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COMCAST CORP

FORM D/A

(Amended Small Company Offering and Sale of Securities Without Registration)

Filed 05/09/12

CIK	0001166691
Symbol	CMCSA
SIC Code	4841 - Cable and Other Pay Television Services
Industry	Broadcasting & Cable TV
Sector	Services
Fiscal Year	12/31

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

OMB APPROVAL
OMB Number: 3235-0076
Estimated Average burden hours per response: 4.0

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)
0001166691

Previous Name(s) ☐ None
AT&T COMCAST CORP

Entity Type
☒ Corporation
☐ Limited Partnership
☐ Limited Liability Company
☐ General Partnership
☐ Business Trust
☐ Other

Name of Issuer
COMCAST CORP

Jurisdiction of Incorporation/Organization
PENNSYLVANIA

Year of Incorporation/Organization
☒ Over Five Years Ago
☐ Within Last Five Years (Specify Year)
☐ Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer
COMCAST CORP

Street Address 1
One Comast Center

Street Address 2

City
Philadelphia

State/Province/Country
PENNSYLVANIA

ZIP/Postal Code
19103-2838

Phone No. of Issuer
215-286-1700

3. Related Persons

Last Name	First Name	Middle Name
Roberts	Brian	L.

Street Address 1	Street Address 2
c/o Comcast Corporation	One Comcast Center

City	State/Province/Country	ZIP/Postal Code
Philadelphia	PENNSYLVANIA	19103-2838

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Roberts	Ralph	J.

Street Address 1	Street Address 2
c/o Comcast Corporation	One Comcast Center

City	State/Province/Country	ZIP/Postal Code
Philadelphia	PENNSYLVANIA	19103-2838

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Bacon	Kenneth	J.

Street Address 1	Street Address 2
c/o Comcast Corporation	One Comcast Center

City	State/Province/Country	ZIP/Postal Code
Philadelphia	PENNSYLVANIA	19103-2838

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Bonovitz	Sheldon	M.

Street Address 1	Street Address 2
c/o Comcast Corporation	One Comcast Center

City	State/Province/Country	ZIP/Postal Code
Philadelphia	PENNSYLVANIA	19103-2838

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Collins	Joseph	J.

Street Address 1	Street Address 2
c/o Comcast Corporation	One Comcast Center

City	State/Province/Country	ZIP/Postal Code
Philadelphia	PENNSYLVANIA	19103-2838

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Cook	J.	Michael

Street Address 1	Street Address 2
c/o Comcast Corporation	One Comcast Center

City	State/Province/Country	ZIP/Postal Code
Philadelphia	PENNSYLVANIA	19103-2838

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Hassell	Gerald	L.

Street Address 1	Street Address 2
c/o Comcast Corporation	One Comcast Center

City	State/Province/Country	ZIP/Postal Code
Philadelphia	PENNSYLVANIA	19103-2838

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Honickman	Jeffrey	A.

Street Address 1	Street Address 2
c/o Comcast Corporation	One Comcast Center

City	State/Province/Country	ZIP/Postal Code
Philadelphia	PENNSYLVANIA	19103-2838

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Rodin	Judith	

Street Address 1	Street Address 2
c/o Comcast Corporation	One Comcast Center

City	State/Province/Country	ZIP/Postal Code
Philadelphia	PENNSYLVANIA	19103-2838

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Mestre	Eduardo	G.

Street Address 1	Street Address 2
c/o Comcast Corporation	One Comcast Center

City	State/Province/Country	ZIP/Postal Code
Philadelphia	PENNSYLVANIA	19103-2838

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Angelakis	Michael	J.

Street Address 1	Street Address 2
c/o Comcast Corporation	One Comcast Center

City	State/Province/Country	ZIP/Postal Code
Philadelphia	PENNSYLVANIA	19103-2838

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Burke	Stephen	B.

Street Address 1	Street Address 2
c/o Comcast Corporation	One Comcast Center

City	State/Province/Country	ZIP/Postal Code
Philadelphia	PENNSYLVANIA	19103-2838

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Cohen	David	L.

Street Address 1	Street Address 2
c/o Comcast Corporation	One Comcast Center

City	State/Province/Country	ZIP/Postal Code
Philadelphia	PENNSYLVANIA	19103-2838

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Block	Arthur	R.

Street Address 1	Street Address 2
c/o Comcast Corporation	One Comcast Center

City	State/Province/Country	ZIP/Postal Code
Philadelphia	PENNSYLVANIA	19103-2838

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Salva	Larry	J.

Street Address 1	Street Address 2
c/o Comcast Corporation	One Comcast Center

City	State/Province/Country	ZIP/Postal Code
Philadelphia	PENNSYLVANIA	19103-2838

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Smit	Neil	

Street Address 1	Street Address 2
c/o Comcast Corporation	One Comcast Center

City	State/Province/Country	ZIP/Postal Code
Philadelphia	PENNSYLVANIA	19103-2838

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Rodgers	Johnathan	A.

Street Address 1	Street Address 2
c/o Comcast Corporation	One Comcast Center

City	State/Province/Country	ZIP/Postal Code
Philadelphia	PENNSYLVANIA	19103-2838

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

4. Industry Group

- ☐ Agriculture
- Banking & Financial Services
  - ☐ Commercial Banking
  - ☐ Insurance
  - ☐ Investing
  - ☐ Investment Banking
  - ☐ Pooled Investment Fund
  - ☐ Other Banking & Financial Services
- ☐ Business Services
- Energy
  - ☐ Coal Mining
  - ☐ Electric Utilities
  - ☐ Energy Conservation
  - ☐ Environmental Services
  - ☐ Oil & Gas
  - ☐ Other Energy
- Health Care
  - ☐ Biotechnology
  - ☐ Health Insurance
  - ☐ Hospitals & Physicians
  - ☐ Pharmaceuticals
  - ☐ Other Health Care
- ☐ Manufacturing
- Real Estate
  - ☐ Commercial
  - ☐ Construction
  - ☐ REITS & Finance
  - ☐ Residential
  - ☐ Other Real Estate
- ☐ Retailing
- ☐ Restaurants
- Technology
  - ☐ Computers
  - ☐ Telecommunications
  - ☒ Other Technology
- Travel
  - ☐ Airlines & Airports
  - ☐ Lodging & Conventions
  - ☐ Tourism & Travel Services
  - ☐ Other Travel
- ☐ Other

5. Issuer Size

Revenue Range

- ☐ No Revenues
- ☐ $1 - $1,000,000
- ☐ $1,000,001 - $5,000,000
- ☐ $5,000,001 - $25,000,000
- ☐ $25,000,001 - $100,000,000
- ☒ Over $100,000,000
- ☐ Decline to Disclose
- ☐ Not Applicable

Aggregate Net Asset Value Range

- ☐ No Aggregate Net Asset Value
- ☐ $1 - $5,000,000
- ☐ $5,000,001 - $25,000,000
- ☐ $25,000,001 - $50,000,000
- ☐ $50,000,001 - $100,000,000
- ☐ Over $100,000,000
- ☐ Decline to Disclose
- ☐ Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- ☐ Rule 504(b)(1) (not (i), (ii) or (iii))
- ☐ Rule 504 (b)(1)(i)
- ☐ Rule 504 (b)(1)(ii)
- ☐ Rule 504 (b)(1)(iii)
- ☐ Rule 505
- ☒ Rule 506
- ☐ Securities Act Section 4(6)
- ☐ Investment Company Act Section 3(c)

7. Type of Filing

☐ New Notice Date of First Sale 2000-09-07 ☐ First Sale Yet to Occur

☒ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☒ Yes ☐ No

9. Type(s) of Securities Offered (select all that apply)

- ☐ Pooled Investment Fund Interests
- ☐ Tenant-in-Common Securities
- ☐ Mineral Property Securities
- ☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- ☐ Equity
- ☒ Debt
- ☐ Option, Warrant or Other Right to Acquire Another Security
- ☐ Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor $ 250000 USD

12. Sales Compensation

Recipient	Recipient CRD Number	☐ None
Banc of America Securities LLC	26091	
(Associated) Broker or Dealer ☒ None	(Associated) Broker or Dealer CRD Number	☒ None

Street Address 1	Street Address 2
One Bryant Park	

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10036

State(s) of Solicitation ☒ All States ☐ Foreign/Non-US

Recipient	Recipient CRD Number	☐ None
Deutsche Bank Securities Inc.	2525	
(Associated) Broker or Dealer ☒ None	(Associated) Broker or Dealer CRD Number	☒ None

Street Address 1	Street Address 2
60 Wall Street	3rd Floor

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10005

State(s) of Solicitation ☒ All States ☐ Foreign/Non-US

Recipient	Recipient CRD Number	☐ None
Barclays Capital Inc.	19714	
(Associated) Broker or Dealer ☒ None	(Associated) Broker or Dealer CRD Number	☒ None

Street Address 1	Street Address 2
745 Seventh Avenue	

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10019

State(s) of Solicitation ☒ All States ☐ Foreign/Non-US

Recipient	Recipient CRD Number	☐ None
The Williams Capital Group, L.P.	35149	

(Associated) Broker or Dealer	☒ None	(Associated) Broker or Dealer CRD Number	☒ None

Street Address 1	Street Address 2
650 Fifth Avenue	11th Floor

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10019

State(s) of Solicitation ☒ All States ☐ Foreign/Non-US

13. Offering and Sales Amounts

Total Offering Amount	$ USD	☒	Indefinite
Total Amount Sold	$ 550000000 USD		
Total Remaining to be Sold	$ USD	☒	Indefinite

Clarification of Response (if Necessary)

*Ongoing CommPaprPrgm w/ frequent issuances/maturities. Total amt outstanding at any time can't exceed $2.25billion. Amt sold represents 4/30/12 outstanding balance. Amt outstanding varies day to day based on liquidity needs of Co as does no. of investors

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 0

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	$ 0 USD	☒	Estimate
Finders' Fees	$ 0 USD	☐	Estimate

Clarification of Response (if Necessary)

*Typically sales commissions of around 5 basis points are paid to dealers. Regarding Q14: securities offered to accredited investors only.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$ 0 USD ☐ Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- **Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.**

- **Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.**

- **Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).**

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
COMCAST CORP	**/s/ William E. Dordelman**	**William E. Dordelman**	**SVP and Treasurer**	**2012-05-09**