

FORM 4

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

OMB APPROVAL

|                                                 |           |
|-------------------------------------------------|-----------|
| OMB Number:                                     | 3235-0287 |
| Estimated average burden<br>hours per response: | 0.5       |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

|                                                     |                                                                       |                                                                                                                                                                                       |
|-----------------------------------------------------|-----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person*            | 2. Issuer Name and Ticker or Trading Symbol                           | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)                                                                                                            |
| <u>Fitzharris Mike</u>                              | <u>QVC Group, Inc. [ QVCGA ]</u>                                      | Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Pres. QVC US &amp; COO</u>                                           |
| (Last) (First) (Middle)<br><u>1200 WILSON DRIVE</u> | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/26/2025</u> |                                                                                                                                                                                       |
| (Street)<br><u>WEST CHESTER PA 19380</u>            | 4. If Amendment, Date of Original Filed (Month/Day/Year)              | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |
| (City) (State) (Zip)                                |                                                                       |                                                                                                                                                                                       |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code V                         | Amount (A) or (D) Price                                           |                                                                                               |                                                          |                                                       |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3)           | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|
|                                                      |                                                        |                                      |                                                    | Code V                         | (A) (D)                                                                                | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                                                  |                                            |                                                                                                    |                                                           |                                                        |
| <u>Restricted Stock Units (Cash Settled) - QVCGA</u> | <u>(1)</u>                                             | <u>09/26/2025</u>                    |                                                    | <u>D</u> <sup>(2)</sup>        | <u>68,573</u> <sup>(3)</sup>                                                           | <u>(4)</u> <u>03/15/2028</u>                             | <u>Series A Common Stock</u> <u>68,573</u> <sup>(3)</sup>                         | <u>(2)</u>                                 | <u>0</u>                                                                                           | <u>D</u>                                                  |                                                        |

Explanation of Responses:

1. This previously reported restricted stock unit is cash settled and is the economic equivalent of one share of QVCGA common stock.
2. The reporting person agreed to cancel these previously granted restricted stock units in connection with the revised compensation arrangements described in the issuer's Current Report on Form 8-K filed on August 14, 2025.
3. On May 22, 2025, the issuer effected a 1-for-50 reverse stock split of all issued and outstanding shares of QVCGA common stock and QVCGB common stock. At the effective time of the reverse stock split, the number of shares subject to then-outstanding equity awards (including those held by the reporting person) were proportionately adjusted.
4. This previously reported restricted stock unit award would have vested in three substantially equal installments on March 15, 2026, 2027 and 2028.

/s/ Robert Smith, as Attorney-in-Fact for Mike Fitzharris 09/26/2025

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.