

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

AMENDMENT NO. 11
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
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 Person Authorized to Receive Notices
and Communications on Behalf of Bidder)

Copies to:

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* This Statement also constitutes Amendment No. 12 to the Schedule 13D filed by Tele-Communications, Inc. and Amendment No. 33 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 November 21, 1994, Comcast and TCI issued a press release in which they announced that on November 15, the Company and Ralph J. Roberts, as the ultimate parent entity of Comcast, and on November 16, TCI (Mr. Roberts and TCI being defined as the "Filing Parties") filed certain information with the FTC in response to the Second Requests. The waiting period under the HSR Act applicable to the purchase of Shares pursuant to the Offer will expire at 11:59 P.M., New York City time, on the tenth day after substantial compliance by Ralph J. Roberts with the applicable Second Request and the waiting period under the HSR Act applicable to the acquisition by the Parent Purchasers of the shares of the Purchaser and the Parent Contribution will expire at 11:59 P.M., New York City time, on the twentieth day after substantial compliance by Ralph J. Roberts and TCI with the applicable Second Request, in each case unless extended by court order or mutual agreement of the applicable Filing Parties or earlier terminated. The Offer will not be consummated until the expiration or termination of all such waiting periods. The FTC has not advised the Filing Parties as to whether their filings constitute substantial compliance with the Second Requests.

The waiting periods under the HSR Act relating to the Offer did not expire by 5:00 P.M., New York City time on November 18, 1994, the time at which the Offer was previously 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 December 16, 1994.

As previously disclosed, the Offer may not be consummated until the waiting periods under the HSR Act applicable to both (i) the purchase of Shares pursuant to the Offer and (ii) the acquisition by the Parent Purchasers of the shares of the Purchaser and the Parent Contribution have expired. In addition, the Offer is conditioned upon the Purchaser having obtained sufficient financing on terms satisfactory to it to purchase all of the outstanding Shares pursuant to the Offer, and the parties are continuing to pursue definitive agreements providing for such financing.

As of the close of business on November 17, 1994 approximately 14,279,438 shares of QVC Common Stock, 468 shares of QVC Series B Preferred

Stock and 35,502 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)(16) 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)(16) -- Text of Press Release issued by Comcast and TCI on November 21, 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: November 21, 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

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issued by Comcast and
TCI on November 21,
1994.

FOR IMMEDIATE RELEASE

COMCAST AND LIBERTY MEDIA
EXTEND QVC TENDER OFFER
UNTIL DECEMBER 16

Philadelphia, PA and Englewood, CO -- November 21, 1994: Comcast Corporation and Tele-Communications, Inc. ("TCI") announced today that on November 15, QVC, Inc. and Ralph J. Roberts, as the ultimate parent entity of Comcast, and on November 16, TCI filed certain information with the Federal Trade Commission in response to second requests for information under the Hart-Scott-Rodino Antitrust Improvements Act ("HSR Act") relating to the acquisition of QVC, Inc. by Comcast and Liberty Media Corporation, a wholly-owned subsidiary of TCI. The waiting period under the HSR Act applicable to the purchase of shares pursuant to the tender offer for stock of QVC will expire at 11:59 P.M., New York City time, on the tenth day after substantial compliance by Ralph J. Roberts, and the waiting period under the HSR Act applicable to the acquisition by Comcast and TCI of the shares of the tender offer acquisition vehicle, QVC Programming Holdings, Inc. will expire at 11:59 P.M., New York City time, on the twentieth day after substantial compliance by Ralph J. Roberts and TCI, in each case unless extended by court order or mutual agreement by the applicable parties or earlier terminated. The tender offer will not be consummated until the expiration or termination of all such waiting periods. The FTC has not yet advised the parties as to whether their filings constitute substantial compliance with the FTC's second requests.

Since the applicable waiting periods under the HSR Act relating to the acquisition of QVC did not expire by 5:00 P.M., New York City time, on November 18, 1994, the time at which the tender offer for the stock of QVC was previously scheduled to expire, QVC Programming Holdings, Inc., an acquisition vehicle jointly owned by Comcast and Liberty, has extended the expiration date for the tender offer until 5:00 P.M., New York City time, on December 16, 1994. 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 December 16, 1994, unless the offer is further extended.

If the applicable waiting periods under the HSR Act have not expired or been terminated at such time, QVC Programming Holdings, Inc. may elect to extend the tender offer beyond such time. However, under the terms of the Merger Agreement pursuant to which the tender offer is being made, QVC Programming Holdings, Inc. may not terminate the tender offer prior to December 31, 1994 by reason of the applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act not having expired or been terminated, although the expiration of the applicable waiting periods is a condition to the tender offer.

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 definitive agreements

providing for such financing.

As of the close of business on November 17, 1994, approximately 14,279,438 shares of QVC Common Stock, 468 shares of QVC Series B Preferred Stock and 35,502 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, making it the third largest cable operator in the country. 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

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