

COMCAST CORP
Form 8-K
January 10, 2017

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): January 5, 2017

Comcast Corporation

(Exact Name of Registrant as Specified in Charter)

Pennsylvania

**(State or other jurisdiction of
incorporation)**

001-32871

27-0000798

(Commission File Number)

(IRS Employer Identification No.)

One Comcast Center

Philadelphia, PA

19103-2838

(Address of Principal Executive Offices)

(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 January 10, 2017 Comcast Corporation (Comcast) consummated the issuance and sale of \$1,250,000,000 aggregate principal amount of its 3.00% Notes due 2024 and \$1,250,000,000 aggregate principal amount of its 3.30% Notes due 2027 (collectively, the Notes), pursuant to an underwriting agreement dated January 5, 2017 among Comcast, the Guarantors (defined below) and BNP Paribas Securities Corp., Credit Suisse Securities (USA) LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein. The Notes were 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 were offered pursuant to Comcast s Registration Statement on Form S-3 filed on July 28, 2016, as amended at the date of the underwriting agreement (Reg. No. 333-212719), including the prospectus contained therein, and a related prospectus supplement dated January 5, 2017.

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 incorporated by reference as Exhibit 4.3 and Exhibit 4.4, respectively, to Comcast s Registration Statement on Form S-3 filed on July 28, 2016, and incorporated by reference herein.

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: January 10, 2017

By: /s/ Arthur R. Block
Name: Arthur R. Block
Title: Executive Vice President, General Counsel and
Secretary