

---

---

**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 9, 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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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 8.01. Other Events.**

On June 9, 2022, QVC, Inc. (“**QVC**”), an indirect wholly-owned subsidiary of Qurate Retail, Inc., issued a press release announcing the commencement of its cash tender offer to purchase any and all of the \$750 million outstanding aggregate principal amount of its 4.375% Senior Secured Notes due 2023 (the “**2023 Notes**”), subject to certain conditions (the “**Tender Offer**”). A copy of the press release announcing the Tender Offer is attached hereto as Exhibit 99.1 and incorporated by reference herein.

This Current Report on Form 8-K does not constitute an offer to tender for, or purchase, any 2023 Notes or any other security, nor does it constitute an offer to sell or the solicitation of an offer to buy any security.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release dated June 9, 2022 regarding the Tender Offer.</a>
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 9, 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 Cash Tender Offer for Any and All of Its Outstanding 4.375% Senior Secured Notes due 2023**

WEST CHESTER, Pa. (June 9, 2022) — QVC, Inc. (“QVC”) announced today that it has commenced a cash tender offer to purchase any and all of the \$750 million outstanding aggregate principal amount of its 4.375% Senior Secured Notes due 2023 (the “2023 Notes”) using cash on hand and, to the extent necessary, borrowings under QVC’s senior secured credit facility. The tender offer is being made pursuant to an offer to purchase, related letter of transmittal and notice of guaranteed delivery, each dated as of June 9, 2022. The tender offer will expire at 5:00 p.m., New York City time, on June 15, 2022 (as such time and date may be extended, the “expiration time”). Tendered 2023 Notes may be withdrawn at any time before the expiration time.

Under the terms of the tender offer, holders of the 2023 Notes that are validly tendered and accepted at or prior to the expiration time, or holders who deliver to the depository and information agent a properly completed and duly executed notice of guaranteed delivery and timely deliver such 2023 Notes, each in accordance with the instructions described in the offer to purchase, will receive total cash consideration of \$1,010.00 per \$1,000 principal amount of 2023 Notes, plus an amount equal to any accrued and unpaid interest up to, but not including, the settlement date, which is expected to be June 16, 2022.

The tender offer is contingent upon the satisfaction of certain customary conditions. The tender offer is not conditioned on any minimum amount of 2023 Notes being tendered. QVC may amend, extend or terminate the tender offer in its sole discretion.

As of March 31, 2022, QVC had \$2.48 billion of available capacity under its senior secured credit facility and \$522 million of cash on its balance sheet.

The tender offer is being made pursuant to the terms and conditions contained in the offer to purchase and related letter of transmittal and notice of guaranteed delivery, each dated June 9, 2022, copies of which may be requested from the information agent for the tender offer, D.F. King & Co., Inc., at (800) 714-3311 (Toll-Free) or (212) 269-5550, by email at [QVC@dfking.com](mailto:QVC@dfking.com), or via the following web address: [www.dfking.com/QVC](http://www.dfking.com/QVC). BofA Securities and J.P. Morgan Securities LLC are acting as the Joint Dealer Managers for the tender offer. Questions regarding the tender offer may be directed to the Joint Dealer Managers at the telephone numbers shown below:

BofA Securities  
Collect: (980) 388-3646  
Email: [debt\\_advisory@bofa.com](mailto: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 tender offer and its expected completion. 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, the ability to satisfy the conditions to the tender offer. 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.

#### Contacts:

Courtnee Chun  
720-875-5420

QVC Media Relations  
484-701-1647

SOURCE QVC, Inc.