

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)
(Amendment No. 3)

TELEPORT COMMUNICATIONS GROUP INC.
(Name of Issuer)

CLASS A COMMON STOCK
\$.01 PAR VALUE
(Title of Class of Securities)

879463 107
(CUSIP Number)

Stanley Wang
Comcast Corporation
1500 Market Street
Philadelphia, Pennsylvania 19102-2148
(215) 665-1700
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 24, 1997
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(b)(3) or (4), check the following box ☐.

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 879463 107

13D

- | | | |
|---|--|---|
| 1 | NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Comcast Corporation | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) ☐
(b) ☒ |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS*
WC | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) | ☐ |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION
Pennsylvania | |
| | 7 | SOLE VOTING POWER
None; See Items 3 and 5(a). |
| NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH | 8 | SHARED VOTING POWER
125,274,632 - Class B; 1,011,528 - Class A;
See Items 3 and 5(a). |

September 30, 1997, the shares of Class A Common Stock and Class B Common Stock owned by Sural constituted approximately 82% of the voting power of the two classes of Comcast's voting Common Stock combined.

The principal business address of Comcast is 1500 Market Street, Philadelphia, Pennsylvania 19102-2148. The principal business address of each of Comcast Teleport and Sural is 1105 N. Market Street, Wilmington, Delaware 19801.

The information set forth on page 14 of Exhibit 99.2 of the Schedule 13D is hereby amended and supplemented to include the following information:

Brian L. Roberts is both a Director and an Executive Officer of Comcast.

Julian A. Brodsky is the Assistant Treasurer of Comcast.

The information set forth on page 17 of Exhibit 99.2 of the Schedule 13D is hereby amended and supplemented to include the following information:

Brian L. Roberts is both a Director and an Executive Officer of Comcast Teleport.

Stanley Wang is both a Director and Executive Officer of Comcast Teleport and is the Senior Vice President, Secretary and General Counsel of Comcast.

SIGNATURE

After reasonable 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.

Date: October 27, 1997

Comcast Corporation

By:/s/ Stanley Wang

Name: Stanley Wang
Title: Senior Vice President,
Secretary and General Counsel