

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 17, 1995

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 21 -- FINAL AMENDMENT

TO

SCHEDULE 13E-3

RULE 13E-3 TRANSACTION STATEMENT (PURSUANT TO SECTION 13(E)
OF THE SECURITIES EXCHANGE ACT OF 1934)

QVC, INC.
(Name of Issuer)

QVC, INC.
COMCAST CORPORATION
TELE-COMMUNICATIONS, INC.
(Name of Person(s) Filing Statement)

COMMON STOCK, \$.01 PAR VALUE PER SHARE
(Title of Class of Securities)

747262 10 3
(CUSIP Number of Class of Securities)

Neal S. Grabell
QVC, Inc.
1365 Enterprise Drive
West Chester, PA 19380
(610) 430-1000

Stanley L. Wang
Comcast Corporation
1500 Market Street
Philadelphia, PA 19102
(215) 665-1700

Stephen M. Brett
Tele-Communications, Inc.
5619 DTC Parkway
Englewood, CO 80111
(303) 267-5500

(Name, Address and Telephone Number of Persons Authorized to Receive
Notices and Communications on Behalf of Person(s) Filing Statement)

Copies to:

Pamela S. Seymon
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019
(212) 403-1000

Dennis S. Hersch
Davis Polk & Wardwell
450 Lexington Avenue
New York, NY 10017
(212) 450-4000

Frederick H. McGrath
Baker & Botts, L.L.P.
885 Third Avenue
New York, NY 10022
(212) 705-5000

AUGUST 11, 1994

(Date Tender Offer First Published,
Sent or Given to Securityholders)

Comcast Corporation, Tele-Communications, Inc. and QVC, Inc. hereby amend and supplement the Rule 13e-3 Transaction Statement on Schedule 13E-3 of QVC Programming Holdings, Inc., Comcast Corporation, Tele-Communications, Inc. and QVC, Inc. filed with the Securities and Exchange Commission on August 11, 1994 (as previously amended and supplemented the "Schedule 13E-3"), with respect to Bidders' Offer to Purchase for cash all outstanding shares of Common Stock and Preferred Stock of QVC.

Information contained in the Schedule 13E-3 as hereby amended and supplemented with respect to Comcast, Liberty and the Company 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 shall have the meaning assigned to them in the Schedule 13E-3.

ITEM 5. PLANS OR PROPOSALS OF THE ISSUER OR AFFILIATE.

The answer to Items 5(f) and 5(g) of Amendment No. 21 - - Final Amendment to the Schedule 14D-1 is incorporated herein by reference.

ITEM 6. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The answer to Items 4(a) and 4(b) of Amendment No. 21 - - Final Amendment to the Schedule 14D-1 is incorporated herein by reference.

ITEM 10. INTERESTS IN SECURITIES OF THE ISSUER.

The answer to Item 6 of Amendment No. 21 -- Final Amendment to the Schedule 14D-1 is incorporated herein by reference.

ITEM 17. MATERIAL TO BE FILED AS EXHIBITS.

(b)(6) Credit Agreement, dated as of February 15, 1995, among the Surviving Corporation and the Banks listed on the signature pages thereof.*

(d)(33) Notice of Merger dated February 17, 1995.*

(d)(34) Letter of Transmittal to accompany Notice of Merger (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).*

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*Incorporated by reference to Amendment No. 21 -- Final Amendment to the Schedule 14D-1.

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: February 17, 1995

QVC, INC.

By: /s/ NEAL S. GRABELL

Name: Neal S. Grabell
Title: Senior Vice President,
General Counsel and
Corporate Secretary

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

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