

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

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

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:

| Exhibit No. | Document |
|--------------------|---|
| 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.

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

Edgar Filing: COMCAST CORP - Form POSASR

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

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

* 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.

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

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

| Exhibit No. | Document |
|--------------------|---|
| 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.