

COMCAST CORP
Form SC 13G/A
January 27, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(b)**

(Amendment No. 2)*

Cablevision Systems Corporation

(Name of Issuer)

**Cablevision NY Group Class A Common Stock, par value \$.01 per
share**

(Title of Class of Securities)

12686C109

(CUSIP Number)

December 31, 2004

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

CUSIP No. **12686C109**

13G

| | | |
|--|---|---|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Comcast Corporation 27-0000798 | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="checkbox"/> (a) o <input type="checkbox"/> (b) o | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Pennsylvania | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER -0- |
| | 6 | SHARED VOTING POWER -14,533,487*- |
| | 7 | SOLE DISPOSITIVE POWER -0- |
| | 8 | SHARED DISPOSITIVE POWER -14,533,487*- |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -14,533,487*- | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.6% | |
| 12 | TYPE OF REPORTING PERSON CO | |

* Of the 14,533,487 shares of Cablevision NY Group Class A Common Stock, par value \$.01 per share (Class A Common Stock), that are reported as beneficially owned by the Reporting Person, 11,660,795 shares of Class A Common Stock are owned by Comcast ABB CSC Holdings, Inc., and 2,872,692 shares of Class A Common Stock are owned by Comcast ABB CSC II, Inc.

CUSIP No. 12686C109

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| | | |
|--|---|---|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Comcast Cable Communications Holdings, Inc. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="radio"/> (a) <input type="radio"/> (b) | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER -0- |
| | 6 | SHARED VOTING POWER -14,533,487*- |
| | 7 | SOLE DISPOSITIVE POWER -0- |
| | 8 | SHARED DISPOSITIVE POWER -14,533,487*- |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -14,533,487*- | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/> | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.6% | |
| 12 | TYPE OF REPORTING PERSON | |

| | |
|--|----|
| | CO |
|--|----|

* Of the 14,533,487 shares of Class A Common Stock, that are reported as beneficially owned by the Reporting Person, 11,660,795 shares of Class A Common Stock are owned by Comcast ABB CSC Holdings, Inc., and 2,872,692 shares of Class A Common Stock are owned by Comcast ABB CSC II, Inc.

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| | | | |
|--|--|--|--|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | Comcast ABB CSC Holdings, Inc. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) <input type="radio"/> (b) <input type="radio"/> | |
| 3 | SEC USE ONLY | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 5 | SOLE VOTING POWER -0- |
| | | 6 | SHARED VOTING POWER -11,660,795- |
| | | 7 | SOLE DISPOSITIVE POWER -0- |
| | | 8 | SHARED DISPOSITIVE POWER -11,660,795- |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | -11,660,795- | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | o | |

| | |
|----|---|
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.3% |
| 12 | TYPE OF REPORTING PERSON CO |

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Item 1(a). Name of Issuer:

Cablevision Systems Corporation

Item 1(b). Address of Issuer's Principal Executive Offices:

1111 Stewart Avenue, Bethpage, New York 11714

Item 2(a). Names of Persons Filing:

This statement is filed on behalf of the persons identified below (the "Reporting Persons").

Comcast Corporation

Comcast Cable Communications Holdings, Inc.

Comcast ABB CSC Holdings, Inc.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of Comcast Corporation and Comcast Cable Communications Holdings, Inc. is 1500 Market Street, Philadelphia, PA 19102-2148, c/o Comcast Corporation.

The address of the principal business office of Comcast Comcast ABB CSC Holdings, Inc. is 1201 North Market Street, Suite 1405, Wilmington, Delaware 19801, c/o Comcast Capital Corporation.

Item 2(c). Citizenship:

Comcast Corporation Pennsylvania

Comcast Cable Communications Holdings, Inc. Delaware

Comcast ABB CSC Holdings, Inc. Delaware

Item 2(d). Title of Class of Securities:

Cablevision NY Group Class A Common Stock, par value \$.01 per share (Class A Common Stock)

Item 2(e). CUSIP Number:

12686C109

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

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- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

- (a) Amount beneficially owned: 14,533,487
- (b) Percent of class: 6.6%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: -0-
 - (ii) Shared power to vote or to direct the vote: 14,533,487
 - (iii) Sole power to dispose or to direct the disposition of: -0-
 - (iv) Shared power to dispose or to direct the disposition of: 14,533,487

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiaries Which Acquired the Security Being Reported on by the Parent Holding Company.

Comcast Cable Communications Holdings, Inc. is a direct, wholly owned subsidiary of Comcast Corporation.

Comcast Cable Communications Holdings, Inc. owns a 61.9% interest in Comcast ABB CSC Holdings, Inc. directly and a 38.1% interest indirectly through its wholly owned subsidiary CVC Keep Well, LLC.

Comcast ABB CSC Holdings, Inc. owns 11,660,795 shares of Class A Common Stock.

Comcast ABB CSC II, Inc., an indirect, wholly owned subsidiary of Comcast Cable Communications Holdings, Inc., owns 2,872,692 shares of Class A Common Stock.

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable 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.

Date: January 27, 2005

COMCAST CORPORATION

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Senior Vice President

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COMCAST CABLE COMMUNICATIONS HOLDINGS,
INC.

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Senior Vice President

COMCAST ABB CSC HOLDINGS, INC.

By: /s/ James P. McCue

Name: James P. McCue
Title: President

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SCHEDULES

Schedule I Joint Filing Agreement dated January 27, 2005 among the signatories to this Amendment No. 2 to
I Schedule 13G.

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SCHEDULE I

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, each of the undersigned acknowledges and agrees that Amendment No. 2 to Schedule 13G with respect to the Cablevision NY Group Class A Common Stock, par value \$.01 per share, of Cablevision Systems Corporation shall be filed on behalf of each of the undersigned and acknowledges that as contemplated by Section 13d-1(k)(1)(ii), no person shall be responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate. This Agreement may be executed in any number of counterparts and all such counterparts taken together shall constitute one and the same instrument.

Date: January 27, 2005

COMCAST CORPORATION

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Senior Vice President

COMCAST CABLE COMMUNICATIONS HOLDINGS,
INC.

By: /s/ Arthur R. Block

Name: Arthur R. Block
Title: Senior Vice President

COMCAST ABB CSC HOLDINGS, INC.

By: /s/ James P. McCue

Name: James P. McCue
Title: President