

COMCAST CORP
Form 8-K
July 12, 2018

**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): July 11, 2018

| Commission File Number | Exact Name of Registrant; State of Incorporation; Address and Telephone Number of Principal Executive Offices | I.R.S. Employer Identification No. |
|-----------------------------------|---|---|
| 001-32871 | COMCAST CORPORATION PENNSYLVANIA One Comcast Center Philadelphia, PA 19103-2838 (215) 286-1700 | 27-0000798 |
| 001-36438 | NBCUNIVERSAL MEDIA, LLC DELAWARE 30 Rockefeller Plaza New York, NY 10112-0015 | 14-1682529 |

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(212) 664-4444

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Comcast Corporation

NBCUniversal Media, LLC

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Comcast Corporation

NBCUniversal Media, LLC

Item 8.01. Other Events.

On July 11, 2018, further to the announcement by Comcast Corporation (“Comcast”) on April 25, 2018 of its superior cash offer for Sky plc (“Sky”), Comcast and Sky announced the terms of an increased cash offer (the “Increased Offer”) for the entire issued and to be issued share capital of Sky that was recommended by the Sky Independent Committee of directors (the “Increased Offer UK Announcement”).

Under the terms of the Increased Offer, Sky shareholders will be entitled to receive £14.75 in cash for each Sky share. The consideration under the Increased Offer implies a value of approximately £26 billion for the fully diluted share capital of Sky.

In conjunction with the Increased Offer UK Announcement, Comcast issued a US press release relating to the offer for Sky (the “Increased Offer US Press Release”).

The foregoing summary of the Increased Offer UK Announcement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Increased Offer UK Announcement. The Increased Offer US Press Release and the Increased Offer UK Announcement are attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, and each is incorporated herein by reference.

Item 9.01.

Financial Statements and Exhibits.

(d) *Exhibits*

99.1 Increased Offer US Press Release relating to an increased cash offer for Sky by Comcast, dated July 11, 2018.

99.2 Increased Offer UK Announcement of an increased cash offer for Sky by Comcast, dated July 11, 2018.

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: July 11, 2018 By: /s/ Arthur R. Block
Name: Arthur R. Block
Title: Executive Vice President, General Counsel and Secretary

NBCUNIVERSAL MEDIA, LLC

Date: July 11, 2018 By: /s/ Arthur R. Block
Name: Arthur R. Block
Title: Executive Vice President

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Increased Offer US Press Release relating to an increased cash offer for Sky by Comcast, dated July 11, 2018. |
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