
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 Registrant as Specified in Its Charter)

PENNSYLVANIA

(State of Incorporation or Organization)

27-0000798

(I.R.S. Employer Identification No.)

One Comcast Center

Philadelphia, PA

(Address of Principal Executive Offices)

19103-2838

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. ☐

Securities Act registration statement file number to which this form relates:

000-50093

(If applicable)

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

Series A Participating Cumulative Preferred Stock, par value \$0.01 per share

(Title of Class)

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

Effective as of December 20, 2010, Comcast Corporation (the “**Company**”) appointed Wells Fargo Bank, National Association, as successor rights agent under the Rights Agreement dated as of November 18, 2002 (the “**Agreement**”) between the Company and Equiserve Trust Company, N.A. n/k/a Computershare Inc. (“**Computershare**”) and entered into Amendment No. 1 to the Rights Agreement among the Company, Computershare and Wells Fargo Bank, National Association (the “**Amendment**”). The Amendment amended the Agreement to appoint Wells Fargo Bank, National Association as successor rights agent.

Item 2. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
4.1	Amendment No. 1 to the Rights Agreement, dated as of December 20, 2010, among the Company, Equiserve Trust Company, N.A. and Wells Fargo Bank, National Association.

SIGNATURE

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

Comcast Corporation

By: /s/ Arthur R. Block

Name: Arthur R. Block

Title: Senior Vice President, General Counsel and
Secretary

Date: December 20, 2010

AMENDMENT NO. 1 TO RIGHTS AGREEMENT

THIS AMENDMENT NO. 1 (the “**Amendment**”) to the Rights Agreement dated as of November 18, 2002 (the “**Agreement**”) between AT&T Comcast Corporation, a Pennsylvania corporation n/k/a Comcast Corporation (the “**Company**”), and Equiserve Trust Company, N.A. n/k/a Computershare Inc. (“**Computershare**”), is made this 20th day of December, 2010, among the Company, Computershare and Wells Fargo Bank, National Association (“**Wells Fargo**”). Capitalized terms used but not defined in this Amendment shall have the meaning ascribed to them in the Agreement.

WITNESSETH:

WHEREAS, the Company and Computershare are parties to the Agreement, pursuant to which Computershare agreed to act as Rights Agent;

WHEREAS, Section 18 of the Agreement provides that the Company may remove the Rights Agent and appoint a successor to the Rights Agent;

WHEREAS, the Company desires to remove Computershare as the Rights Agent and has provided Computershare with notice to such effect in accordance with the terms of the Agreement; and

WHEREAS, the Company desires to appoint Wells Fargo as the successor to the Rights Agent, and Wells Fargo has indicated its desire to accept such appointment as Rights Agent.

NOW, THEREFORE, in consideration of the foregoing and of the covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree to amend the Agreement in the following respects:

1. Effective as of the close of business on December 20, 2010 (the “Effective Date”), the Company hereby appoints Wells Fargo to serve as Rights Agent under the Agreement succeeding Equiserve, and Wells Fargo hereby accepts such appointment, with the same powers, rights, duties and responsibilities as if it had originally been named as Rights Agent without further act or deed.
2. Effective as of the Effective Date, each reference in the Agreement (including the exhibits thereto) to Wells Fargo shall be deemed to refer to Wells Fargo.
3. Effective as of the close of business on the date hereof, the notice information set forth for Computershare in the Agreement is replaced with the following:

Wells Fargo Shareowner Services
Attn: Manager of Account Administration
161 North Concord Exchange
South St. Paul, Minnesota 55075-1139

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4. Except as modified hereby, the Agreement, as amended, continues in full force and effect, unmodified in any way.
 5. This Amendment shall be deemed to be a contract made under the laws of the Commonwealth of Pennsylvania and for all purposes shall be governed by and construed in accordance with the laws of Pennsylvania applicable to contracts to be made and performed entirely in such State.
 6. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute one and the same instrument.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, each of the parties hereto has caused this Amendment to be duly executed on its behalf as of the date first written above.

COMCAST CORPORATION

By: /s/ Arthur R. Block

Name: Arthur R. Block

Title: Senior Vice President

COMPUTERSHARE INC.

By: /s/ Dennis V. Moccia

Name: Dennis V. Moccia

Title: Manager, Contract Administration

WELLS FARGO BANK, NATIONAL
ASSOCIATION

By: /s/ Nancy Rosengren

Name: Nancy Rosengren

Title: Vice President