

COMCAST CORP  
Form POSASR  
February 19, 2014

As filed with the Securities and Exchange Commission on February 19, 2014

Registration No. 333-191239

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

**POST EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-3**

**REGISTRATION STATEMENT**

***UNDER THE SECURITIES ACT OF 1933***

**Comcast Corporation**

**NBCUniversal Media, LLC**

**Comcast Cable Communications, LLC**

**Comcast Cable Holdings, LLC**

**Comcast MO Group, Inc.**

**Comcast MO of Delaware, LLC**

**(Exact Name of Registrants as Specified in Their Charters)**

Edgar Filing: COMCAST CORP - Form POSASR

|   |  |   |
|---|--|---|
| <b>Pennsylvania</b>   | <b>27-0000798</b>                              | <b>One Comcast Center</b><br><b>Philadelphia, Pennsylvania 19103-2838</b>   |
| <b>Delaware</b>   | <b>14-1682529</b>                              | <b>(215) 286-1700</b><br><b>30 Rockefeller Plaza</b><br><b>New York, New York 10112-0015</b>  |
| <b>Delaware</b>   | <b>23-2175755</b>                              | <b>(212) 664-4444</b><br><b>One Comcast Center</b><br><b>Philadelphia, Pennsylvania 19103-2838</b>  |
| <b>Delaware</b>   | <b>84-1260157</b>                              | <b>(215) 286-1700</b><br><b>One Comcast Center</b><br><b>Philadelphia, Pennsylvania 19103-2838</b>  |
| <b>Delaware</b>   | <b>91-2047743</b>                              | <b>(215) 286-1700</b><br><b>One Comcast Center</b><br><b>Philadelphia, Pennsylvania 19103-2838</b>  |
| <b>Delaware</b>   | <b>84-1372033</b>                              | <b>(215) 286-1700</b><br><b>One Comcast Center</b><br><b>Philadelphia, Pennsylvania 19103-2838</b>  |
| <b>(State or Other Jurisdiction of Incorporation or Organization)</b> | <b>(I.R.S. Employer Identification Number)</b> | <b>(215) 286-1700</b><br><b>(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)</b> |

**Arthur R. Block, Esq.**

**Senior Vice President,**

**General Counsel and Secretary**

**Comcast Corporation**

**One Comcast Center**

**Philadelphia, Pennsylvania 19103-2838**

**(215) 286-1700**

**(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)**

Edgar Filing: COMCAST CORP - Form POSASR

*Copy to:*

**Bruce K. Dallas, Esq.**

**Davis Polk & Wardwell LLP**

**1600 El Camino Real**

**Menlo Park, California 94025**

**(650) 752-2000**

**Approximate date of commencement of proposed sale to the public:** From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☒

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒  
Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Accelerated filer ☐  
Smaller reporting company ☐

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-3 (Registration No. 333-191239) (the **Registration Statement**) is being filed pursuant to Rule 462(d) of the Securities Act of 1933, as amended, solely to replace Exhibits 23.1 and 23.2 to the Registration Statement.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules**

(a) The following exhibits are filed as part of this Registration Statement:

| <b>Exhibit No.</b> | <b>Document</b>   |
|--------------------|---|
| 23.1               | Consent of Deloitte & Touche LLP (Comcast Corporation)*     |
| 23.2               | Consent of Deloitte & Touche LLP (NBCUniversal Media, LLC)* |
| 24.1               | Powers of Attorney**  |

\* Filed herewith.

\*\* Filed previously.

**SIGNATURES FOR COMCAST CORPORATION**

Pursuant to the requirements of the Securities Act of 1933, Comcast Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, State of Pennsylvania, on February 19, 2014.

**COMCAST CORPORATION**

By: /s/ Lawrence J. Salva  
 Name: **Lawrence J. Salva**  
 Title: **Senior Vice President**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>            | <b>Title</b>                            | <b>Date</b>       |
|-----------------------------|---|-------------------|
| *                           | Chairman and CEO; Director              | February 19, 2014 |
| <b>Brian L. Roberts</b>     | (Principal Executive Officer)           |                   |
| *                           | Founder; Chairman Emeritus of the Board | February 19, 2014 |
| <b>Ralph J. Roberts</b>     |   |                   |
| *                           | Vice Chairman and CFO                   | February 19, 2014 |
| <b>Michael J. Angelakis</b> | (Principal Financial Officer)           |                   |
| /s/ Lawrence J. Salva       | Senior Vice President,                  | February 19, 2014 |
| <b>Lawrence J. Salva</b>    | Chief Accounting Officer and            |                   |
|                             | Controller                              |                   |
|                             | (Principal Accounting Officer)          |                   |
| *                           | Director                                | February 19, 2014 |
| <b>Kenneth J. Bacon</b>     |   |                   |
| *                           | Director                                | February 19, 2014 |
| <b>Sheldon M. Bonovitz</b>  |   |                   |
|                             | Director                                | February 19, 2014 |
| <b>Edward D. Breen</b>      |   |                   |
| *                           | Director                                | February 19, 2014 |
| <b>Joseph J. Collins</b>    |   |                   |



Edgar Filing: COMCAST CORP - Form POSASR

| Signature                                  | Title    | Date              |
|--|----------|-------------------|
| *  | Director | February 19, 2014 |
| <b>J. Michael Cook</b>                     |          |                   |
| *  | Director | February 19, 2014 |
| <b>Gerald L. Hassell</b>                   |          |                   |
| *  | Director | February 19, 2014 |
| <b>Jeffrey A. Honickman</b>                |          |                   |
| *  | Director | February 19, 2014 |
| <b>Eduardo G. Mestre</b>                   |          |                   |
| *  | Director | February 19, 2014 |
| <b>Johnathan A. Rodgers</b>                |          |                   |
| *  | Director | February 19, 2014 |
| <b>Dr. Judith Rodin</b>                    |          |                   |
| * By: /s/ Lawrence J. Salva                |          |                   |
| <b>Lawrence J. Salva, Attorney-in-Fact</b> |          |                   |



**SIGNATURES FOR NBCUNIVERSAL MEDIA, LLC**

Pursuant to the requirements of the Securities Act of 1933, NBCUniversal Media, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on February 19, 2014.

NBCUNIVERSAL MEDIA, LLC

By: NBCUNIVERSAL, LLC, its sole member

By: /s/ LAWRENCE J. SALVA

Name: **Lawrence J. Salva**

Title: **Principal Accounting Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature                   | Title   | Date              |
|-----------------------------|---|-------------------|
| *                           | Principal Executive Officer of NBCUniversal Media, LLC  | February 19, 2014 |
| <b>Brian L. Roberts</b>     |   |                   |
| *                           | Principal Financial Officer of NBCUniversal Media, LLC; | February 19, 2014 |
| <b>Michael J. Angelakis</b> | Director of NBCUniversal, LLC                           |                   |
| *                           | Executive Vice President;                               | February 19, 2014 |
| <b>David L. Cohen</b>       | Director of NBCUniversal, LLC                           |                   |
| *                           | Senior Vice President;                                  | February 19, 2014 |
| <b>Arthur R. Block</b>      | Director of NBCUniversal, LLC                           |                   |
| /s/ Lawrence J. Salva       | Principal Accounting Officer of NBCUniversal Media, LLC | February 19, 2014 |
| <b>Lawrence J. Salva</b>    |   |                   |

\* By: /s/ Lawrence J. Salva

**Lawrence J. Salva, Attorney-in-Fact**

**SIGNATURES FOR**

**COMCAST CABLE COMMUNICATIONS, LLC**

Pursuant to the requirements of the Securities Act of 1933, Comcast Cable Communications, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, State of Pennsylvania, on February 19, 2014.

**COMCAST CABLE COMMUNICATIONS, LLC**

By: /s/ LAWRENCE J. SALVA  
 Name: **Lawrence J. Salva**  
 Title: **Senior Vice President**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>            | <b>Title</b>                   | <b>Date</b>       |
|-----------------------------|--------------------------------|-------------------|
| *                           | Chairman                       | February 19, 2014 |
| <b>Brian L. Roberts</b>     | (Principal Executive Officer)  |                   |
| *                           | Executive Vice President       | February 19, 2014 |
| <b>Michael J. Angelakis</b> | (Principal Financial Officer)  |                   |
| /s/ Lawrence J. Salva       | Senior Vice President          | February 19, 2014 |
| <b>Lawrence J. Salva</b>    | (Principal Accounting Officer) |                   |

**COMCAST HOLDINGS CORPORATION**

By: \* Sole Member February 19, 2014

**Arthur R. Block**

**Senior Vice President**

\* By: /s/ Lawrence J. Salva

**Lawrence J. Salva, Attorney-in-Fact**

**SIGNATURES FOR COMCAST CABLE HOLDINGS, LLC**

Pursuant to the requirements of the Securities Act of 1933, Comcast Cable Holdings, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, State of Pennsylvania, on February 19, 2014.

**COMCAST CABLE HOLDINGS, LLC**

By: /s/ LAWRENCE J. SALVA  
 Name: **Lawrence J. Salva**  
 Title: **Senior Vice President**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>            | <b>Title</b>                   | <b>Date</b>       |
|-----------------------------|--------------------------------|-------------------|
| *                           | Chairman                       | February 19, 2014 |
| <b>Brian L. Roberts</b>     | (Principal Executive Officer)  |                   |
| *                           | Executive Vice President       | February 19, 2014 |
| <b>Michael J. Angelakis</b> | (Principal Financial Officer)  |                   |
| /s/ Lawrence J. Salva       | Senior Vice President          | February 19, 2014 |
| <b>Lawrence J. Salva</b>    | (Principal Accounting Officer) |                   |

**COMCAST CABLE COMMUNICATIONS, LLC**

By: \* Sole Member February 19, 2014

**Arthur R. Block**

**Senior Vice President**

\* By: /s/ Lawrence J. Salva

**Lawrence J. Salva, Attorney-in-Fact**

**SIGNATURES FOR COMCAST MO GROUP, INC.**

Pursuant to the requirements of the Securities Act of 1933, Comcast MO Group, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, State of Pennsylvania, on February 19, 2014.

COMCAST MO GROUP, INC.

By: /s/ LAWRENCE J. SALVA  
 Name: **Lawrence J. Salva**  
 Title: **Senior Vice President**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature                   | Title                              | Date              |
|-----------------------------|------------------------------------|-------------------|
| *                           | Chairman                           | February 19, 2014 |
| <b>Brian L. Roberts</b>     | (Principal Executive Officer)      |                   |
| *                           | Executive Vice President; Director | February 19, 2014 |
| <b>Michael J. Angelakis</b> | (Principal Financial Officer)      |                   |
| *                           | Executive Vice President; Director | February 19, 2014 |
| <b>David L. Cohen</b>       |                                    |                   |
| *                           | Senior Vice President; Director    | February 19, 2014 |
| <b>Arthur R. Block</b>      |                                    |                   |
| /s/ Lawrence J. Salva       | Senior Vice President              | February 19, 2014 |
| <b>Lawrence J. Salva</b>    | (Principal Accounting Officer)     |                   |

\* By: /s/ Lawrence J. Salva

**Lawrence J. Salva, Attorney-in-Fact**

**SIGNATURES FOR COMCAST MO OF DELAWARE, LLC**

Pursuant to the requirements of the Securities Act of 1933, Comcast MO of Delaware, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, State of Pennsylvania, on February 19, 2014.

COMCAST MO OF DELAWARE, LLC

By: /s/ LAWRENCE J. SALVA  
 Name: **Lawrence J. Salva**  
 Title: **Senior Vice President**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature                   | Title                          | Date              |
|-----------------------------|--------------------------------|-------------------|
| *                           | Chairman                       | February 19, 2014 |
| <b>Brian L. Roberts</b>     | (Principal Executive Officer)  |                   |
| *                           | Executive Vice President       | February 19, 2014 |
| <b>Michael J. Angelakis</b> | (Principal Financial Officer)  |                   |
| /s/ Lawrence J. Salva       | Senior Vice President          | February 19, 2014 |
| <b>Lawrence J. Salva</b>    | (Principal Accounting Officer) |                   |

COMCAST OF GEORGIA/VIRGINIA, INC.

By: \* Sole Member February 19, 2014

**Arthur R. Block**

**Senior Vice President**

\* By: /s/ Lawrence J. Salva

**Lawrence J. Salva, Attorney-in-Fact**

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Document</b>   |
|--------------------|---|
| 23.1               | Consent of Deloitte & Touche LLP (Comcast Corporation)*     |
| 23.2               | Consent of Deloitte & Touche LLP (NBCUniversal Media, LLC)* |
| 24.1               | Powers of Attorney**  |

\* Filed herewith.

\*\* Filed previously.