflect higher advertising and distribution revenue, partially offset by lower distribution revenues for VERSUS during the quarter and an increase in programming expenses.

Corporate and Other

Corporate and Other includes corporate overhead, Comcast Interactive Media (CIM), Comcast-Spectacor, and other operations and eliminations between Comcast's businesses. For the quarter ended March 31, 2010, Corporate and Other reported revenues of \$140 million, a 14.5% increase over the \$122 million reported in the first quarter of 2009, reflecting strong results at CIM and Comcast-Spectacor, partially offset by an increase in eliminations. The Operating Cash Flow loss for the first quarter of 2010 was \$98 million compared to a loss of \$72 million for the same time period in 2009. This quarter's Operating Cash Flow includes approximately \$14 million of expenses related to the NBC Universal transaction.

Share Repurchase and Dividend

During the first quarter of 2010, Comcast repurchased 19.2 million of its common shares for \$300 million. As of March 31, 2010, Comcast had approximately \$3.0 billion of availability remaining under its share repurchase authorization.

During the first quarter of 2010, Comcast paid cash dividends totaling \$268 million.

Notes:

1 Earnings per share amounts are presented on a diluted basis.

All percentages are calculated on whole numbers. Minor differences may exist due to rounding.

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Conference Call Information

Comcast Corporation will host a conference call with the financial community today, April 28, 2010 at 8:30 a.m. Eastern Time (ET). The conference call will be broadcast live on Comcast's Investor Relations website at www.cmcsa.com or www.cmcsk.com. Those parties interested in participating via telephone should dial (800) 263-8495 with the conference ID number 63736904. A replay of the call will be available starting at 12:30 p.m. ET on April 28, 2010, on the Investor Relations website or by telephone. To access the telephone replay, which will be available until Monday, May 3, 2010 at midnight ET, please dial (800) 642-1687 and enter passcode number 63736904. To automatically receive Comcast financial news by email, please visit www.cmcsa.com or <a href="https:/

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Caution Concerning Forward-Looking Statements

This press release contains forward-looking statements. Readers are cautioned that such forward-looking statements involve risks and uncertainties that could cause actual events or our actual results to differ materially from those expressed in any such forward-looking statements. Readers are directed to Comcast's periodic and other reports filed with the Securities and Exchange Commission (SEC) for a description of such risks and uncertainties. We undertake no obligation to update any forward-looking statements.

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Non-GAAP Financial Measures

In this discussion, we sometimes refer to financial measures that are not presented according to generally accepted accounting principles in the U.S. (GAAP). Certain of these measures are considered "non-GAAP financial measures" under the SEC regulations; those rules require the supplemental explanations and reconciliations that are in Comcast's Form 8-K (Quarterly Earnings Release) furnished to the SEC.

About Comcast Corporation

Comcast Corporation (Nasdaq: CMCSA, CMCSK) (www.comcast.com) is one of the nation's leading providers of entertainment, information and communication products and services. With 23.5 million video customers, 16.3 million high-speed Internet customers, and 7.9 million Comcast Digital Voice customers, Comcast is principally involved in the development, management and operation of cable systems and in the delivery of programming content.

Comcast's content networks and investments include E! Entertainment Television, Style Network, Golf Channel, VERSUS, G4, PBS KIDS Sprout, TV One, 11 regional sports networks operated by Comcast Sports Group and Comcast Interactive Media, which develops and operates Comcast's Internet businesses, including Comcast.net (www.comcast.net). Comcast also has a majority ownership in Comcast-Spectacor, which owns two professional sports teams, the Philadelphia 76ers NBA basketball team and the Philadelphia Flyers NHL hockey team, and a large, multipurpose arena in Philadelphia, the Wachovia Center, and manages other facilities for sporting events, concerts and other events.

TABLE 1

Condensed Consolidated Statement of Operations (Unaudited)



(in millions, except per share data)	Marc	nths Ended
Revenue	\$ 8,866	\$ 9,202
Operating expenses Selling, general and administrative expenses	3,592 1,830 5,422	3,732 1,905 5,637
Operating cash flow	3,444	3,565
Depreciation expense Amortization expense	1,380 253 1,633	1,379 251 1,630
Operating income	1,811	1,935
Other income (expense) Interest expense Investment income (loss), net Equity in net income (losses) of affiliates, net Other income (expense)	(570) 13 (14) (1) (572)	(524) 101 (32) (10) (465)
Income before income taxes	1,239	1,470
Income tax expense	(461)	(591)
Net income from consolidated operations	778	879
Net (income) loss attributable to noncontrolling interests	(6)	(13)
Net income attributable to Comcast Corporation	\$ 772	<u>\$ 866</u>
Diluted earnings per common share attributable to Comcast Corporation shareholders	\$ 0.27	<u>\$ 0.31</u>
Dividends declared per common share attributable to Comcast Corporation shareholders	\$ 0.0675	\$ 0.0945
Diluted weighted-average number of common shares	2,890	2,837



(in millions) ASSETS	December 31, 2009	March 31, 2010
Current Assets Cash and cash equivalents Investments Accounts receivable, net Other current assets Total current assets	\$ 671 50 1,711 791 3,223	\$ 3,483 41 1,581 863 5,968
Investments	5,947	6,267
Property and equipment, net	23,855	23,441
Franchise rights	59,452	59,452
Goodwill	14,933	15,029
Other intangible assets, net	4,105	3,976
Other noncurrent assets, net	1,218 <u>\$ 112,733</u>	1,287 \$ 115,420
LIABILITIES AND EQUITY		
Current Liabilities Accounts payable and accrued expenses related to trade creditors Accrued expenses and other current liabilities Current portion of long-term debt Total current liabilities	\$ 3,094 2,999 1,156 7,249	\$ 3,006 3,272 2,337 8,615
Long-term debt, less current portion	27,940	28,582
Deferred income taxes	27,800	27,756
Other noncurrent liabilities	6,767	7,140
Redeemable noncontrolling interests	166	148
Equity Comcast Corporation shareholders' equity Noncontrolling interests Total Equity	42,721 90 42,811 <u>\$ 112,733</u>	43,082 97 43,179 \$ 115,420



(in millions)		Three Mo Mar 2009	nths ch 31	
OPERATING ACTIVITIES				
Net income from consolidated operations Adjustments to reconcile net income from consolidated operations to net cash provided by operating activities:	\$	778	\$	879
Depreciation		1.380		1,379
Amortization		253		251
Share-based compensation		54		82
Noncash interest expense (income), net		44 14		35 32
Equity in net (income) losses of affiliates, net (Gains) losses on investments and noncash other (income) expense, net		14 15		(67)
Deferred income taxes		214		(07)
Changes in operating assets and liabilities, net of effects of acquisitions and divestitures:				
Change in accounts receivable, net		143		143
Change in accounts payable and accrued expenses related to trade creditors Change in other operating assets and liabilities		(94) (289)		(71) 240
Change in one operating assets and natinues	_	(209)		240
Net cash provided by operating activities	_	2,512	_	2,903
INVESTING ACTIVITIES				
Capital expenditures		(1,160)		(925)
Cash paid for software and other intangible assets		(133)		(117)
Acquisitions, net of cash acquired Proceeds from sales of investments		(7) 7		(172)
Proceeds from sales of investments Purchases of investments		(47)		1 (24)
Other		24		(19)
Citic	_			(10)
Net cash provided by (used in) investing activities	_	(1,316)		(1,256)
FINANCING ACTIVITIES				
Proceeds from borrowings		20		2,408
Repurchases and repayments of debt		(352)		(612)
Repurchases of common stock		- (4.00)		(300)
Dividends paid Other		(180)		(268) (63)
Office			_	(03)
Net cash provided by (used in) financing activities	_	(512)		1,165
Increase (decrease) in cash and cash equivalents		684		2,812
Cash and cash equivalents, beginning of period		1,195	_	671
Cash and cash equivalents, end of period	\$	1,879	\$	3,483

TABLE 4

Supplemental Information

Components of Net Cash Provided by Operating Activities (Unaudited)



(in millions)	Three Months Ended March 31,	
	2009	2010
Operating income	\$1,811	\$1,935
Depreciation and amortization	1,633	1,630
Operating income before depreciation and amortization	3,444	3,565
Noncash share-based compensation expense	54	82
Changes in operating assets and liabilities	(188)	(107)
Cash basis operating income	3,310	3,540
Payments of interest	(664)	(615)
Payments of income taxes	(161)	(46)
Proceeds from interest, dividends and other nonoperating items	27	24
Net Cash Provided by Operating Activities	\$2,512	\$2,903

Reconciliation of Operating Cash Flow excluding Operating Expenses related to the NBC Universal Transaction (Unaudited)

	Three Months Ended March 31,			
(in millions)	2009	2010	Growth %	Margin %
Operating Cash Flow	\$3,444	\$3,565	3.5%	38.7%
Operating Expenses related to the NBC Universal Transaction		14		
Operating Cash Flow excluding Operating Expenses related to the NBC Universal Transaction	\$3,444	\$3,579	3.9%	38.9%

Reconciliation of EPS Excluding Favorable Income Tax Benefits and the Costs of the NBC Universal Transaction (Unaudited)

	Three Months Ended March 31, 2009 2010			March 31, 2010 vs. 2		
(in millions, except per share data)	\$	EPS ⁽¹⁾	\$	EPS ⁽¹⁾	\$	EPS ⁽¹⁾
Net Income attributable to Comcast Corporation	\$772	\$0.27	\$866	\$0.31	12.2%	14.8%
Favorable income tax benefits $^{(2)}$ Costs related to the NBC Universal Transaction, net of tax $^{(3)}$	(48)	(0.02)	17	<u>=</u>		
Net Income attributable to Comcast Corporation (excluding favorable tax adjustments and costs related to the NBC Universal Transaction)	\$724	\$0.25	\$883	\$0.31	22.0%	24.0%

- (1) Based on diluted weighted-average number of common shares for the respective periods as presented in Table 1.
- (2) 2009 Net Income attributable to Comcast Corporation includes favorable income tax adjustments related to the settlement of uncertain tax positions and related interest.
- (3) 2010 Net Income attributable to Comcast Corporation includes \$14 million of operating expense, \$2 million of interest expense and \$13 million of other expense (\$29 million in total, \$17 million net of tax) related to the NBC Universal Transaction.

 $\underline{\text{Note}} :$ Minor differences may exist due to rounding.

Exhibit 99.2 - Explanation of Non-GAAP and Other Financial Measures

This Exhibit 99.2 to the accompanying Current Report on Form 8-K for Comcast Corporation (the "Company", "we", "us" or "our") sets forth the reasons we believe that presentation of financial measures not in accordance with generally accepted accounting principles in the United States (GAAP) contained in the earnings press release filed as Exhibit 99.1 to the Current Report on Form 8-K provides useful information to investors regarding Comcast's financial condition and results of operations. To the extent material, this Exhibit also discloses the additional purposes, if any, for which Comcast's management uses these non-GAAP financial measures. A reconciliation of these non-GAAP financial measures with the most directly comparable GAAP financial measures is included in the earnings press release itself.

Operating Cash Flow is the primary basis used to measure the operational strength and performance of our businesses. Free Cash Flow and Unlevered Free Cash Flow are additional performance measures used as indicators of our ability to service and repay debt, make investments and return capital to investors, through stock repurchases and dividends. We also adjust certain historical data on a pro forma basis following certain acquisitions or dispositions to enhance comparability.

Operating Cash Flow is defined as operating income before depreciation and amortization, excluding impairment charges related to fixed and intangible assets and gains or losses on sale of assets, if any. This measure eliminates the significant level of non-cash depreciation and amortization expense that results from the capital intensive nature of our businesses and from intangible assets recognized in business combinations. Additionally, it is unaffected by our capital structure or investment activities. Our management and Board of Directors use this financial measure to evaluate our consolidated operating performance and the operating performance of our operating segments and to allocate resources and capital to our operating segments. It is also a significant performance measure in our annual incentive compensation programs. We believe that Operating Cash Flow is useful to investors because it is one of the bases for comparing our operating performance with that of other companies in our industries, although our measure of Operating Cash Flow may not be directly comparable to similar measures used by other companies.

Because we use Operating Cash Flow to measure our segment profit or loss, we reconcile it to operating income, the most directly comparable financial measure calculated and presented in accordance with GAAP, in the business segment footnote to our quarterly and annual consolidated financial statements. Therefore, we believe our measure of Operating Cash Flow for our segments is not a "non-GAAP financial measure" as contemplated by Regulation G adopted by the Securities and Exchange Commission. Consolidated Operating Cash Flow is a non-GAAP financial measure.

Free Cash Flow, which is a non-GAAP financial measure, is defined as "Net Cash Provided by Operating Activities" (as stated in our Consolidated Statement of Cash Flows) reduced by capital expenditures and cash paid for intangible assets; and adjusted for any payments related to certain nonoperating items, net of estimated tax benefits (such as income taxes on investment sales and nonrecurring payments related to income tax and litigation contingencies of acquired companies). Unlevered Free Cash Flow is Free Cash Flow before cash paid interest. We believe that Free Cash Flow and Unlevered Free Cash Flow are also useful to investors as the basis for comparing our performance and coverage ratios with other companies in our industries, although our measure of Free Cash Flow and Unlevered Free Cash Flow may not be comparable to similar measures used by other companies.

Pro forma data is used by management to evaluate performance when certain acquisitions or dispositions occur. Historical data reflects results of acquired businesses only after the acquisition dates while pro forma data enhances comparability of financial information between periods by adjusting the data as if the acquisitions or dispositions occurred at the beginning of the prior year. Our pro forma data is only adjusted for the timing of acquisitions or dispositions and does not include adjustments for costs related to integration activities, cost savings or synergies that have been or may be achieved by the combined businesses. We believe our pro forma data is not a non-GAAP financial measure as contemplated by Regulation G.

In certain circumstances we also present "adjusted" data, to exclude certain gains, losses or other charges, net of tax (such as from the sales of investments or dispositions of businesses). This "adjusted" data is a non-GAAP financial measure. We believe, among other things, that the "adjusted" data may help investors evaluate our ongoing operations and can assist in making meaningful period-over-period comparisons.

Exhibit 99.2 - Explanation of Non-GAAP and Other Financial Measures, cont'd

Non-GAAP financial measures should not be considered as substitutes for operating income (loss), net income (loss) attributable to Comcast Corporation, net cash provided by operating activities or other measures of performance or liquidity reported in accordance with GAAP.

Additionally, in the opinion of management, our pro forma data is not necessarily indicative of future results or what results would have been had the acquired businesses been operated by us after the assumed earlier date.

We provide reconciliations of Free Cash Flow in Exhibit 99.1 to this current report on Form 8-K and of Consolidated Operating Cash Flow in Table 1 set forth in Exhibit 99.1 to this Current Report on Form 8-K.