

COMCAST CORP  
Form S-8  
July 28, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
*Under*  
***THE SECURITIES ACT OF 1933***

**COMCAST CORPORATION**  
**(Exact name of registrant as specified in charter)**

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

**27-0000798**  
**(I.R.S. Employer**  
**Identification No.)**

**One Comcast Center**

**Philadelphia, PA 19103-2838**

**(Address of principal executive offices)**

**COMCAST CORPORATION 2002 RESTRICTED STOCK PLAN**

**COMCAST CORPORATION 2003 STOCK OPTION PLAN**

**COMCAST CORPORATION 2002 EMPLOYEE STOCK PURCHASE PLAN**

**COMCAST-NBCUNIVERSAL 2011 EMPLOYEE STOCK PURCHASE PLAN**

**(Full title of the plan)**

**Arthur R. Block**

**Executive Vice President and General Counsel**

**Comcast Corporation**

**One Comcast Center**

**Philadelphia, Pennsylvania 19103-2838**

**(Name and address of agent for service)**

**(215) 286-1700**

**(Telephone number, including area code, of agent for service)**

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:

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

**CALCULATION OF REGISTRATION FEE**

| <b>Title of securities</b>                          | <b>Amount</b>             | <b>Proposed<br/>maximum<br/>offering price</b> | <b>Proposed<br/>maximum<br/>aggregate<br/>offering price(3)</b> | <b>Amount of<br/>registration fee(3)</b> |
|-----------------------------------------------------|---------------------------|------------------------------------------------|-----------------------------------------------------------------|------------------------------------------|
| <b>to be registered</b>                             | <b>registered (1) (2)</b> | <b>per share (3)</b>                           | <b>offering price(3)</b>                                        | <b>registration fee(3)</b>               |
| Class A Common Stock, par value \$0.01<br>per share | 159,000,000               | \$66.985                                       | \$10,650,615,000                                                | \$1,072,516.93                           |

- (1) This registration statement registers the issuance of 159,000,000 shares of Class A Common Stock (the "Class A Common Stock") of Comcast Corporation (the "Registrant"), par value \$0.01, 37,500,000 of which are issuable pursuant to the Comcast Corporation 2002 Restricted Stock Plan, as amended and restated, 99,000,000 of which are issuable pursuant to the Comcast Corporation 2003 Stock Option Plan, as amended and restated, 15,000,000 of which are issuable pursuant to the Comcast Corporation 2002 Employee Stock Purchase Plan, as amended and restated, and 7,500,000 of which are issuable pursuant to the Comcast-NBCUniversal 2011 Employee Stock Purchase Plan, as amended and restated (collectively, the "Plans").
- (2) Pursuant to Rule 416, there shall also be deemed covered hereby such additional securities as may result from anti-dilution adjustments under the Plans and which may hereinafter be offered or issued to prevent dilution resulting from stock splits, stock dividends, recapitalizations or certain other capital adjustments.
- (3) Estimated pursuant to paragraphs (c) and (h) of Rule 457 of the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee on the basis of the high and low sales prices of shares of Class A Common Stock on the Nasdaq National Market on July 21, 2016. Pursuant to Rule 457(p) under the Securities Act, the \$644,556.34 remaining of the relevant portion of the registration fees previously paid with respect to unsold securities registered on Registration Statement File No. 333-199741, initially filed on October 31, 2014 by Midwest Cable, Inc., a wholly owned subsidiary of Comcast Corporation, is being carried forward and is being applied to the registration fee of \$1,072,516.93 in connection with this offering. The balance of the registration fee of \$427,960.59 has been separately paid with respect to this offering.

**EXPLANATORY NOTE**

**Registration of Additional Shares under Comcast Corporation 2002 Restricted Stock Plan**

Pursuant to General Instruction E of Form S-8, this registration statement on Form S-8 (this Registration Statement ) is being filed in order to register an additional 37,500,000 shares of the Registrant's Class A Common Stock, par value \$0.01 per share, which are securities of the same class and relate to the same employee benefit plan, the Comcast Corporation 2002 Restricted Stock Plan, as amended and restated, as those shares registered on the Registrant's registration statements on Form S-8 previously filed with the Securities and Exchange Commission (the Commission ) on November 19, 2002 (Registration No. 333-101295, as amended by post-effective amendment no. 1 filed on December 4, 2002), December 4, 2002 (Registration No. 333-101645), April 8, 2003 (Registration No. 333-104385), March 1, 2005 (Registration No. 333-123059), January 4, 2006 (Registration No. 333-130847), May 16, 2008 (Registration No. 333-150976), August 21, 2009 (Registration No. 333-161468) and May 23, 2011 (Registration No. 333-174416), all of which are hereby incorporated by reference.

**Registration of Additional Shares under Comcast Corporation 2003 Stock Option Plan**

Pursuant to General Instruction E of Form S-8, this Registration Statement is also being filed in order to register an additional 99,000,000 shares of the Registrant's Class A Common Stock, par value \$0.01 per share, which are securities of the same class and relate to the same employee benefit plan, the Comcast Corporation 2003 Stock Option Plan, as amended and restated, as those shares registered on the Registrant's registration statements on Form S-8 previously filed with the Commission on April 8, 2003 (Registration No. 333-104385), May 16, 2008 (Registration No. 333-150976), August 21, 2009 (Registration No. 333-161468) and May 23, 2011 (Registration No. 333-174416), all of which are hereby incorporated by reference.

**Registration of Additional Shares under Comcast Corporation 2002 Employee Stock Purchase Plan**

Pursuant to General Instruction E of Form S-8, this Registration Statement is also being filed in order to register an additional 15,000,000 shares of the Registrant's Class A Common Stock, par value \$0.01 per share, which are securities of the same class and relate to the same employee benefit plan, the Comcast Corporation 2002 Employee Stock Purchase Plan, as amended and restated, as those shares registered on the Registrant's registration statements on Form S-8 previously filed with the Commission on November 19, 2002 (Registration No. 333-101295, as amended by post-effective amendment no. 1 filed on December 4, 2002), December 4, 2002 (Registration No. 333-101645), January 4, 2006 (Registration No. 333-130844), August 21, 2009 (Registration No. 333-161468) and August 2, 2012 (Registration No. 333-183008), all of which are hereby incorporated by reference.

**Registration of Additional Shares under Comcast-NBCUniversal 2011 Employee Stock Purchase Plan**

Pursuant to General Instruction E of Form S-8, this Registration Statement is also being filed in order to register an additional 7,500,000 shares of the Registrant's Class A Common Stock, par value \$0.01 per share, which are securities of the same class and relate to the same employee benefit plan, the Comcast-NBCUniversal 2011 Employee Stock Purchase Plan, as amended and restated, as those shares registered on the Registrant's registration statements on Form S-8 previously filed with the Commission on May 23, 2011 (Registration No. 333-174417) and August 2, 2012 (Registration No. 333-183008), all of which are hereby incorporated by reference.

**Item 8. Exhibits.**

- 5.1 Opinion of Pepper Hamilton LLP (regarding validity)
- 5.2 Opinion of Pepper Hamilton LLP (regarding ERISA)
- 23.1 Consent of Deloitte & Touche LLP
- 23.2 Consent of Pepper Hamilton LLP (contained in Exhibits 5.1 and 5.2)
- 24.1 Power of Attorney (contained in the signature pages hereto)

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, Commonwealth of Pennsylvania, on July 28, 2016.

**COMCAST CORPORATION**

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

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each of Brian L. Roberts, Michael J. Cavanagh, David L. Cohen, Arthur R. Block and Lawrence J. Salva and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

| <b>Signature</b>                               | <b>Title</b>                                                                                   | <b>Date</b>   |
|------------------------------------------------|------------------------------------------------------------------------------------------------|---------------|
| /s/ Brian L. Roberts<br>Brian L. Roberts       | Chairman and CEO; Director<br>(Principal Executive Officer)                                    | July 28, 2016 |
| /s/ Michael J. Cavanagh<br>Michael J. Cavanagh | Senior Executive Vice President and CFO<br>(Principal Financial Officer)                       | July 28, 2016 |
| /s/ Lawrence J. Salva<br>Lawrence J. Salva     | Executive Vice President and<br>Chief Accounting Officer<br><br>(Principal Accounting Officer) | July 28, 2016 |
| /s/ Kenneth J. Bacon<br>Kenneth J. Bacon       | Director                                                                                       | July 28, 2016 |
| /s/ Madeline S. Bell                           | Director                                                                                       | July 28, 2016 |

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Madeline S. Bell

/s/ Sheldon M. Bonovitz  
Sheldon M. Bonovitz

Director

July 28, 2016

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| <b>Signature</b>                                 | <b>Title</b> | <b>Date</b>   |
|--------------------------------------------------|--------------|---------------|
| /s/ Edward Breen<br>Edward Breen                 | Director     | July 28, 2016 |
| /s/ Joseph J. Collins<br>Joseph J. Collins       | Director     | July 28, 2016 |
| /s/ Gerald L. Hassell<br>Gerald L. Hassell       | Director     | July 28, 2016 |
| /s/ Jeffrey A. Honickman<br>Jeffrey A. Honickman | Director     | July 28, 2016 |
| /s/ Eduardo G. Mestre<br>Eduardo G. Mestre       | Director     | July 28, 2016 |
| /s/ Johnathan A. Rodgers<br>Johnathan A. Rodgers | Director     | July 28, 2016 |
| /s/ Dr. Judith Rodin<br>Dr. Judith Rodin         | Director     | July 28, 2016 |

**EXHIBIT INDEX**

| Exhibit<br>Number | Exhibit Description                                                |
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