

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D9/A

Tender offer solicitation / recommendation statements filed under Rule 14d-9 [amend]

Filing Date: **1994-09-22**
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SUBJECT COMPANY

QVC NETWORK INC

CIK: **797565** | IRS No.: **232414041** | State of Incorporation: **DE** | Fiscal Year End: **0131**
Type: **SC 14D9/A** | Act: **34** | File No.: **005-38102** | Film No.: **94549930**
SIC: **5961** Catalog & mail-order houses

Business Address
*GOSHEN CORPORATE PARK
WEST CHESTER PA 19380
2154301000*

FILED BY

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Amendment No. 7

to

SCHEDULE 14D-9

Solicitation/Recommendation Statement
Pursuant to Section 14(d)(4) of the
Securities Exchange Act of 1934

QVC, INC.
(Name of Subject Company)

QVC, INC.
(Name of Person(s) Filing Statement)

Common Stock, par value \$.01 Per Share
Series B Preferred Stock, par value \$.10 Per Share
Series C Preferred Stock, par value \$.10 Per Share
(Title of Class of Securities)

747262 10 3
(only with respect to the Common Stock)
(CUSIP Number of Class of Securities)

Neal S. Grabell, Esq.
Senior Vice President, General Counsel and Secretary
QVC, Inc.
1365 Enterprise Drive
West Chester, Pennsylvania 19380
(610) 430-1000

(Name, address and telephone number of person
authorized to receive notice and communications
on behalf of the person(s) filing statement)

With a copy to:

Pamela S. Seymon, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
(212) 403-1000

This Statement amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 of QVC, Inc., a Delaware corporation, filed with the Securities and Exchange Commission on August 11, 1994, as previously amended and supplemented (the "Schedule 14D-9"), with respect to the tender offer made by QVC Programming Holdings, Inc., a Delaware corporation to be wholly owned by Comcast Corporation, a Pennsylvania corporation, and Liberty Media Corporation, a Delaware corporation and a wholly-owned subsidiary of Tele-Communications, Inc., a Delaware corporation (collectively, the "Bidders"), to purchase all outstanding Shares at a price of \$46 per Common Share and \$460 per Preferred Share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated August 11, 1994 and the related Letter of Transmittal, which were annexed to and filed with the Schedule 14D-9 as Exhibits 1 and 2, respectively, as amended and supplemented by filings with the Commission on Schedule 14D-1 by the Bidders (as described herein or therein).

Capitalized terms used and not defined herein shall have the meanings assigned such terms in the Schedule 14D-9.

Item 8. Additional Information to be Furnished.

Pursuant to a press release dated September 21, 1994, Comcast and TCI announced that the Purchaser extended the expiration date of the Offer until 11:59 p.m., New York City time, on October 21, 1994. The press release stated that Comcast and TCI do not expect that the applicable waiting periods under the HSR Act relating to the acquisition of QVC will have expired by September 22, 1994. A copy of the press release was filed by the Bidders with the Commission on September 22, 1994 as an exhibit to the Schedule 14D-1, together with Amendment No. 8 to the Schedule 14D-1.

Item 9. Material to be Filed as Exhibits.

- Exhibit 1** -- Offer to Purchase, dated August 11, 1994.
- Exhibit 2** -- Letter of Transmittal.
- Exhibit 3** -- Proxy Statement dated May 31, 1994 relating to QVC, Inc.'s 1994 Annual Meeting of Stockholders.
- Exhibit 4** -- Agreement and Plan of Merger, dated as of August 4, 1994, among QVC, Inc., Comcast Corporation, Liberty Media Corporation and Comcast QMerger, Inc. (now known as QVC Programming Holdings, Inc.).
- Exhibit 5** -- Letter Agreement, dated as of August 4, 1994, among Comcast Corporation, Barry Diller and Arrow Investments, L.P.
- Exhibit 6** -- Letter Agreement, dated as of August 4, 1994, among Comcast Corporation, Liberty Media Corporation and Telecommunications, Inc.
- Exhibit 7** -- Letter to Stockholders of QVC, Inc. dated August 11, 1994.*

- Exhibit 8** -- Press Release issued by QVC, Inc., Comcast Corporation and Liberty Media Corporation on August 5, 1994.
- Exhibit 9** -- Opinion of Allen & Company Incorporated dated August 4, 1994.*
- Exhibit 10** -- Report of Allen & Company Incorporated to the Board of Directors of QVC, Inc. dated August 4, 1994.
- Exhibit 11** -- Engagement Letter, dated August 4, 1994, between QVC, Inc. and Allen & Company Incorporated (including the related Indemnity Letter).

* Included with Schedule 14D-9 mailed to Stockholders.

** Previously filed.

- Exhibit 12** -- Press release issued by QVC, Inc. and Comcast Corporation on August 25, 1994.

** Previously filed.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

QVC, INC.

Dated: September 22, 1994

By: /s/ Neal S. Grabell
Neal S. Grabell
Senior Vice President,
General Counsel & Secretary

EXHIBIT INDEX

Exhibit No.	Description	Page No.
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