

COMCAST CORP  
Form 8-A12B  
December 03, 2012

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

**FORM 8-A**  
**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**COMCAST CORPORATION**

COMCAST CABLE COMMUNICATIONS, LLC

COMCAST CABLE HOLDINGS, LLC

COMCAST MO GROUP, INC.

COMCAST MO OF DELAWARE, LLC

(Exact Name of Registrant as Specified in Its Charter)

<b>PENNSYLVANIA</b>	<b>27-0000798</b>
<b>DELAWARE</b>	<b>23-2175755</b>
<b>DELAWARE</b>	<b>84-1260157</b>
<b>DELAWARE</b>	<b>91-2047743</b>
<b>DELAWARE</b>	<b>84-1372033</b>
(State of Incorporation or Organization)	(I.R.S. Employer Identification No.)
<b>One Comcast Center</b>	
<b>Philadelphia, Pennsylvania</b>	<b>19103-2838</b>
(Address of Principal Executive Offices)	(Zip Code)

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates:

333-179678

(If applicable)

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

Title of Each Class

Name of Each Exchange on Which

to be so Registered

Each Class is to be Registered

5.00% Notes Due 2061

New York Stock Exchange

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

None

(Title of Class)

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

*Item 1. Description of Registrant's Securities to be Registered*

The description of the 5.00% Notes Due 2061 and the guarantees thereof presented under the caption "Description of the Notes" in the Prospectus Supplement dated November 29, 2012 and filed with the Securities and Exchange Commission on November 30, 2012 and under the caption "Description of Debt Securities and Cable Guarantees" in the Prospectus contained in the Registrant's effective Registration Statement on Form S-3 (Registration No. 333-179678) as amended, which Registration Statement was filed with the Securities and Exchange Commission on February 24, 2012, is incorporated herein by reference.

*Item 2. Exhibits*

<b>Exhibit Number</b>	<b>Description</b>
4.1	Indenture dated as of January 7, 2003 (the "Indenture") among Comcast Corporation (the "Company"), the cable guarantors named therein and The Bank of New York Mellon (formerly known as The Bank of New York), as trustee (the "Trustee"), relating to the Registrant's debt securities (incorporated by reference to the Annual Report on Form 10-K, File No. 001-32871, filed with the Securities and Exchange Commission on February 20, 2009).
4.2	First Supplemental Indenture dated as of March 25, 2003 by and among the Company, the cable guarantors named therein and the Trustee (incorporated by reference to the Annual Report on Form 10-K, File No. 001-32871, filed with the Securities and Exchange Commission on February 20, 2009).
4.3	Second Supplemental Indenture, dated as of August 31, 2009 by and among the Company, the cable guarantors named therein and the Trustee (incorporated by reference to the Current Report on Form 8-K filed with the Securities and Exchange Commission on September 2, 2009).
4.4	Form of Officers' Certificate setting forth the terms of the Notes.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrants have duly caused this registration statement to be signed on their behalf by the undersigned, thereto duly authorized.

Comcast Corporation  
Comcast Cable Communications, LLC  
Comcast Cable Holdings, LLC  
Comcast MO Group, Inc.  
Comcast MO of Delaware, LLC

By: /s/ Arthur R. Block  
Name: Arthur R. Block  
Title: Senior Vice President, General Counsel and  
Secretary

Date: November 30, 2012