

COMCAST CORP  
Form 8-K  
May 26, 2016

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 26, 2016**

**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 26, 2016 Comcast Corporation (“Comcast”) consummated the issuance and sale of \$1,430,000,000 aggregate principal amount of its 4.05% Notes due 2046 (the “Notes”), pursuant to a subscription agreement dated May 13, 2016 among Comcast, the Guarantors (defined below) and Deutsche Bank AG, Taipei Branch, as the manager named therein. The Notes will be issued pursuant to an Indenture dated as of September 18, 2013 (the “Base Indenture”) among Comcast, the guarantors named therein and The Bank of New York Mellon, as trustee (the “Trustee”), as supplemented by the First Supplemental Indenture dated as of November 17, 2015 (the “First Supplemental Indenture”) among Comcast, the guarantors named therein and the Trustee, and an officers’ certificate issued pursuant thereto. The Notes are guaranteed on an unsecured and unsubordinated basis by Comcast Cable Communications, 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 and November 23, 2015 (Reg. No. 333-191239), including the prospectus contained therein, and a related preliminary prospectus supplement dated May 13, 2016 and a prospectus supplement dated May 13, 2016.

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 Base Indenture and First Supplemental Indenture, which are filed as Exhibit 4.3 and Exhibit 4.4, respectively, to Comcast’s Registration Statement on Form S-3 filed on September 18, 2013, as amended on February 19, 2014 and November 23, 2015 and incorporated herein by reference.

Item 9.01(d) Exhibits

**Exhibit Number Description**

- |      |  |
|------|--|
| 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 26, 2016 By: /s/ Arthur R. Block

Name: Arthur R. Block

Title: Executive Vice President, General Counsel and Secretary