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): November 13, 1996

COMCAST CORPORATION

(Exact name of registrant as specified in its charter)

Pennsylvania	0-6983	23-1709202
(State or other jurisdiction of incorporation)	(Commission file number)	(IRS employer identification no.)

1500 Market Street, Philadelphia, PA 19102-2148

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (215) 665-1700

Item 2. Acquisition or Disposition of Assets.

On November 13, 1996, Comcast Corporation (the "Company") acquired the cable television operations ("Scripps Cable") of The E.W. Scripps Company ("E.W. Scripps") in exchange for 93.049 million shares of the Company's Class A Special Common Stock, par value $1.00 per share (the "Class A Special Common Stock"), valued at $1.552 billion, based on the average closing price of the Class A Special Common Stock for the period from November 11, 1996 to November 15, 1996 (the "Scripps Transaction"). The Scripps Transaction was consummated pursuant to the terms of an Agreement and Plan of Merger ("the Merger Agreement"), incorporated by reference herein, between the Company, E.W. Scripps and Scripps Howard, Inc., a wholly owned subsidiary of E.W. Scripps. The Company has accounted for the Scripps Transaction under the purchase method and Scripps Cable has been consolidated with the Company effective November 1, 1996.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(a) FINANCIAL STATEMENTS

The Company's Unaudited Pro Forma Condensed Consolidated Financial Statements are included in this Report and are listed in the Index to Unaudited Pro Forma Financial Information.

The audited combined financial statements of Scripps Cable as of and for each of the three years in the period ended December 31, 1995 are incorporated by reference from the Company's Current Report on Form 8-K/A filed on July 22, 1996, which filing incorporated such statements by reference from the Form 8-K/A(5) of The E.W. Scripps Company (commission file no. 1-16914) dated July 18, 1996.

The unaudited combined financial statements of Scripps Cable for the nine months ended September 30, 1996 are incorporated by reference from the Form 8-K/A(7) of The E.W. Scripps Company (commission file no. 1-16914) dated November 1, 1996.

(b) EXHIBITS

EXHIBIT NO.

10.1 Agreement and Plan of Merger (the "Merger Agreement"), dated as of October 28, 1995, by and among The E.W. Scripps Company, Scripps Howard, Inc. and Comcast Corporation and Form of Amendment to the Merger Agreement (incorporated by reference from Exhibit 2.1 to the Company's Registration Statement on Form S-4, file no. 333-13083.

SIGNATURE

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, thereunto duly authorized.

Dated: November 27, 1996

COMCAST CORPORATION

By: /s/ Joseph J. Euteneuer

Joseph J. Euteneuer
Vice President and
Corporate Controller

COMCAST CORPORATION

INDEX TO UNAUDITED PRO FORMA FINANCIAL INFORMATION

UNAUDITED PRO FORMA
FINANCIAL INFORMATION

On November 13, 1996, the Company acquired the cable television operations ("Scripps Cable") of The E.W. Scripps Company ("E.W. Scripps") in exchange for 93.049 million shares of the Company's Class A Special Common Stock valued at $1.552 billion, based on the average closing price of the Class A Special Common Stock for the period from November 11, 1996 to November 15, 1996 (the "Scripps Transaction"). In February 1995, the Company and Tele-Communications, Inc. ("TCI") acquired all of the outstanding stock of QVC, Inc. ("QVC") not previously owned by them (the "QVC Acquisition") for approximately $1.4 billion in cash. For a further description of the Scripps Transaction, the QVC Acquisition and certain related transactions, see the notes to unaudited pro forma condensed consolidated financial statements.

The following unaudited pro forma condensed consolidated financial statements reflect the consolidated financial position of the Company and Scripps Cable as of September 30, 1996, their consolidated operations for the nine months ended September 30, 1996 and their, along with QVC's, consolidated operations for the year ended December 31, 1995. See the notes to unaudited pro forma condensed consolidated financial statements for a description of the assumptions used in preparing these unaudited pro forma condensed consolidated financial statements.

The unaudited pro forma condensed consolidated balance sheet assumes the Scripps Transaction occurred on September 30, 1996. The unaudited pro forma condensed consolidated statements of operations for the nine months ended September 30, 1996 and for the year ended December 31, 1995 assume the QVC Acquisition and the Scripps Transaction occurred on January 1, 1995.

The unaudited pro forma condensed consolidated financial statements should be read in conjunction with: 1) the historical consolidated financial statements of the Company included in the Company's Annual Report on Form 10-K for the year ended December 31, 1995; 2) the historical condensed consolidated financial statements included in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1996; 3) the historical combined financial statements of Scripps Cable for the year ended December 31, 1995 incorporated by reference herein; and 4) the historical combined financial statements of Scripps Cable for the nine months ended September 30, 1996 incorporated by reference herein.

The results presented in the unaudited pro forma condensed consolidated statements of operations are not necessarily indicative of the results which actually would have occurred had the QVC Acquisition and the Scripps Transaction occurred on the dates indicated or which may result in the future.

COMCAST CORPORATION
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
SEPTEMBER 30, 1996
(DOLLARS IN THOUSANDS)

	The Company Historical	(D) Scripps Cable Historical	Pro Forma Adjustments		The Company Pro Forma
ASSETS					
Current Assets					
Cash, cash equivalents and short-term investments	$526,662	$1,596	($1,596)	(E.3.)	$526,662
Accounts receivable, net	350,675	11,496			362,171
Inventories, net	256,251	10,670			266,921
Prepaid charges and other	57,990	6,954			64,944
Deferred income taxes	65,758	5,421			71,179
Total current assets	1,257,336	36,137	(1,596)		1,291,877
Investments, principally in affiliates	1,278,733				1,278,733
Property and Equipment, net	2,051,562	318,698	308,031	(E.1.)	2,678,291
Deferred Charges, net	5,241,677	137,054	1,382,310	(E.2.,6.)	6,761,041
	$9,829,308	$491,889	$1,688,745		$12,009,942
LIABILITIES AND STOCKHOLDERS' (DEFICIENCY) EQUITY					
Current Liabilities					
Accounts payable and accrued expenses	$990,414	$34,727	($3,781)	(E.3.)	$1,021,360
Current portion of long-term debt	150,550				150,550
Total current liabilities	1,140,964	34,727	(3,781)		1,171,910
Long-term Debt, less current portion	7,233,745				7,233,745
Due to Affiliates		340,982	(340,982)	(E.3.)	
Deferred Income Taxes	1,501,820	103,576	494,527	(E.6.)	2,099,923
Minority Interest and Other	891,492	8,775	(8,775)	(E.3.)	891,492
Stockholders' (Deficiency) Equity					
Preferred stock	31,850				31,850
Common stock	233,313	1,801	91,248	(E.4.,5.)	326,362
Additional capital	869,911	35,144	1,423,392	(E.4.,5.)	2,328,447
Accumulated deficit	(2,089,358)	(33,116)	33,116	(E.5.)	(2,089,358)
Unrealized gains on marketable securities	32,716				32,716
Cumulative translation adjustments	(17,145)				(17,145)
Total stockholders' (deficiency) equity	(938,713)	3,829	1,547,756		612,872
	$9,829,308	$491,889	$1,688,745		$12,009,942

See notes to unaudited pro forma condensed consolidated financial statements.

COMCAST CORPORATION
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
NINE MONTHS ENDED SEPTEMBER 30, 1996
(AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

		(D)			
	The Company Historical	Scripps Cable Historical	Pro Forma Adjustments		The Company Pro Forma
Revenues, net	$2,870,869	$231,408	($608)	(E.7.)	$3,101,669
Operating, Selling, General and Administrative Expenses and Cost of Goods Sold	2,008,862	133,054	(608)	(E.7.)	2,141,308
Depreciation and Amortization	490,990	40,810	98,876	(E.8.)	630,676
	2,499,852	173,864	98,268		2,771,984
Operating Income	371,017	57,544	(98,876)		329,685
Investment (Income) Expense					
Interest expense	403,735	26,072	(26,045)	(E.9.)	403,762
Investment income	(63,706)				(63,706)
Equity in net losses of affiliates	89,198				89,198
Gain from equity offering of affiliate	(40,638)				(40,638)
Other	22,673	79			22,752
	411,262	26,151	(26,045)		411,368
(Loss) Income Before Income Tax Expense and Minority Interest	(40,245)	31,393	(72,831)		(81,683)
Income Tax Expense	33,894	12,608	(22,473)	(E.10.)	24,029
Minority Interest	(47,423)				(47,423)
(Loss) Income from Continuing Operations	($26,716)	$18,785	($50,358)		($58,289)
Loss from Continuing Operations Per Share	($0.11)				($0.18)
Weighted Average Number of the Company's Common Shares Outstanding During the Period	236,189		93,049	(E.11.)	329,238

See notes to unaudited pro forma condensed consolidated financial statements.

COMCAST CORPORATION
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
YEAR ENDED DECEMBER 31, 1995
(AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

	The Company Historical	(A) QVC Historical	QVC Pro Forma Adjustments	
Revenues, net	$3,362,946	$131,469	($1,095)	(B.1.)
Operating, Selling, General and Administrative Expenses and Cost of Goods Sold	2,344,103	108,044	(469)	(B.1.)
Depreciation and Amortization	689,052	5,001	4,781	(B.1.,2.)
	3,033,155	113,045	4,312	
Operating Income	329,791	18,424	(5,407)	
Investment (Income) Expense				
Interest expense	524,727	125	12,256	(B.3.)
Investment income	(229,848)	(1,634)	348	(B.4.)
Equity in net losses of affiliates	86,618	2,285	5,480	(B.5.)
Other	(6,296)			
	375,201	776	18,084	
(Loss) Income Before Income Tax Expense and Minority Interest	(45,410)	17,648	(23,491)	
Income Tax Expense	42,171	8,055	(8,134)	(B.6.)
Minority Interest	(49,732)		(802)	(B.7.)
(Loss) Income from Continuing Operations	($37,849)	$9,593	($14,555)	
Loss from Continuing Operations Per Share	($0.16)			
Weighted Average Number of the Company's Common Shares Outstanding During the Period	239,679			

	The Company Pro Forma with QVC	(D) Scripps Cable Historical	Scripps Cable Pro Forma Adjustments		The Company Pro Forma with QVC and Scripps Cable
Revenues, net	$3,493,320	$279,482	($766)	(E.7.)	$3,772,036
Operating, Selling, General and Administrative Expenses and Cost of Goods Sold	2,451,678	162,810	(766)	(E.7.)	2,613,722
Depreciation and Amortization	698,834	54,099	131,707	(E.8.)	884,640
	3,150,512	216,909	130,941		3,498,362
Operating Income	342,808	62,573	(131,707)		273,674
Investment (Income) Expense					
Interest expense	537,108	35,258	(34,915)	(E.9.)	537,451
Investment income	(231,134)				(231,134)
Equity in net losses of affiliates	94,383				94,383
Other	(6,296)	(2,288)			(8,584)
	394,061	32,970	(34,915)		392,116
(Loss) Income Before Income Tax Expense and Minority Interest	(51,253)	29,603	(96,792)		(118,442)
Income Tax Expense	42,092	11,913	(29,887)	(E.10.)	24,118
Minority Interest	(50,534)				(50,534)
(Loss) Income from Continuing Operations	($42,811)	$17,690	($66,905)		($92,026)

Loss from Continuing Operations Per Share	($0.18)				($0.28)
Weighted Average Number of the Company's Common Shares Outstanding During the Period	239,679		93,049	(E.11.)	332,728

See notes to unaudited pro forma condensed consolidated financial statements.

NOTES TO UNAUDITED PRO FORMA
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

QVC

A. SUMMARY OF TRANSACTIONS

In February 1995, the Company and Tele-Communications, Inc. ("TCI") acquired all of the outstanding stock of QVC, Inc. and its subsidiaries ("QVC") not previously owned by them (approximately 65% of such shares on a fully diluted basis) for $46, in cash, per share (the "QVC Acquisition"), representing a total cost of approximately $1.4 billion. The QVC Acquisition, including the exercise of certain warrants held by the Company, was financed with cash contributions from the Company (see below) and TCI of $296.3 million and $6.6 million, respectively, borrowings of $1.1 billion under a $1.2 billion QVC credit facility and existing cash and cash equivalents held by QVC. Following the acquisition, the Company and TCI own, through their respective subsidiaries, 57.45% and 42.55%, respectively, of QVC. The Company, through a management agreement, is responsible for the day to day operations of QVC. The Company has accounted for the QVC Acquisition under the purchase method and QVC was consolidated with the Company effective February 1, 1995. QVC's historical results of operations included in the unaudited pro forma condensed consolidated statement of operations for the year ended December 31, 1995 represents QVC's historical results of operations for the month ended January 31, 1995.

In January 1995, the Company exchanged its investments in Heritage Communications, Inc. ("Heritage") with TCI for approximately 13.3 million publicly-traded Class A common shares of TCI with a fair market value of approximately $290.0 million. Shortly thereafter, the Company sold approximately 9.1 million unrestricted TCI shares for total proceeds of approximately $188.1 million (collectively, the "Heritage Transaction"). As a result of these transactions, the Company recognized a pre-tax gain of $141.0 million in 1995.

The Company's cash contribution in connection with the QVC Acquisition was funded, in part, by the cash proceeds from the Heritage Transaction, along with a borrowing of $80.0 million under a subsidiary's credit facility.

B. PRO FORMA ADJUSTMENTS

The following adjustments and elimination entries have been made to the unaudited pro forma condensed consolidated statement of operations for the year ended December 31, 1995 to reflect the QVC Acquisition:

1. Elimination of commissions and other payments by QVC to the Company.

2. Represents additional depreciation and amortization expense resulting from the increased fair market value of the assets acquired in excess of their historical book values and amortization of goodwill arising from the acquisition. Depreciation expense is based on a weighted average property and equipment life of approximately 7 years. Amortization expense is based on a life of 30 years for goodwill and 10 years for cable television distribution rights. Debt issuance costs are amortized over the term of the related debt.

3. Represents the increase in interest expense due to the incurrence of additional long-term indebtedness, at a weighted average interest rate of 8.3%.

4. Elimination of interest income on the Company's notes receivable from Heritage, which were exchanged for TCI Shares in connection with the Heritage Transaction.

5. Elimination of the Company's historical equity in the net income of QVC. The Company historically accounted for its investment in QVC under the equity method through the date of the QVC Acquisition.

6. Represents the adjustments to the tax provision resulting from the pro forma adjustments.

7. Represents the minority interest resulting from TCI's 42.55% interest in QVC.

C. SUMMARY OF TRANSACTIONS

On November 13, 1996, the Company acquired the cable television operations ("Scripps Cable") of The E.W. Scripps Company ("E.W. Scripps") in exchange for 93.049 million shares of the Company's Class A Special Common Stock, par value $1.00 per share (the "Class A Special Common Stock"), valued at $1.552 billion, based on the average closing price of the Class A Special Common Stock for the period from November 11, 1996 to November 15, 1996 (the "Scripps Transaction"). The Scripps Transaction was consummated pursuant to the terms of an Agreement and Plan of Merger ("the Merger Agreement"), incorporated by reference herein, between the Company, E.W. Scripps and Scripps Howard, Inc. ("SHI"), a wholly owned subsidiary of E.W. Scripps. The Company has accounted for the Scripps Transaction under the purchase method and Scripps Cable has been consolidated with the Company effective November 1, 1996.

D. BASIS OF PRESENTATION

E.W. Scripps had historically been the holding company for its cable television operations along with other operations. In connection with the Scripps Transaction, in which E.W. Scripps was merged with and into the Company (the "Merger"), E.W. Scripps contributed its non-cable televison operations to SHI and distributed the shares of SHI to its shareholders (the "Distribution"). The Distribution occurred immediately prior to the closing of the Merger. Accordingly, when the Company acquired E.W. Scripps, it only purchased Scripps Cable.

The historical combined financial statements of Scripps Cable included in the unaudited pro forma condensed consolidated financial statements represent the net assets that the Company acquired and exclude the assets, liabilities and results of operations of the non-cable television operations of E.W. Scripps.

E. PRO FORMA ADJUSTMENTS

The following adjustments and elimination entries have been made to the unaudited pro forma condensed consolidated balance sheet to reflect the Scripps Transaction:

1. Represents the estimated fair value of the property and equipment acquired in the Scripps Transaction in excess of the historical book value of such property and equipment ($308.0 million). The estimated fair value of the acquired property

and equipment is subject to adjustment upon receipt by the Company of an independent appraisal of Scripps Cable.

2. Represents the allocation of the total consideration in the Scripps Transaction to deferred charges ($887.8 million), principally to franchise acquisition costs and subscriber lists. The purchase price allocation is subject to adjustment upon receipt by the Company of an independent appraisal of Scripps Cable.

3. Represents the elimination of cash and certain liabilities which were not acquired or assumed by the Company in the Scripps Transaction pursuant to the terms of the Merger Agreement (primarily income taxes payable, accruals for lawsuits and related settlements and amounts payable by Scripps Cable to E.W. Scripps) ($351.9 million in total).

4. Represents the par value of the Class A Special Common Stock issued by the Company for Scripps Cable ($93.0 million) and the related additional capital ($1.459 billion), based on the 93.049 million shares issued in the Scripps Transaction valued at $1.552 billion (based on the average closing price of the Class A Special Common Stock for the period from November 11, 1996 to November 15, 1996).

5. Represents the elimination of Scripps Cable's historical equity.

6. Represents goodwill and deferred income taxes resulting from differences in the book and tax bases of the assets of Scripps Cable arising from the acquisition ($494.5 million).

The following adjustments and elimination entries have been made to the unaudited pro forma condensed consolidated statements of operations to reflect the Scripps Transaction:

7. Represents the elimination of commissions paid by QVC to Scripps Cable.

8. Represents additional depreciation and amortization expense resulting from the increased fair value of the assets acquired in excess of their historical book values and amortization of goodwill arising from the acquisition, offset, in part, by the elimination of Scripps Cable's historical goodwill amortization. Depreciation expense is based on a weighted average property and equipment life of approximately 10 years. Property and equipment of Scripps Cable principally consists of operating facilities, which is typically depreciated over a period of 12 years by the Company. Amortization expense is based on an average life for deferred charges and goodwill of 12 and 20 years, respectively.

9. Represents the elimination of Scripps Cable's historical interest expense on balances due to affiliates.

10. Represents the adjustments to the tax provision resulting from the pro forma adjustments.

11. Represents the shares of Class A Special Common Stock issued in the Scripps Transaction.