

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

AMENDMENT NO. 15
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. 16 to the Schedule 13D filed by Tele-Communications, Inc. and Amendment No. 37 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 January 19, 1995, Comcast and TCI issued a press release in which they announced that they have notified the FTC of their intention to consummate the Offer at any time after 5:00 p.m. on Monday, February 6, 1995, provided that conditions to closing have been satisfied. The Offer is

currently scheduled to expire at that time.

The notice was given to the FTC in accordance with the parties previously announced agreement with the FTC to provide at least ten days' notice to the FTC prior to consummating the Offer. Although all applicable waiting periods under the HSR Act relating to the Transaction have expired, Comcast and TCI had agreed to provide the FTC with at least ten days' notice prior to consummating the Offer in order to allow the FTC additional time to complete its review.

A copy of the press release and notice to the FTC of Comcast and TCI relating to the foregoing are attached hereto as Exhibits (a)(20) and (a)(21), respectively, and are hereby incorporated by reference, and the foregoing description is qualified in its entirety by reference to such Exhibits.

Item 11. Material to be Filed as Exhibits.

(a)(20) -- Text of Press Release issued by Comcast and TCI on January 19, 1995.

(a)(21) -- Letter to the FTC from Comcast and TCI, dated January 19, 1995 from Comcast and TCI.

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: January 20, 1995

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)(20)	Text of Press Release issued by Comcast and TCI on January 13, 1995.	6
(a)(21)	Letter to the FTC, dated January 17, 1995 from Comcast and TCI.	9

FOR IMMEDIATE RELEASE

COMCAST AND TCI
NOTIFY FTC OF INTENT
TO CLOSE TENDER OFFER

Philadelphia, PA and Englewood, CO -- January 19, 1995: Comcast Corporation ("Comcast") and Tele-Communications, Inc. ("TCI") announced today that they have notified the Federal Trade Commission ("FTC") of their intention to consummate the tender offer for the stock of QVC, Inc. at any time after 5:00 p.m. on Monday, February 6, 1995, provided that conditions to closing have been satisfied. The tender offer is currently scheduled to expire at that time, unless the offer is further extended.

The notice was given to the FTC in accordance with the parties' previously announced agreement with the Commission to provide at least ten days' notice to the FTC prior to consummating the tender offer. Although applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 relating to the proposed acquisition of QVC by Comcast and TCI have expired, the parties had agreed to provide the FTC with at least ten days' notice prior to closing the tender offer in order to allow the FTC additional time to complete its review.

Peter Barton, President of Liberty Media Corporation, TCI's wholly owned programming subsidiary, stated that "TCI is confident that once the Federal Trade Commission understands the intensely competitive market realities that govern the operations of QVC and Home Shopping Network and the nature of the minority, non-management interest in QVC to be retained by TCI after the acquisition, it will agree that absolutely no competitive issues are raised and close its investigation."

Consummation of the tender offer continues to be conditioned upon Comcast and TCI obtaining sufficient financing to satisfy the financing condition to the tender offer. Comcast and TCI are proceeding in their efforts to obtain sufficient financing to satisfy this condition.

Comcast Corporation is principally engaged in the development, management and operation of cable communications networks. Comcast's consolidated and prorated affiliated operations currently serve approximately 3.4 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 Stock 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

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

Tele-Communications, Inc.

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

January 19, 1995

VIA FACSIMILE

Ronald B. Rowe, Esq.
Federal Trade Commission
601 Pennsylvania Avenue, N.W.
Room 2602
Washington, D.C. 20580

Re: TCI-QVC, File No. 94-1929

Dear Ron:

Pursuant to our earlier agreement, Tele-Communications, Inc. hereby provides notice of the intent of the parties to close the transaction referenced above at any time after 5:00 p.m. on Monday, February 6, 1995.

Sincerely,

Joe Sims

cc: Robert W. Doyle, Jr., Esq.
Jill M. Frumin, Esq.