

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): **May 24, 2023**

QURATE RETAIL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-33982
(Commission
File Number)

84-1288730
(I.R.S. Employer
Identification No.)

12300 Liberty Blvd.
Englewood, Colorado 80112
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(720) 875-5300**

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 exchange on which registered
Series A common stock	QRTEA	The Nasdaq Stock Market LLC
Series B common stock	QRTEB	The Nasdaq Stock Market LLC
8.0% Series A Cumulative Redeemable Preferred Stock	QRTEP	The Nasdaq Stock Market LLC

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 May 24, 2023, Qurate Retail, Inc. (the “Company”) announced that Regent, a Los Angeles-based investment firm, has acquired Zulily, LLC (“Zulily”), a wholly owned subsidiary of the Company. In connection with the transaction, Zulily will no longer be a co-borrower in QVC, Inc.’s bank credit facility and the Company repaid Zulily’s outstanding borrowing, which was approximately \$80 million as of closing.

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

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated May 24, 2023.
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: May 25, 2023

QURATE RETAIL, INC.

By: /s/ Wade Haufschild
Name: Wade Haufschild
Title: Senior Vice President
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May 24, 2023

QURATE RETAIL ANNOUNCES SALE OF ZULILY TO REGENT

Divestiture Simplifies Qurate Retail's Business and Improves Liquidity

ENGLEWOOD, Colo. --(BUSINESS WIRE)-- Qurate Retail, Inc. ("Qurate Retail") (Nasdaq: QRTEA, QRTEB, QRTEP) today announced that Regent ("Regent"), a Los Angeles-based investment firm with proven expertise in the retail and apparel sectors, has acquired Zulily, the online retailer delivering a fun shopping experience helping moms discover exclusive daily deals, brand names and on-trend styles, and everyday value on clothing, footwear, homeware essentials and more. Zulily was a wholly owned subsidiary of Qurate Retail, the largest player in video commerce through its QVC and HSN businesses and the owner of Cornerstone Brands. The divestiture aligns with Qurate Retail's Project Athens transformation strategy articulated in June 2022 to optimize its brand portfolio.

"Zulily serves an important role for moms by offering a fun shopping experience, with brand names and special finds at incredible prices. We are confident Regent is the right partner for Zulily to continue serving its customers, while benefiting from Regent's depth of operational and strategic expertise in the retail and apparel sectors," said David Rawlinson, President & CEO of Qurate Retail. "We are in the midst of a turnaround at Qurate Retail. This divestiture will allow our management team to better focus on our core video commerce assets, QVC and HSN, and the Cornerstone Brands, while preserving liquidity to further strengthen our balance sheet. I would like to thank Terry Boyle and the entire Zulily team for their continued hard work and commitment amidst a challenging retail environment."

Regent is a global investment firm that owns and operates several international consumer brands including Club Monaco, DIM Paris, La Senza, Escada and DiamondBack. Regent focuses on driving transformative change by strategically repositioning businesses and pursuing opportunities that can accelerate growth and innovation. Regent portfolio companies employ over 20,000 people around the world. Since its inception, Regent has successfully acquired businesses from leading Fortune 500 and large-cap companies around the globe, with 30+ businesses acquired since 2015. Their portfolio includes companies in retail, media, technology and industrial sectors.

"We are excited to partner with the Zulily team to help the company return to its entrepreneurial roots as an independent business," said Michael Reinstein, Chairman of Regent. "Zulily has been a trailblazer in using technology to create a compelling online customer experience. Their revolutionary logistics and fulfillment network has also set a new industry standard, and we are excited to leverage its immense potential to grow the Zulily business in new markets."

In connection with the transaction, Zulily will no longer be a co-borrower in QVC, Inc.'s bank credit facility and Qurate Retail repaid Zulily's outstanding borrowing, which was approximately \$80 million as of closing. QVC, Inc.'s leverage as defined in its credit agreement as of March 31, 2023, assuming the Zulily divestiture had occurred prior to such date, would have been reduced to

2.3x. Based on the terms of the sale agreement, there is potential for Qurate Retail to receive an earnout in future years.

About Qurate Retail, Inc.

Qurate Retail, Inc. is a Fortune 500 company comprised of six leading retail brands – QVC®, HSN®, Ballard Designs®, Frontgate®, Garnet Hill® and Grandin Road® (collectively, “Qurate Retail GroupSM”). Qurate Retail Group is the largest player in video commerce (“vCommerce”), which includes video-driven shopping across linear TV, ecommerce sites, digital streaming and social platforms. The retailer reaches more than 200 million homes worldwide via 14 television channels, which are widely available on cable/satellite TV, free over-the-air TV, and digital livestreaming TV. The retailer also reaches millions of customers via its QVC+ and HSN+ streaming experience, websites, mobile apps, social pages, print catalogs, and in-store destinations. Qurate Retail, Inc. also holds various minority interests.

About Regent, L.P.

Regent is a global investment firm focused on acquiring businesses and deploying its strategic and operational expertise to fuel growth and innovation. Regent’s portfolio includes companies in the industrial, retail, media and technology sectors across Europe, Asia and the Americas. Since its inception, Regent has acquired businesses from leading Fortune 500 and large-cap companies including Caterpillar, Arcelor Mittal, eBay, Ralph Lauren, Hanes Brands, Tegna, L Brands and Hain Celestial among others. More information is available at www.regentlp.com.

Contacts:

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Regent, L.P.

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Source: Qurate Retail, Inc.
