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* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Each share of the Issuer's Series B QVC Group common stock is convertible, at the holder's election, into one share of the Issuer's Series A QVC Group common stock at any time for no consideration other than the surrender of the share of Series B QVC Group common stock for the share of Series A QVC Group common stock.
- (2) Represents shares of Series B QVC Group common stock to be issued as a result of the certification on February 23, 2018 of the satisfaction of performance criteria established for the performance-based restricted stock units granted to the reporting person on March 30, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.