

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **2013-06-10**  
SEC Accession No. [0001570585-13-000009](#)

([HTML Version](#) on [secdatabase.com](#))

### FILER

#### **Liberty Global plc**

CIK: **1570585** | IRS No.: **981089808** | State of Incorporation: **X0** | Fiscal Year End: **1231**  
Type: **S-8** | Act: **33** | File No.: **333-189220** | Film No.: **13904313**  
SIC: **4841** Cable & other pay television services

#### Mailing Address

*12300 LIBERTY BOULEVARD  
ENGLEWOOD CO 80112*

#### Business Address

*38 HANS CRESCENT  
LONDON X0 SW1X 0LZ  
303-220-6600*

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**FORM S-8  
REGISTRATION STATEMENT  
Under the Securities Act of 1933**

---

**LIBERTY GLOBAL PLC**

(Exact Name of Registrant as Specified in its Charter)

**England and Wales**  
(State or other jurisdiction of  
incorporation or organization)

**4841**  
(Primary Standard Industrial Classification code  
number)

**98-1112770**  
(I.R.S. Employer  
Identification No.)

**12300 Liberty Boulevard  
Englewood, CO 80112  
(303) 220-6600**

**38 Hans Crescent  
London SW1X 0LZ  
United Kingdom  
+44.20.7190.6449**

**VIRGIN MEDIA INC. 2010 STOCK INCENTIVE PLAN**

(Full title of plan)

**Bryan H. Hall, Esq.  
Executive Vice President  
Liberty Global Corporation Limited  
38 Hans Crescent  
London SW1X 0LZ  
United Kingdom  
+44.20.7190.6449**

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

*Copy to:*

**Robert W. Murray Jr.  
Baker Botts L.L.P.  
30 Rockefeller Plaza  
New York, New York 10112-4998  
(212) 408-2500**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated Filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

---

## CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
<b>In respect of assumed stock options: class A ordinary shares, \$.01 nominal value per share</b>	875,968(2)	\$40.94(3)	\$35,862,129.92	
<b>In respect of assumed stock options: class C ordinary shares, \$.01 nominal value per share</b>	653,733(2)	\$41.52(3)	\$27,142,994.16	
<b>In respect of assumed employee performance shares and additional shares issuable under the plan listed above: class A ordinary shares, \$.01 nominal value per share</b>	7,304,293(4)	\$72.56(5)	\$529,999,500.08	
<b>In respect of assumed employee performance shares and additional shares issuable under the plan listed above: class C ordinary shares, \$.01 nominal value per share</b>	7,025,694(6)	\$68.05(7)	\$478,098,476.70	\$146,098.46(8)

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement covers, in addition to the number of shares stated above, an indeterminate number of shares which may be issued pursuant to the Virgin Media Inc. 2010 Stock Incentive Plan (the "Virgin Media 2010 Incentive Plan") after the operation of any anti-dilution and other provisions under such plan.
- (2) Represents the aggregate number of class A ordinary shares, nominal value \$.01 per share ("Liberty Global class A ordinary shares") of the Registrant and class C ordinary shares, nominal value \$.01 per share ("Liberty Global class C ordinary shares," and together with the Liberty Global class A ordinary shares, the "Liberty Global ordinary shares") of the Registrant, which may be issued upon the exercise of stock options outstanding under the Virgin Media 2010 Incentive Plan, which was assumed by the Registrant in connection with the completion on June 7, 2013 of the transactions contemplated by the Agreement and Plan and Merger, dated as of February 5, 2013, as amended on March 6, 2013 (the "Merger Agreement"), among Liberty Global, Inc., Virgin Media Inc. and the Registrant. Pursuant to the Merger Agreement, each existing employee stock option to acquire Virgin Media common stock was converted into two separate options, the first to acquire 0.4123 of a Liberty Global class A ordinary share for each share of Virgin Media common stock subject to the existing stock option and the second to acquire 0.3077 of a Liberty Global class C ordinary share for each share of Virgin Media common stock subject to the existing stock option.
- (3) Calculated solely for the purposes of this offering under Rule 457(h) of the Securities Act of 1933, as amended, on the basis of the weighted average exercise price of such outstanding options, as adjusted pursuant to the Merger Agreement.
- (4) Represents (a) an aggregate of 1,098,151 Liberty Global class A ordinary shares that may be issued upon the vesting of employee performance shares outstanding under the Virgin Media 2010 Incentive Plan, which were assumed by the Registrant pursuant to the Merger Agreement, and (b) an additional 6,206,142 Liberty Global class A ordinary shares issuable under the Virgin Media 2010 Incentive Plan, which was assumed by the Registrant pursuant to the Merger Agreement.
- (5) Based upon the average of the high and low prices reported for the Series A common stock, par value \$0.01 per share, of Liberty Global, Inc. on the Nasdaq Global Select Market on June 6, 2013. The prices of the LGI Series A common stock have been used for these purposes because shares of LGI Series A common stock were converted into Liberty Global class A ordinary shares, on a one-for-one basis, on June 7, 2013 pursuant to the Merger Agreement.
- (6) Represents (a) an aggregate of 819,551 Liberty Global class C ordinary shares that may be issued upon the vesting of employee performance shares outstanding under the Virgin Media 2010 Incentive Plan, which were assumed by the Registrant pursuant to the Merger Agreement, and (b) an additional 6,206,143 Liberty Global class C ordinary shares issuable under the Virgin Media 2010 Incentive Plan, which was assumed by the Registrant pursuant to the Merger Agreement.
- (7) Based upon the average of the high and low prices reported for the Series C common stock, par value \$0.01 per share, of Liberty Global, Inc. on the Nasdaq Global Select Market on June 6, 2013. The prices of the LGI Series C common stock have been used for these purposes because shares of LGI Series C common stock were converted into Liberty Global class C ordinary shares, on a one-for-one basis, on June 7, 2013 pursuant to the Merger Agreement.
- (8) Calculated pursuant to Rule 457 of the Securities Act by multiplying the proposed maximum aggregate offering price of securities to be registered by 0.00013640.

## EXPLANATORY NOTE

As a result of the completion on June 7, 2013 of the transactions contemplated by the Agreement and Plan and Merger, dated as of February 5, 2013, as amended on March 6, 2013 (the “Merger Agreement”), among Liberty Global, Inc. (“LGI”), Virgin Media Inc. (“Virgin Media”) and Liberty Global plc (formerly known as Liberty Global Corporation Limited, the “Registrant” or the “Company”), LGI and Virgin Media became wholly-owned subsidiaries of the Registrant, and the stockholders of LGI and Virgin Media became shareholders of the Registrant.

This Registration Statement on Form S-8 (the “Registration Statement”) relates to the registration of class A ordinary shares, nominal value \$0.01 per share, of the Registrant and class C ordinary shares, nominal value \$0.01 per share, of the Registrant, in each case, to be offered and sold under the Virgin Media Inc. 2010 Stock Incentive Plan (as Amended and Restated Effective June 7, 2013) (the “Virgin Media 2010 Incentive Plan”).

## INFORMATION REQUIRED IN SECTION 10(A) PROSPECTUS

Note: The document(s) containing the information specified by Part I of this Registration Statement have been or will be sent or given to participants in the Virgin Media 2010 Incentive Plan as specified in Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the “SEC” or the “Commission”) under the Securities Act. Such documents are not required to be filed with the SEC but constitute (along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof) a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents previously filed with the Commission by the Registrant and LGI under the federal securities laws are incorporated herein by reference:

- (a) LGI’s Annual report on Form 10-K/A for the fiscal year ended December 31, 2012, filed with the Commission on February 2, 2013 and amended on April 25, 2013 (File No. 000-51360).
- (b) LGI’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, filed with the Commission on May 7, 2013 (File No. 000-51360).
- (c) LGI’s Current Reports on Form 8-K, filed with the Commission on January 4, 2013, February 6, 2013 (solely with respect to Item 8.01), February 7, 2013,

February 12, 2013 (and the amendment filed on February 27, 2013), March 7, 2013, March 8, 2013, March 28, 2013, April 4, 2013, April 23, 2013, May 2, 2013, May 15, 2013, May 16, 2013, May 24, 2013 and June 4, 2013 (File No. 000-51360).

(d) the Registrant's Current Report on Form 8-K, filed on June 7, 2013.

(e) The description of the Registrant's ordinary shares contained in the Registrant's Registration Statement on Form S-4, as amended (File No. 333-187100), under the heading "Description of New Liberty Global Shares."

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and made a part hereof from their respective dates of filing (such documents, and the documents enumerated above, being hereinafter referred to as "Incorporated Documents"); provided, however, that the documents enumerated above or subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act in each year during which the offering made by this Registration Statement is in effect prior to the filing with the Commission of the Registrant's Annual Report on Form 10-K covering such year shall not be Incorporated Documents or be incorporated by reference in this Registration Statement or be a part hereof from and after the filing of such Annual Report on Form 10-K.

Any statement contained in this Registration Statement, in an amendment hereto or in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed amendment to this Registration Statement or in any subsequent Incorporated Document modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### **Item 4. Description of Securities.**

Not applicable.

#### **Item 5. Interests of Named Experts and Counsel.**

Not applicable.

#### **Item 6. Indemnification of Directors and Officers.**

The Registrant is a public limited company.

The following is only a general summary of certain aspects of English law and our articles of association that are related to the indemnification of directors and officers, and it does not purport to be complete. It is qualified in its entirety by reference to the detailed provisions of the U.K. Companies Act 2006 and of the Registrant's articles of association.

English law does not permit a company to exempt any director from any liability arising from negligence, default, breach of duty or breach of trust against the company. However, despite this prohibition, an English company is permitted to purchase and maintain insurance for a director or executive officer of the company against any such liability. Shareholders can ratify by ordinary resolution a director's or certain officer's conduct amounting to negligence, default, breach of duty or breach of trust in relation to the company. Sections 205, 206 and Chapter 7 of Part 10 of the U.K. Companies Act 2006 contain provisions protecting directors from liability.

All statutory references in this Item 6 are to the U.K. Companies Act 2006.

Section 205 provides that a company can provide a director with funds to meet expenditures incurred or to be incurred by him in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the company or an associated company, or in connection with any application for relief under Section 661(3) or (4) (relief in case of acquisition of shares by innocent nominee) or Section 1157 (relief in case of honest and reasonable conduct). The terms on which such loan or other assistance is given must include a requirement that the loan be repaid or the liability discharged if the director is convicted, judgment is given against him or the court refuses to grant the relief on the application.

Section 206 provides that a company can provide a director with funds to meet expenditures incurred or to be incurred by him in defending any investigation by a regulatory authority or against action proposed to be taken by a regulatory authority in connection with any alleged negligence, default, breach of duty or breach of trust in relation to the company or an associated company.

Section 232(1) makes void any provision that purports to exempt a director from any liability that would otherwise attach to him in connection with any negligence, default, breach of duty or breach of trust by him or her in relation to the company.

Section 232(2) makes similar provisions in respect of indemnities provided for a director, subject to three permitted types of indemnity, each discussed more fully below:

- (a) liability insurance within Section 233;
- (b) qualifying third-party indemnity provisions falling within Section 234; and
- (c) qualifying pension scheme indemnity provisions within Section 235.

Section 233 permits liability insurance, commonly known as directors' and officers' liability insurance, purchased and maintained by a company for a director of the company or of an associated company against liability for negligence, default, breach of duty or breach of trust in relation to the company or any associated company.

Section 234 allows for a company to provide an indemnity against liability incurred by a director to someone other than the company or an associated company. Such an indemnity does not permit indemnification against liability to pay criminal fines or civil penalties to a regulatory authority or the costs of an unsuccessful defense of criminal or civil proceedings or application

for relief under Section 661 (relief in case of acquisition of shares by innocent nominee) or Section 1157 (general power of court to grant relief in case of honest and reasonable conduct).

Section 235 allows a company to provide an indemnity against liability incurred by a director that is a trustee of an occupational pension scheme in connection with the company's activities as trustee of the scheme. Such an indemnity does not permit indemnification against liability to pay criminal fines or civil penalties to a regulatory authority or the costs of an unsuccessful defense of criminal or civil proceedings.

Any indemnity provided under Section 234 or Section 235 must be disclosed in the company's annual report in accordance with Section 236, copies of such indemnification provisions made available for inspection in accordance with Section 237 and every member has a right to inspect and request such copies under Section 238.

Conduct of a director amounting to negligence, default, breach of duty or breach of trust in relation to the company can be ratified, in accordance with Section 239, by a resolution of the members of the company, disregarding the votes of the director (if a member) and any connected member.

Under the Company's articles of association, subject to the provisions of the U.K. Companies Act 2006, the Company may, broadly, (i) indemnify to any extent any person who is or was a director, or a director of any associated company, directly or indirectly against any liability incurred by him whether in connection with negligence, default, breach of duty or breach of trust or otherwise by him or her in relation to the Company or any associated company, or in connection with that company's activities as a trustee of an occupational pension scheme and (ii) purchase and maintain insurance for any person who is or was a director, or a director of an associated company, against any loss or liability or any expenditure he or she may incur, whether in connection with any proven or alleged negligence, default, breach of duty or breach of trust by him or otherwise, in relation to the Company or any associated company.

The Company enters into deeds of indemnity with directors, executive officers and certain other officers and employees (including directors, officers and employees of subsidiaries and other affiliates). These deeds of indemnity require that the Company indemnify such persons, to the fullest extent permitted by applicable law, against all losses suffered or incurred by them in the event that they are a party to or involved in any claim arising in connection with their appointment as director, officer, employee, agent or fiduciary of the Company or its subsidiary undertakings or another corporation at the request of the Company.

The Company will arrange appropriate insurance cover in respect of legal action against its directors and consolidated subsidiaries. The Company will also provide protections for its and its consolidated subsidiaries' directors against personal financial exposure they may incur in their capacity as such. These include qualifying third party indemnity provisions for the benefit of directors of the Company and other such persons, including, where applicable, in their capacity as directors of the Company's consolidated subsidiaries.



**Item 7. Exemption from Registration Claimed.**

Not Applicable.

**Item 8. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
4.1	Articles of Association of Liberty Global plc, adopted by Special Resolutions passed on May 30, 2013 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Current Report on 8-K filed on June 7, 2013 (File No. 001-35961) (the "June 2013 8-K").
4.2	Virgin Media Inc. 2010 Stock Incentive Plan (as Amended and Restated Effective June 7, 2013) (incorporated by reference to Exhibit 10.3 to the June 2013 8-K).
5.1	Opinion of Shearman & Sterling LLP regarding the legality of the securities being issued.
23.1	Consent of Shearman & Sterling LLP (included in Exhibit 5.1).
23.2	Consent of KPMG LLP.
24.1	Power of Attorney (included on page II-9).

## Item 9. Undertakings.

(a) The Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) of the Securities Act if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Company with the Commission pursuant to Section 13(a) or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Company hereby undertakes that, for the purpose of determining any liability under the Securities Act, each filing of the issuer's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act), that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement

relating to the securities offered therein and the offering of such securities at that time shall be deemed to be the initial bona fide offering hereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Denver, Colorado on June 10, 2013. The undersigned is also the duly registered authorized representative in the United States of the Registrant.

LIBERTY GLOBAL PLC

By: /s/ Bryan H. Hall

Bryan H. Hall  
Executive Vice President

II-8

---

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Bryan H. Hall or Bernard G. Dvorak his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
<u>/s/ John C. Malone</u> John C. Malone	Chairman of the Board	June 10, 2013
<u>/s/ Michael T. Fries</u> Michael T. Fries	President, Chief Executive Officer and Director	June 10, 2013
<u>/s/ John P. Cole</u> John P. Cole	Director	June 10, 2013
<u>/s/ Miranda Curtis</u> Miranda Curtis	Director	June 10, 2013
<u>/s/ John W. Dick</u> John W. Dick	Director	June 10, 2013
<u>/s/ Paul A. Gould</u> Paul A. Gould	Director	June 10, 2013
<u>/s/ Richard R. Green</u> Richard R. Green	Director	June 10, 2013
<u>/s/ David E. Rapley</u> David E. Rapley	Director	June 10, 2013

/s/ Larry E. Romrell Director  
Larry E. Romrell

June 10, 2013

II-9

---

Name	Title	Date
/s/ J.C. Sparkman	Director	June 10, 2013
J.C. Sparkman		
/s/ J. David Wargo	Director	June 10, 2013
J. David Wargo		
Andrew J. Cole	Director	June 10, 2013
/s/ Charles H. R. Bracken	Executive Vice President and Co-Chief Financial	June 10, 2013
Charles H. R. Bracken	Officer (Principal Financial Officer)	
/s/ Bernard G. Dvorak	Executive Vice President and Co-Chief Financial	June 10, 2013
Bernard G. Dvorak	Officer (Principal Accounting Officer)	

## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
4.1	Articles of Association of Liberty Global plc, adopted by Special Resolutions passed on May 30, 2013 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Current Report on 8-K filed on June 7, 2013 (File No. 001-35961) (the "June 2013 8-K").
4.2	Virgin Media Inc. 2010 Stock Incentive Plan (as Amended and Restated Effective June 7, 2013) (incorporated by reference to Exhibit 10.3 to the June 2013 8-K).
5.1	Opinion of Shearman & Sterling LLP regarding the legality of the securities being issued.
23.1	Consent of Shearman & Sterling LLP (included in Exhibit 5.1).
23.2	Consent of KPMG LLP.
24.1	Power of Attorney (included on page II-9).



10 June 2013

Liberty Global plc  
38 Hans Crescent  
London  
SW1X 0LZ

Dear Sirs,

### Registration Statement on Form S-8 – Exhibit 5.1

#### 1. INTRODUCTION

- 1.1 We are acting as English legal advisers to Liberty Global plc (the "**Company**"), a company registered in England and Wales, in connection with the merger of Liberty Global, Inc. ("**Liberty Global**") and Virgin Media, Inc. ("**Virgin Media**") and the preparation and filing of the Company's Registration Statement on Form S-8 (the "**Registration Statement**") filed with the Securities and Exchange Commission under the Securities Act 1933, as amended the ("**Securities Act**"). The Registration Statement is being made in respect to the offering of up to 8,180,261 Class A ordinary shares and 7,679,427 Class C ordinary shares, with a nominal value of \$0.01 per share in the capital of the Company (the "**Shares**") to be issued pursuant to the Virgin Media Inc. 2010 Stock Incentive Plan (including the UK Employees Subplan) (As Amended and Restated Effective 7 June 2013) (the "**Plan**") to be assumed by the Company.
- 1.2 In so acting, we have examined the Registration Statement and have also examined and relied as to factual matters upon the representations and warranties contained in originals, or copies certified or otherwise identified to our satisfaction, of such documents, records, certificates and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.
- 1.3 In connection with the Registration Statement, we have been asked to provide an opinion on certain matters, as set out below. We have taken instructions in this regard solely from the Company.

#### 2. DOCUMENTS EXAMINED AND SEARCHES CONDUCTED

- 2.1 For the purpose of giving this opinion, we have examined the following documents and records, and made the following searches and enquiries:
- (a) a signed copy of the draft Registration Statement filed with the Securities and Exchange Commission on 10 June 2013;
  - (b) a copy of the rules of the Plan;



- (c) a copy of the deed of assumption to be entered into by the Company under which the Company shall assume the Plan;
- (d) copies of the Company's certificate of incorporation, certificate of incorporation on change of name, articles of association, each existing as at the date of this opinion;
- (e) the minutes and resolutions of the directors' and shareholders' meetings of the Company, each existing as at the date of this opinion;
- (f) a certificate addressed to us from Bryan H. Hall, a director of the Company, dated 10 June 2013 (the "**Certificate**");
- (g) the results of our search on 10 June 2013 of the Company's public records held by the Registrar of Companies (the "**Company Search**"); and
- (h) the results of our enquiry by telephone at the Companies Court in London of the Central Index of Winding Up Petitions on 10 June 2013 at 11.17 a.m. with respect to the Company (the "**Winding up Search**").

2.2 The documents, records, searches and enquiries referred to above are the only documents and records we have examined and the only searches and enquiries we have carried out for the purposes of giving this opinion.

### 3. **SCOPE**

3.1 This opinion is limited to the laws of England and Wales as applied by the English courts as at the date of this letter. We have not investigated, and do not express or imply any opinion in relation to, the laws of any other jurisdiction and we do not express any opinion on European Community law as it affects any jurisdiction other than England and Wales.

3.2 We expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact, that may occur after the date of this letter that may affect the opinion expressed herein.

3.3 The opinion given in this letter is strictly limited to the matters stated in paragraph 5 and does not extend to, and is not to be read as extended by implication to, any other matters. We express no opinion as to whether a foreign court (applying its own conflict law) will act in accordance with any agreement by the Company, Liberty Global and/or Virgin Media in connection with the issuance of the Shares as to jurisdiction and/or law. We express no opinion as to matters of fact.

3.4 This opinion shall be governed by and construed in accordance with English law.

### 4. **ASSUMPTIONS**

In giving this opinion, we have assumed:

4.1 the genuineness of all signatures, stamps and seals on, and the authenticity, accuracy and completeness of, all documents submitted to us (whether as originals or copies and whether in

electronic form or otherwise) and that such documents remain accurate, up to date and have not been amended or any provision thereof varied or waived since the date of submission to us;

- 4.2 that all copy documents submitted to us are complete and conform to the originals;
- 4.3 that all statements contained in the Certificate were true and correct when given and remain true and correct;
- 4.4 that on each date of the allotment and issue of the Shares (each an "**Allotment Date**") the Company has complied with all applicable laws to allot and issue the Shares and the Company has received such amounts as are necessary to fully pay the nominal value of the Shares and any applicable share premium;
- 4.5 that the information revealed by the Company Search was and remains complete, accurate and up to date in all respects as at the date of this letter and will so remain as at the Allotment Dates;
- 4.6 that the information revealed by our Winding up Search was accurate in all respects and has not since the time of such enquiry been altered;
- 4.7 that no additional matters would have been disclosed by company searches at the Registrar of Companies or the Companies Court being carried out since the carrying out of the searches and enquiries referred to in paragraph 2.1 above which would affect the opinion stated below and that the particulars disclosed by our searches and enquiries are true, accurate, complete and up to date;
- 4.8 that no step has been taken to wind up, strike off or dissolve the Company or appoint an administrator or receiver or nominee or supervisor in respect of a company voluntary arrangement or similar official in respect of the Company or any of its assets or revenues or to obtain a moratorium which has not been revealed by our searches referred to above; and
- 4.9 that the term "non-assessable", which has no recognised meaning in English law, for the purposes of this letter means that, under the Companies Act 2006 (as amended), the articles of association of the Company and any resolution taken under the articles of association of the Company approving the issuance of the Shares, no holder of such Shares is liable, solely because of such holder's status as a holder of such Shares, for additional assessments or calls for further funds by the Company or any other person; and
- 4.10 that the directors as at the time of the Allotment Dates will be duly authorised pursuant to the articles of association of the Company as in force at the time of the Allotment Dates, the Companies Act 2006 and any relevant authority given by the members of the Company in a general meeting to allot and issue Shares on a non pre-emptive basis.

## 5. **OPINION**

Based upon the foregoing and subject to any matters not disclosed to us and to the assumptions and qualifications set out in this letter, we are of the opinion that the Shares will be duly authorised, validly issued, fully paid and non-assessable when: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Shares are issued on an Allotment Date in accordance with the terms of the Plan; and (iii) valid entries in the books and registers of the Company have been made.

## 6. QUALIFICATIONS

The opinion given in this letter is subject to the qualifications and reservations set out below.

6.1 The Company Search is not capable of revealing conclusively whether or not:

- (a) a winding-up order has been made or a resolution passed for the winding up of the Company;
- (b) an administration order has been made;
- (c) a receiver, administrative receiver, administrator or liquidator has been appointed; or
- (d) a court order has been made under the Cross Border Insolvency Regulations 2006,

since notice of these matters may not be filed with the Registrar of Companies immediately and, when filed, there may be a delay in the relevant notice appearing on the file of the company concerned.

In addition, the Company Search is not capable of revealing, prior to the making of the relevant order or the appointment of an administrator otherwise taking effect, whether or not a winding-up petition or an application for an administration order has been presented, or whether or not any documents for the appointment of, or notice of intention to appoint, an administrator under paragraphs 14 or 22 of Schedule B1 to the Insolvency Act 1986 has been filed with the court.

6.2 The Winding up Search relates only to the presentation of (i) a petition for the making of a winding-up order or the making of a winding-up order by a court, (ii) an application to the High Court of Justice in London for the making of an administration order and the making by such court of an administration order, and (iii) a notice of intention to appoint an administrator or a notice of appointment of an administrator filed at the High Court of Justice in London. It is not capable of revealing conclusively whether or not such a winding-up petition, application for an administration order, notice of intention or notice of appointment has been presented or winding-up or administration order granted, because:

- (a) details of a winding-up petition or application for an administration order may not have been entered on the records of the Central Index of Winding Up Petitions immediately;
- (b) in the case of an application for the making of an administration order and such order and the presentation of a notice of intention to appoint or notice of appointment, if such application is made to, order made by or notice filed with, a court other than the High Court of Justice in London, no record of such application, order or notice will be kept by the Central Index of Winding Up Petitions;
- (c) a winding-up order or administration order may be made before the relevant petition or application has been entered on the records of the Central Index of Winding Up Petitions, and the making of such order may not have been entered on the records immediately;
- (d) details of a notice of intention to appoint an administrator or a notice of appointment of an administrator under paragraphs 14 and 22 of Schedule B1 of the Insolvency Act 1986

- may not be entered on the records immediately (or, in the case of a notice of intention to appoint, at all); and
- (e) with regard to winding-up petitions, the Central Index of Winding Up Petitions may not have records of winding-up petitions issued prior to 1994.

7. **CONSENT TO FILING**

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to all references to our firm included or made a part of the Registration Statement in respect thereto.

Yours faithfully,

/s/ Shearman & Sterling (London) LLP

**Shearman & Sterling (London) LLP**

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Liberty Global plc:

We consent to the use of our reports incorporated by reference here-in dated February 13, 2013, with respect to the consolidated balance sheets of Liberty Global, Inc. and subsidiaries as of December 31, 2012 and 2011, and the related consolidated statements of operations, comprehensive earnings (loss), equity, and cash flows for each of the years in the three-year period ended December 31, 2012, the related financial statement schedules I and II, and the effectiveness of Liberty Global, Inc. and subsidiaries' internal control over financial reporting as of December 31, 2012, incorporated herein by reference.

Our report on the effectiveness of internal control over financial reporting as of December 31, 2012 contains an explanatory paragraph that states that the aggregate amount of total assets and revenue of San Juan Cable LLC, doing business as Onelink Communications, that are excluded from management's assessment of the effectiveness of internal control over financial reporting as of and for the year ended December 31, 2012 are \$795.7 million and \$24.8 million, respectively. Our audit of internal control over financial reporting also excluded an evaluation of the internal control over financial reporting of this entity.

KPMG LLP

Denver, Colorado  
June 10, 2013