

COMCAST CORP  
Form S-8  
May 23, 2011

As Filed with the United States Securities and Exchange Commission on May 23, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*

*THE SECURITIES ACT OF 1933*

**COMCAST CORPORATION**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction of  
incorporation or organization)

**One Comcast Center**

**27-0000798**  
(I.R.S. Employer  
Identification No.)

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Philadelphia, PA 19103-2838

(215) 286-1700

(Address of Principal Executive Offices)

COMCAST CORPORATION 2002 RESTRICTED STOCK PLAN

COMCAST CORPORATION 2003 STOCK OPTION PLAN

(Full title of the plan)

Arthur R. Block

Senior Vice President, General Counsel and Secretary

Comcast Corporation

One Comcast Center

Philadelphia, PA 19103-2838

(Name and address of agent for service)

(215) 286-1700

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

CALCULATION OF REGISTRATION FEE

Title of	Amount	Proposed	Proposed	Amount of
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securities to be registered	to be registered (1) (2)	maximum offering price per unit (1)	maximum aggregate offering price (3)	registration fee (3)
Class A Common Stock, par value \$0.01 per share	78,500,000	\$24.79	\$1,946,015,000	\$225,933

- (1) This registration statement (this Registration Statement ) registers the issuance of 78,500,000 shares of Class A Common Stock (the Class A Common Stock ) of Comcast Corporation (the Registrant ), par value \$0.01, 22,500,000 of which are issuable pursuant to the Comcast Corporation 2002 Restricted Stock Plan, as amended and restated, and 56,000,000 of which are issuable pursuant to the Comcast Corporation 2003 Stock Option Plan, as amended and restated (collectively, the Plans ).
- (2) Pursuant to Rule 416, there shall also be deemed covered hereby such additional shares as may result from anti-dilution adjustments under the Plans and which may hereinafter be offered or issued to prevent dilution resulting from stock splits, stock dividends, recapitalizations or certain other capital adjustments.
- (3) Estimated pursuant to paragraphs (c) and (h) of Rule 457 of the Securities Act of 1933, as amended (the Securities Act ), solely for the purpose of calculating the registration fee on the basis of the high and low sales prices of shares of Class A Common Stock on the Nasdaq National Market on May 17, 2011.

**EXPLANATORY NOTE**

*Registration of Additional Shares under Comcast Corporation 2002 Restricted Stock Plan*

Pursuant to General Instruction E of Form S-8, this Registration Statement is also being filed in order to register an additional 22,500,000 shares of the Registrant's Class A Common Stock, par value \$0.01 per share, which are securities of the same class and relate to the same employee benefit plan, the Comcast Corporation 2002 Restricted Stock Plan, as amended and restated, as those shares registered on the Registrant's registration statements on Form S-8, previously filed with the Commission on November 19, 2002 (Registration No. 333-101295, as amended by post-effective amendment no. 1 filed on December 4, 2002), December 4, 2002 (Registration No. 333-101645), April 8, 2003 (Registration No. 333-104385), March 1, 2005 (Registration No. 333-123059), January 4, 2006 (Registration No. 333-130847), May 16, 2008 (Registration No. 333-150976), and August 21, 2009 (Registration No. 333-161468), all of which are hereby incorporated by reference.

*Registration of Additional Shares under Comcast Corporation 2003 Stock Option Plan*

Pursuant to General Instruction E of Form S-8, this Registration Statement is also being filed in order to register an additional 56,000,000 shares of the Registrant's Class A Common Stock, par value \$0.01 per share, which are securities of the same class and relate to the same employee benefit plan, the Comcast Corporation 2003 Stock Option Plan, as amended and restated, as those shares registered on the Registrant's registration statements on Form S-8, previously filed with the Commission on April 8, 2003 (Registration No. 333-104385) and May 16, 2008 (Registration No. 333-150976), and August 21, 2009 (Registration No. 333-161468), all of which are hereby incorporated by reference.

**Part II**

**Information Required in the Registration Statement**

**Item 8. Exhibits.**

- 5.1 Opinion of Pepper Hamilton LLP.
- 5.2 Opinion of Pepper Hamilton LLP.
- 23.1 Consent of Deloitte & Touche LLP.
- 23.2 Consent of KPMG LLP.
- 23.3 Consent of Pepper Hamilton LLP (contained in Exhibits 5.1 and 5.2).
- 24.1 Power of Attorney (contained in the signature pages hereto).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Philadelphia, Commonwealth of Pennsylvania, on May 23, 2011.

COMCAST CORPORATION

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

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each of Brian L. Roberts, Michael J. Angelakis, David L. Cohen, Arthur R. Block and Lawrence J. Salva and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Brian L. Roberts	Chairman and CEO; Director	May 23, 2011
Brian L. Roberts	(Principal Executive Officer)	
/s/ Ralph J. Roberts	Founder; Chairman Emeritus of the Board;	May 23, 2011
Ralph J. Roberts	Director	
/s/ Michael J. Angelakis	Executive Vice President	May 23, 2011
Michael J. Angelakis	(Principal Financial Officer)	

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Signature	Title	Date
/s/ Lawrence J. Salva	Senior Vice President, Chief Accounting	May 23, 2011
Lawrence J. Salva	Officer and Controller (Principal Accounting Officer)	
/s/ S. Decker Anstrom	Director	May 23, 2011
S. Decker Anstrom		
	Director	May 23, 2011
Kenneth J. Bacon		
/s/ Sheldon M. Bonovitz	Director	May 23, 2011
Sheldon M. Bonovitz		
/s/ Edward D. Breen	Director	May 23, 2011
Edward D. Breen		
/s/ Joseph J. Collins	Director	May 23, 2011
Joseph J. Collins		
/s/ J. Michael Cook	Director	May 23, 2011
J. Michael Cook		
	Director	May 23, 2011
Gerald L. Hassell		
/s/ Jeffrey A. Honickman	Director	May 23, 2011
Jeffrey A. Honickman		
/s/ Eduardo G. Mestre	Director	May 23, 2011
Eduardo G. Mestre		
/s/ Dr. Judith Rodin	Director	May 23, 2011
Dr. Judith Rodin		

**EXHIBIT INDEX**

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