

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 14D1/A

Tender offer statement. [amend]

Filing Date: **1994-08-25**  
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### SUBJECT COMPANY

#### QVC NETWORK INC

CIK: **797565** | IRS No.: **232414041** | State of Incorporation: **DE** | Fiscal Year End: **0131**  
Type: **SC 14D1/A** | Act: **34** | File No.: **005-38102** | Film No.: **94546050**  
SIC: **5961** Catalog & mail-order houses

Business Address  
GOSHEN CORPORATE PARK  
WEST CHESTER PA 19380  
2154301000

### FILED BY

#### COMCAST CORP

CIK: **22301** | IRS No.: **231709202** | State of Incorporation: **PA** | Fiscal Year End: **1231**  
Type: **SC 14D1/A**  
SIC: **4841** Cable & other pay television services

Mailing Address	Business Address
1500 MARKET STREET PHILADELPHIA PA 19102-2148	1500 MARKET STREET PHILADELPHIA PA 19102-2148 215-665-1700

SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

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AMENDMENT NO. 4  
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:

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

\* This Statement also constitutes Amendment No. 5 to the Schedule 13D  
filed by Tele-Communications, Inc. and Amendment No. 26 to the  
Schedule 13D 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 meanings assigned to them in the Offer to Purchase and the Schedule 14D-1.

Item 10. Additional Information.

(b)-(c) The information set forth under "The Tender Offer - -- 11. Certain Legal Matters; Regulatory Approvals" in the Offer to Purchase is hereby amended and supplemented to include the following information:

On August 23, 1994, the FCC granted special temporary authority to the Purchaser to operate the Company's three domestic fixed-satellite earth stations pending final action on the Purchaser's pending application for transfer of control of the earth station licenses from the stockholders of the Company to Purchaser. The Purchaser will also operate the Company's FCC-authorized business radio station pursuant to conditional authority under the FCC's rules pending final action by the FCC on the Purchaser's application for transfer of control of the business radio license from the Company's stockholders to the Purchaser.

On August 24, 1994, the FTC, pursuant to the HSR Act, issued Requests for Additional Information ("Second Requests") regarding the proposed purchase of Shares pursuant to the Offer to each of Ralph J. Roberts, as the ultimate parent entity of Comcast, and the Company. A copy of the press release of Comcast and the Company relating to the foregoing is attached hereto as Exhibit (a)(10) and is hereby incorporated herein by reference, and the foregoing description of such press release is qualified in its entirety by reference to such Exhibit.

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. As a result of the receipt of Second Requests, the waiting period under the HSR Act

applicable to the purchase of Shares pursuant to the Offer will be extended until 11:59 P.M., New York City time, on the tenth day after substantial compliance by Comcast. Thereafter, such waiting period can be extended only by court order. 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 is currently scheduled to expire at 11:59 P.M., New York City time, on Thursday, September 8, 1994. Prior to such date, the Antitrust Division or the FTC may extend such waiting period by requesting additional information or documentary material. If such request is made, the waiting period will be extended until 11:59 P.M., New York City time, on the twentieth day after substantial compliance with such request by each of the parties that receives such a request. Thereafter, such waiting period can be extended only by court order.

Item 11. Material to be Filed as Exhibits.

(a)(10) -- Text of Press Release issued by Comcast and the Company on August 25, 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: August 25, 1994

QVC PROGRAMMING HOLDINGS, INC.

By: /s/ JULIAN A. BRODSKY

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Name: Julian A. Brodsky

Title: Vice Chairman

COMCAST CORPORATION

By: /s/ JULIAN A. BRODSKY

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Name: Julian A. Brodsky

Title: Vice Chairman

By: /s/ STEPHEN M. BRETT

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Name: Stephen M. Brett

Title: Executive Vice President

EXHIBIT INDEX

Exhibit Number -----	Description -----	Sequentially Numbered Page -----
a.10	Text of Press Release issued by Comcast and the Company on August 25, 1994.	

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FOR IMMEDIATE RELEASE

FEDERAL TRADE COMMISSION REQUESTS  
ADDITIONAL INFORMATION FROM COMCAST AND QVC

Philadelphia, PA and West Chester, PA, --August 25, 1994-- Comcast Corporation and QVC, Inc. announced today that the Federal Trade Commission has issued a request to Comcast and QVC to provide additional information regarding the proposed acquisition by Comcast and Liberty Media Corporation, a wholly-owned subsidiary of Tele-Communications, Inc., of the stock of QVC pursuant to a tender offer commenced on August 11th. The tender offer is being made through an acquisition vehicle, QVC Programming Holdings, Inc., of which Comcast and Liberty will own 57.4% and 42.6%, respectively, following consummation of the tender offer. The request will extend the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act until 10 days after the requested information is provided by Comcast.

In order to comply with the additional requirements of the Hart-Scott-Rodino Act, each of Comcast and Liberty was required to file a separate notification in connection with the contemplated ownership by Comcast and Liberty of the tender offer acquisition vehicle, QVC Programming Holdings, Inc. The waiting period applicable to that transaction currently is scheduled to expire on Thursday, September 8, 1994. Prior to such date, the Antitrust Division of the Department of Justice or the Federal Trade Commission may extend the waiting period by requesting additional information. If a request is made, the waiting period will be extended until 20 days after the requested information is provided by all parties that receive the request.

The tender offer may not be consummated until each of the waiting periods under the Hart-Scott-Rodino Act has expired.

Comcast Corporation is principally engaged in the development, management and operation of cable communications networks. The Company's consolidated and affiliated operations served approximately 3.0 million cable subscribers at June 30, 1994. After completion of the acquisition of Maclean Hunter's United States cable properties, Comcast's consolidated and prorated affiliated operations will serve approximately 3.5 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. The Company 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.

QVC, Inc. is the world's largest electronic retailer, reaching more than 50 million homes across the United States and an additional 17 million

households through joint ventures in the United Kingdom and Mexico. QVC is traded on The Nasdaq Stock Market under the symbol QVCN.

FOR FURTHER INFORMATION CONTACT:

Comcast Corporation  
John R. Alchin  
Senior Vice President and Treasurer  
(215)981-7503

Kathleen B. Jacoby  
Director, Investor Relations  
  
(215)981-7392

QVC, Inc.  
Investors:  
William F. Costello  
Executive Vice President - Chief Financial Officer  
(610)430-8938

Media:  
Donald A. Van de Mark  
Director of Corporate Communications  
(610)429-5666