

COMCAST CORP
Form 8-K
February 08, 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): February 1, 2018

Comcast Corporation

(Exact Name of Registrant as Specified in Charter)

Pennsylvania

(State or other jurisdiction of incorporation)

001-32871
(Commission)

27-0000798
(IRS Employer)

File Number)

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))

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).

Emerging growth company

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.

Item 8.01 Other Events

On February 8, 2018 Comcast Corporation (Comcast) consummated the issuance and sale of \$1,000,000,000 aggregate principal amount of its 3.550% Notes due 2028, \$1,200,000,000 aggregate principal amount of its 3.900% Notes due 2038 and \$1,000,000,000 aggregate principal amount of its 4.000% Notes due 2048 (collectively, the Notes), pursuant to an underwriting agreement dated February 1, 2018 among Comcast, the Guarantors (defined below) and Barclays Capital Inc., TD 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 February 1, 2018.

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

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: February 8, 2018

By: /s/ Arthur R. Block

Name: Arthur R. Block

Executive Vice President, General Counsel and

Title: Secretary