

As filed with the Securities and Exchange Commission on September 7, 1994

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

AMENDMENT NO. 5
to
SCHEDULE 14D-1(*)

Tender Offer Statement Pursuant to Section 14(d)(1)
of the Securities Exchange Act of 1934

QVC, INC.
(Name of Subject Company)

QVC PROGRAMMING HOLDINGS, INC.
COMCAST CORPORATION
TELE-COMMUNICATIONS, INC.
(Bidders)

Common Stock, \$.01 Par Value Per Share
(Title of Class of Securities)

747262 10 3
(CUSIP Number of Class of Securities)

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 Person Authorized to Receive Notices
and Communications on Behalf of Bidder)

Copies to:

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

* This Statement also constitutes Amendment No. 6 to the Schedule 13D filed
by Tele-Communications, Inc. and Amendment No. 27 to the Schedule 13D
filed by Comcast Corporation in each case with respect to the securities
of the Subject Company.

QVC Programming Holdings, Inc., Comcast Corporation and
Tele-Communications, Inc. hereby amend and supplement their Tender Offer
Statement on Schedule 14D-1 filed with the Securities and Exchange Commission
on August 11, 1994 (as previously amended and supplemented, the "Schedule
14D-1") with respect to Bidders' Offer to Purchase for cash all outstanding
shares of Common Stock and Preferred Stock of the Company.

Information contained in the Schedule 14D-1 as hereby amended and
supplemented with respect to Comcast, Liberty, TCI and the Purchaser 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 have the meaning
assigned to them in the Offer to Purchase and the Schedule 14D-1.

Item 10. Additional Information.

(c) and (f) The information set forth under "Introduction", "The
Tender Offer -- 1. Terms of the Tender Offer", "-- 2. Acceptance for Payment
and Payment", "-- 3. Procedure for Tendering Shares", "-- 4. Withdrawal
Rights", "-- 10. Certain Conditions of the Offer" and "-- 11. Certain Legal
Matters; Regulatory Approvals" in the Offer to Purchase is hereby amended and
supplemented to include the following information:

On September 7, 1994, Comcast and Liberty issued a press release
in which Comcast announced that it does not expect that the waiting period

under the HSR Act applicable to the purchase of Shares pursuant to the Offer will have expired by September 8, 1994, the date on which the Offer is currently scheduled to expire. As previously disclosed, the Offer may not be consummated until the waiting periods under the HSR Act applicable to both (i) the purchase of Shares pursuant to the Offer and (ii) the acquisition by the Parent Purchasers of the shares of the Purchaser and the Parent Contribution have expired.

As a result, the Purchaser has extended the Expiration Date for the Offer until 12:00 Midnight, New York City time, on September 22, 1994.

As of the close of business on September 6, 1994 approximately 7,106,375 shares of QVC Common Stock, 0 shares of QVC Series B Preferred Stock and 25,113 shares of QVC Series C Preferred Stock have been tendered pursuant to the Offer.

A copy of the press release of Comcast and Liberty relating to the foregoing is attached hereto as Exhibit (a)(11) and is hereby incorporated by reference, and the foregoing description is qualified in its entirety by reference to such Exhibit.

Item 11. Material to be Filed as Exhibits.

(a)(11) -- Text of Press Release issued by Comcast and Liberty on September 7, 1994.

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: September 7, 1994

QVC PROGRAMMING HOLDINGS, INC.

By: /s/ JULIAN A. BRODSKY
Name: Julian A. Brodsky
Title: Vice Chairman

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

Exhibit Number	Description	Sequentially Numbered Page
(a)(11)	Text of Press Release issued by Comcast and Liberty on September 7, 1994.	

FOR IMMEDIATE RELEASE

COMCAST AND LIBERTY MEDIA
EXTEND QVC TENDER OFFER
UNTIL SEPTEMBER 22

Philadelphia, Pennsylvania and Englewood, Colorado -- September 7, 1994: Comcast Corporation announced today that it does not expect that the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act relating to the acquisition of QVC, Inc. will have expired by September 8, 1994, the date on which the tender offer for the stock of QVC is currently scheduled to expire.

As a result, QVC Programming Holdings, Inc., an acquisition vehicle jointly owned by Comcast and Liberty Media Corporation, has extended the expiration date for the tender offer until 12:00 Midnight, New York City time, on September 22, 1994. As a consequence of the extension of the expiration date, holders of QVC shares are entitled to tender or withdraw their shares pursuant to the tender offer until 12:00 Midnight, New York time, on September 22, 1994, unless the offer is further extended.

If the applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act have not expired or been terminated at such time, QVC Programming Holdings, Inc. may elect to extend the tender offer beyond such time. However, under the terms of the Merger Agreement pursuant to which the tender offer is being made, QVC Programming Holdings, Inc. may not terminate the tender offer prior to December 31, 1994 by reason of the applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act not having expired or been terminated, although the expiration of the applicable waiting periods is a condition to the tender offer.

As of the close of business on September 6, 1994, approximately 7,106,375 shares of QVC Common Stock, 0 shares of QVC Series B Preferred Stock and 25,113 shares of QVC Series C Preferred Stock had been tendered pursuant to the tender offer.

Comcast Corporation is principally engaged in the development, management and operation of cable communications networks. Comcast's consolidated and affiliated operations served approximately 3.0 million cable subscribers at June 30, 1994. After completion of the acquisition of Maclean Hunter's United States cable properties, Comcast's consolidated and prorated affiliated operations will serve approximately 3.5 million cable subscribers, making it the third largest cable operator in the country. Comcast provides cellular telephone services in the Northeast United States to markets encompassing a population in excess of 7.4 million. Comcast also has investments in cable programming, telecommunications systems, and international cable and telephony franchises.

Liberty is a wholly-owned subsidiary of Tele-Communications, Inc. TCI is the United States' largest cable television operator, serving 10.9 million customers in 48 states, Puerto Rico and the District of Columbia. The company also holds interests in several national programming cable networks.

Tele-Communications, Inc. is traded in the Nasdaq National Market with Class A and Class B Common Stock and Class B Preferred Stock trading separately under the symbols of TCOMA, TCOMB and TCOMP, respectively.

FOR FURTHER INFORMATION CONTACT:

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