

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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AMENDMENT NO. 19

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. 19 to the Schedule 14D-1 is incorporated herein by reference.

Item 6. Source and Amount of Funds and Other Consideration.

The answer to Items 4(a) and 4(b) of Amendment No. 19 to the Schedule 14D-1 is incorporated herein by reference.

Item 10. Interest in Securities of the Issuer.

The answer to Items 6(a) and 6(b) of Amendment No. 19 to the Schedule 14D-1 is incorporated herein by reference.

Item 11. Contracts, Arrangements or Understandings With Respect to the Issuer's Securities.

The answer to Item 7 of Amendment No. 19 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. 19 to the Schedule 14D-1 is incorporated herein by reference.

Item 17. Material to be Filed as Exhibits.

(a)(5) -- Credit Agreement, dated as of February 9, 1995, among the Purchaser and the Banks listed on the signature pages thereto. (\*)

(\*)Incorporated by reference to Amendment No. 19 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: February 14, 1995

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

<u>Exhibit Number</u>	<u>Description</u>	<u>Sequentially Numbered Page</u>
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(\* )Incorporated by reference to Amendment No. 19 to the Schedule 14D-1.