SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

AMENDMENT NO. 13
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	Stephen M. Brett
Comcast Corporation	Tele-Communications, Inc.
1500 Market Street	5619 DTC Parkway
Philadelphia, PA 19102	Englewood, CO 80111
(215) 665-1700	(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	Frederick H. McGrath
Davis Polk & Wardwell	Baker & Botts, L.L.P.
450 Lexington Avenue	885 Third Avenue
New York, NY 10017	New York, NY 10022
(212) 450-4000	(212) 705-5000

* This Statement also constitutes Amendment No. 14 to the Schedule 13D filed by Tele-Communications, Inc. and Amendment No. 35 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 4. Source and Amount of Funds or Other Consideration.

(a) and (b) The information set forth under "Special Factors - -- Financing of the Transaction" in the Offer to Purchase is hereby amended and supplemented to include the information set forth under Item 10 of this Amendment.

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 December 15, 1994, Comcast and TCI issued a press release in which they announced that they do not expect that all of the conditions to the Offer will be satisfied by December 16, 1994, the date on which the Offer is currently scheduled to expire. As a result, the Purchaser has extended the Expiration Date for the Offer until 5:00 P.M., New York City time, on Friday, January 13, 1995.

As previously disclosed, although all applicable waiting periods under the HSR Act relating to the Transaction have expired, Comcast and TCI have agreed to provide ten days' notice to the FTC prior to consummating the Offer in order to allow the FTC sufficient time to complete its review and continue discussions with Comcast and TCI relating to the Transaction. Comcast and TCI have not yet determined when they intend to give such notice. In addition, there can be no assurance as to what action, if any, the FTC intends to take if such notice is given.

As previously disclosed, the Offer continues to be conditioned upon the Purchaser having obtained sufficient financing on terms satisfactory to it to purchase all of the outstanding Shares pursuant to the Offer, to consummate the Merger and to pay related fees and expenses, and the parties are continuing to pursue arrangements providing for such financing.

As of the close of business on December 15, 1994 approximately 15,344,473 shares of QVC Common Stock, 468 shares of QVC Series B Preferred Stock and 31,639 shares of QVC Series C Preferred Stock have been tendered pursuant to the Offer.

A copy of the press release of Comcast and TCI relating to the foregoing is attached hereto as Exhibit (a)(18) 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)(18) -- Text of Press Release issued by Comcast and TCI on

December 15, 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: December 16, 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)(18)	Text of Press Release issued by Comcast and TCI on December 15, 1994.	6

Exhibit (a)(18)

FOR IMMEDIATE RELEASE

COMCAST AND LIBERTY MEDIA EXTEND QVC TENDER OFFER UNTIL JANUARY 13

Philadelphia, PA and Englewood, CO -- December 15, 1994: Comcast Corporation ("Comcast") and Tele-Communications, Inc. ("TCI") announced today that they do not expect that all of the conditions to the tender offer for stock of QVC, Inc. will be satisfied by December 16, 1994, the date on which the tender offer is currently scheduled to expire. As a result, QVC Programming Holdings, Inc., an acquisition vehicle to be jointly owned by Comcast and Liberty Media Corporation, a wholly-owned subsidiary of TCI, has extended the expiration date for the tender offer until 5:00 P.M., New York City time, on Friday, January 13, 1995.

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 5:00 P.M., New York City time, on January 13, 1995, unless the offer is further extended.

Although all applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act relating to the proposed acquisition of QVC, Inc. by Comcast and TCI have expired, as previously announced, Comcast and TCI have agreed to provide ten days' notice to the Federal Trade Commission (the "FTC") prior to consummating the tender offer in order to allow the FTC additional time to complete its review and continue discussions with Comcast and TCI relating to the transaction. Comcast and TCI have not yet determined when they intend to give such notice. In addition, there can be no assurance as to what action, if any, the FTC intends to take if such notice is given.

The tender offer continues to be conditioned upon obtaining sufficient financing to purchase all of the outstanding shares pursuant to the tender offer, to consummate the second step merger and to pay related fees and expenses, and the parties are continuing to pursue arrangements providing for such financing.

As of the close of business on December 15, 1994, approximately 15,344,473 shares of QVC Common Stock, 468 shares of QVC Series B Preferred Stock and 31,639 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. After completion of the acquisition of Maclean Hunter's United States cable properties, Comcast's consolidated and prorated affiliated operations will serve approximately 3.3 million cable subscribers. 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.

Comcast's Class A and Class A Special Common Stock are traded on the Nasdaq Stock Market under the symbols CMCSA and CMCSK, respectively.

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 cable programming 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:

Comcast Corporation

William E. Dordelman	Kathleen B. Jacoby
Assistant Treasurer	Director of Investor Relations
(215) 981-7550	(215) 981-7392

Tele-Communications, Inc.

Steve Smith	Vivian Carr
Investor Relations	Liberty Media
(303) 267-5048	(303) 721-5406