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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): **June 16, 2022**

QVC, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-38654
(Commission
File Number)

23-2414041
(I.R.S. Employer
Identification No.)

1200 Wilson Drive
West Chester, Pennsylvania 19380
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(484) 701-1000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
6.375% Senior Secured Notes due 2067	QVCD	New York Stock Exchange
6.250% Senior Secured Notes due 2068	QVCC	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01. Regulation FD Disclosure.

On June 16, 2022, QVC, Inc. announced the expiration and results of its previously announced cash tender offer (the “**Tender Offer**”) to purchase any and all of its outstanding 4.375% Senior Secured Notes due 2023.

This Current Report on Form 8-K and the press release attached hereto as Exhibit 99.1 are being furnished to the Securities and Exchange Commission under Item 7.01 of Form 8-K in satisfaction of the public disclosure requirements of Regulation FD and shall not be deemed “filed” for any purpose.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated June 16, 2022 regarding the expiration and results of the Tender Offer.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 16, 2022

QVC, INC.

By: /s/ John F. Misko

Name: John F. Misko

Title: Senior Vice President, Corporate Finance, Controller and Assistant Secretary

QVC, Inc. Announces Results of Its Cash Tender Offer for Its Outstanding 4.375% Senior Secured Notes Due 2023

WEST CHESTER, Pa. (June 16, 2022) - QVC, Inc. ("QVC") announced today the expiration and results of its previously announced cash tender offer (the "Tender Offer") to purchase any and all of its outstanding 4.375% Senior Secured Notes due 2023 (the "2023 Notes").

QVC is a wholly-owned subsidiary of Qurate Retail, Inc. (Nasdaq: QRTEA, QRTEB and QRTEP).

The Tender Offer expired at 5:00 p.m., New York City time, on June 15, 2022 (the "Expiration Time"). As of the Expiration Time, an aggregate principal amount of \$535,340,000 or approximately 71.38%, of the 2023 Notes were validly tendered and not validly withdrawn, which amount excludes \$1,149,000 aggregate principal amount of the 2023 Notes that remain subject to guaranteed delivery procedures. QVC has accepted for payment all 2023 Notes validly tendered prior to the Expiration Time pursuant to the settlement procedures described in the Offer to Purchase, dated June 9, 2022. QVC also expects to accept for payment all 2023 Notes that remain subject to guaranteed delivery procedures and to make payment for such 2023 Notes on June 21, 2022.

Requests for documents relating to the Tender Offer may be directed to D.F. King & Co., Inc., the Information Agent, at (800) 714-3311 (Toll-Free) or (212) 269-5550, by email at QVC@dfking.com, or via the following web address: www.dfking.com/QVC. BofA Securities and J.P. Morgan Securities LLC acted as the Joint Dealer Managers for the Tender Offer. Questions regarding the Tender Offer may be directed to the Joint Dealer Managers at the contact information shown below:

BofA Securities
Collect: (980) 388-3646
Email: debt_advisory@bofa.com

J.P. Morgan Securities LLC
Toll Free: (866) 834-4666
Collect: (212) 834-4045

This press release is for informational purposes only and does not constitute a notice of redemption under the optional redemption provisions of the indenture governing the 2023 Notes, nor does it constitute an offer to sell, or a solicitation of an offer to buy, any security, nor does it constitute a solicitation for an offer to purchase any security, including the 2023 Notes.

Forward-Looking Statements

This press release includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including without limitation, statements about the repurchase of the 2023 Notes pursuant to the Tender Offer. These forward-looking statements involve many risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including, without limitation, general market conditions. These forward-looking statements speak only as of the date of this press release, and QVC expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in its expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. Please refer to the publicly filed documents of QVC, including the most recent Forms 10-K and 10-Q, for additional information about QVC and about the risks and uncertainties related to the business of QVC which may affect the statements made in this press release.

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SOURCE QVC, Inc.
