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and summed together to determine a percentage payable for each named executive officer. For the 2015 Corporate Performance Bonuses, revenue growth, Adjusted OIBDA growth and free cash flow performance were weighted 25%, 50% and 25%, respectively.

In future filings, the Company will include disclosure substantially similar to the foregoing paragraph in its discussion of the Corporate Performance Bonus subsection.

4. *Comment:* In future filings, please disclose how you derived the percentages of the LIC Maximum Corporate Bonuses payable to each officer, as shown in the third table of page 14. Please tell us what this disclosure will look like.

*Response:* The percentages of the LIC Maximum Corporate Bonuses payable to each officer were 82.45%, which is the sum of the achievement levels for revenue growth, Adjusted OIBDA growth and free cash flow performance reported in the second table on page 14 of the Form 10-K/A. Accordingly, the percentages payable reported in the third table on page 14 of the Form 10-K/A (“ ”) should have been 82.45%. The payments reported in the Aggregate Dollar Amount column of Table 3 were accurately reported, however. When the payments were divided by 82.45%, it resulted in LIC Maximum Corporate Bonus amounts slightly higher than the amounts reported in Table 3. In future filings, the Company will endeavor to ensure consistency between these tables to avoid confusion in the future.

5. *Comment:* Please explain how the Corporate Performance Bonus is properly characterized as non-equity incentive plan compensation, as defined under Item 402(a)(6)(iii) of Regulation S-K. Please refer to Compliance and Disclosure Interpretations – Regulation S-K Question 119.02.

*Response:* The Company does not believe that the Committee’s use of negative discretion based on its consideration of individual and corporate performance should disqualify the 2015 performance-based bonus program, including the Corporate Performance Bonus component, from being characterized as non-equity incentive compensation as defined in Regulation S-K Item 402(a)(6)(iii). Regulation S-K Question 119.02 of the Compliance and Disclosure Interpretations specifically states that “amounts earned under a plan that meets the definition of a non-equity incentive plan, but that permits the exercise of negative discretion in determining the amounts of bonuses, generally would still be reportable in the Non-equity Incentive Plan Compensation column.”

In February 2015, the Committee approved the terms of the 2015 performance-based bonus program, including the corporate performance measures discussed herein. The program was structured to comply with Section 162(m). As discussed on page 11 of the Form 10-K/A, no amounts would have been payable under the program, unless the minimum corporate performance objective established by the Committee was achieved. For 2015, the minimum corporate performance objective required combined Adjusted OIBDA of QVC and the Digital Commerce Companies for the year ended December 31, 2015 to exceed \$750 million (referred to as the Threshold in the Form 10-K/A). The Threshold was exceeded for 2015, and the participants in the program, including the named executive officers, were eligible to receive bonuses up to their maximum bonus amounts. The Committee then reviewed the individual performance measures (weighted 60%) discussed on pages 12-13 of the Form 10-K/A, as well as the corporate performance measures (weighted 40%) discussed herein, to reduce each named executive officer’s final bonus payment from his respective maximum bonus.

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We inform you that:

· We are responsible for the adequacy and accuracy of the information provided in the attached documents.

