

COMCAST HOLDINGS CORP  
Form S-8 POS  
March 10, 2016

**As Filed with the Securities and Exchange Commission on March 10, 2016**

**Registration No. 333-101645**

**Registration No. 333-69709**

**Registration No. 033-63223**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**POST-EFFECTIVE**

**AMENDMENT NO. 2**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT No. 333-101645**

**POST-EFFECTIVE**

**AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT No. 333-69709**

**POST-EFFECTIVE**

**AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT No. 033-63223**

***UNDER***

***THE SECURITIES ACT OF 1933***

**COMCAST CORPORATION**

**(Exact name of registrant as specified in its charter)**

|                                                               |                                                                 |                                              |
|---------------------------------------------------------------|-----------------------------------------------------------------|----------------------------------------------|
| <b>Pennsylvania</b><br><b>(State or other jurisdiction of</b> | <b>4841</b><br><b>(Primary Standard Industrial</b>              | <b>27-0000798</b><br><b>(I.R.S. Employer</b> |
| <b>incorporation or organization)</b>                         | <b>Classification Code Number)</b><br><b>One Comcast Center</b> | <b>Identification No.)</b>                   |

**Philadelphia, Pennsylvania 19103-2838**

**Tel: (215) 268-1700**

**(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)**

**COMCAST CORPORATION 2002 EMPLOYEE STOCK PURCHASE PLAN**

**COMCAST CORPORATION 2002 RESTRICTED STOCK PLAN**

**COMCAST CORPORATION 2002 STOCK OPTION PLAN**

**COMCAST CORPORATION 1987 STOCK OPTION PLAN**

**COMCAST-SPECTACOR 401(K) PLAN**

**THE COMCAST CORPORATION RETIREMENT-INVESTMENT PLAN**

**(Full title of the plan)**

**Arthur R. Block, Esq.**

**Executive Vice President, General Counsel and Secretary**

**Comcast Corporation**

**One Comcast Center**

**Philadelphia, Pennsylvania 19103-2838**

**(215) 268-1700**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

**Andrew J. Rudolph**

**Pepper Hamilton LLP**

**3000 Two Logan Square**

**Philadelphia, PA 19103**

**Tel: (215) 981-4000**

**Fax: (215) 981-4750**

### EXPLANATORY NOTE

This Post-Effective Amendment (this Post-Effective Amendment ) relates to the following Registration Statements on Form S-8 (collectively, the Registration Statements ) previously filed by Comcast Corporation or its predecessors (collectively, the Company ) with the Securities and Exchange Commission (the SEC ):

Registration Statement No. 333-101645, filed on December 4, 2002, registering 66,244,715 shares of Class A Special Common Stock of the Company ( Class A Special Common Stock ) under the Company s 2002 Employee Stock Purchase Plan, 2002 Restricted Stock Plan, 2002 Stock Option Plan and 1987 Stock Option Plan;

Registration Statement No. 333-69709, filed on December 24, 1998, registering 120,000 shares of Class A Special Common Stock under the Company s Comcast-Spectacor 401(k) Plan; and

Registration Statement No. 033-63223, filed on October 5, 1995, registering 4,000,000 shares of Class A Special Common Stock under the Company s Retirement-Investment Plan.

Pursuant to Rule 416 of the Securities Act of 1933, as amended (the Securities Act ), the Registration Statements also covered an indeterminate number of additional shares of Class A Special Common Stock necessary to adjust the number of shares of Class A Special Common Stock reserved for issuance pursuant to the Plans for any future stock split, stock dividend or similar adjustment of the outstanding shares of Class A Special Common Stock, as well as an indeterminate amount of interests to be offered or sold pursuant to the plans referred to above.

At a special meeting of shareholders of the Company held on December 10, 2015, the shareholders of the Company approved a proposal to amend and restate the Company s Amended and Restated Articles of Incorporation in order to, among other things, reclassify each issued and outstanding share of Class A Special Common Stock into one share of Class A Common Stock of the Company, par value \$.01 per share (the Reclassification ). The Reclassification became effective as of the close of business on December 11, 2015 (the Reclassification Date ). As result of the Reclassification, there are no longer any outstanding shares of Class A Special Common Stock.

As a result of the Reclassification, the Company has terminated any and all offerings of the Company s securities pursuant to the Registration Statements as of the Reclassification Date. Accordingly, by this Post-Effective Amendment to the Registration Statements, the Company hereby deregisters all shares of Class A Special Common Stock covered by the Registration Statements remaining unsold as of the Reclassification Date.

**SIGNATURES**

Pursuant to the requirements of the Securities Act and in accordance with Rule 478(a)(4) under the Securities Act, the Company 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 Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in Philadelphia, Pennsylvania, on March 10, 2016.

**COMCAST CORPORATION**

By: /s/ Lawrence J. Salva  
Name: Lawrence J. Salva  
Title: Executive Vice President and Chief  
Accounting Officer