

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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AMENDMENT NO. 5

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)

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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) 665-1700

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  
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

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 and supplemented 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.

Item 4. Terms of the Transaction.

The answer to Items 10(c) and 10(f) of Amendment No. 5 to the Schedule 14D-1 is incorporated herein by reference.

Item 16. Additional Information.

The answer to Items 10(c) and 10(f) of Amendment No. 5 to the Schedule 14D-1 is incorporated herein by reference.

Item 17. Material to be Filed as Exhibits.

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

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\* Incorporated by reference to Amendment No. 5 to the Schedule 14D-1.

#### 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, 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

#### EXHIBIT INDEX

| Exhibit<br>Number      | Description                                            | Sequentially<br>Numbered Page |
|------------------------|--------------------------------------------------------|-------------------------------|
| (d)(11)                | Text of Press Release issued by Comcast and Liberty on |                               |
| September 7, 1994. (*) |                                                        |                               |

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\* Incorporated by reference to Amendment No. 5 to the Schedule 14D-1.