

COMCAST CORP  
Form 8-K  
May 27, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of The Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): May 19, 2015**

**Comcast Corporation**

**(Exact Name of Registrant as Specified in Charter)**

**Pennsylvania**  
**(State or other jurisdiction**

**of incorporation)**

**001-32871**  
**(Commission**  
**File Number)**

**27-0000798**  
**(IRS Employer**  
**Identification No.)**

**One Comcast Center**

**Philadelphia, PA**  
**(Address of Principal Executive Offices)**

**19103-2838**  
**(Zip Code)**

**Registrant's telephone number, including area code: (215) 286-1700**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events**

On May 27, 2015 Comcast Corporation ( Comcast ) has consummated the issuance and sale of \$1,500,000,000 aggregate principal amount of its 3.375% Notes due 2025, \$800,000,000 aggregate principal amount of its 4.400% Notes due 2035 and \$1,700,000,000 aggregate principal amount of its 4.600% Notes due 2045 (collectively, the Notes ), pursuant to an underwriting agreement dated May 19, 2015 among Comcast, the Guarantors (defined below) and Citigroup Global Markets Inc., Goldman, Sachs & Co. and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein. The Notes were issued pursuant to an Indenture dated as of September 18, 2013 (the Indenture ) among Comcast, the guarantors named therein and The Bank of New York Mellon, as trustee (the Trustee ), and an officers certificate issued pursuant thereto. The Notes are guaranteed on an unsecured and unsubordinated basis by Comcast Cable Communications, LLC, Comcast Cable Holdings, LLC, Comcast MO Group, Inc., Comcast MO of Delaware, LLC and NBCUniversal Media, LLC (the Guarantors ).

The Notes are being offered pursuant to Comcast s Registration Statement on Form S-3 filed on September 18, 2013, as amended on February 19, 2014 (Reg. No. 333-191239), including the prospectus contained therein, and a related prospectus supplement dated May 19, 2015.

The material terms and conditions of the Notes are set forth in the Form of Officers Certificate filed herewith as Exhibit 4.1 and incorporated by reference herein and in the Indenture filed as Exhibit 4.3 to Comcast s Registration Statement on Form S-3 filed on September 18, 2013, as amended on February 19, 2014.

**Item 9.01(d) Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Form of Officers Certificate setting forth the terms of the Notes
5.1	Opinion of Arthur R. Block, Esq.
5.2	Opinion of Davis Polk & Wardwell LLP
23.1	Consent of Arthur R. Block, Esq. (contained in Exhibit 5.1)
23.2	Consent of Davis Polk & Wardwell LLP (contained in Exhibit 5.2)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**COMCAST CORPORATION**

Date: May 27, 2015

By: /s/ Arthur R. Block

Name: Arthur R. Block

Title: Executive Vice President, General Counsel and  
Secretary