

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 3
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.
QVC PROGRAMMING HOLDINGS, 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) 655-1700

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
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450 LEXINGTON AVENUE
NEW YORK, NY 10017
TELEPHONE: (212) 450-4000

FREDERICK H. MCGRATH
BAKER & BOTTS, L.L.P.
885 THIRD AVENUE
NEW YORK, NY 10022
(212) 705-5000

This Statement is filed in connection with (check appropriate box):

- a. ☐ The filing of solicitation materials or an information statement
subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the
Securities Exchange Act of 1993.
b. ☐ The filing of a registration statement under the Securities Act of
1993.
c. ☒ A tender offer
d. ☐ None of the above

Check the following box if the soliciting materials or information statement
referred to in checking box(a) are preliminary copies: ☐

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$1,497,046,264	\$299,409.00

* For purposes of calculating the filing fee only. The Transaction
Valuation amount assumes the purchase of all of the outstanding shares of
Common Stock and Preferred Stock of QVC, Inc. at \$46.00 and \$460.00 per
share, respectively (assuming the exercise of all vested options to
purchase shares but excluding certain shares owned by subsidiaries of
Comcast Corporation and Tele-Communications, Inc. that will not be tendered
into the offer). The amount of the filing fee is 1/50th of one percent of

the Transaction Valuation.

(X) Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$299,409.00

Form of Registration No.: Schedule 14D-1

Filing Party: QVC Programming Holdings, Inc., Comcast Corporation and Tele-Communications, Inc.

Date Filed: August 11, 1994

August 11, 1994

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

QVC Programming Holdings, Inc., Comcast Corporation, Tele-Communications, Inc. and QVC, Inc. hereby amend and supplement their Rule 13e-3 Transaction Statement on Schedule 13E-3 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 with respect to Comcast, Liberty, TCI, the Purchaser 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 (as hereby amended).

Item 3. Past Contacts, Transactions or Negotiations

The answer to Item 3 of Amendment No. 3 to the Schedule 14D-1 is incorporated herein by reference.

Item 11. Contracts, Arrangements or Understandings with Respect to the Issuer's Securities.

The answer to Item 7 of Amendment No. 3 to the Schedule 14D-1 is incorporated

herein by reference.

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: August 17, 1994

QVC, INC.

By: /s/ NEAL S. GRABELL

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

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