

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 8-K**  
**CURRENT REPORT**

Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): **May 23, 2018**

**QURATE RETAIL, INC.**

(Exact name of registrant as specified in its charter)

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

**001-33982**  
(Commission  
File Number)

**84-1288730**  
(I.R.S. Employer  
Identification No.)

**12300 Liberty Blvd.**  
**Englewood, Colorado 80112**  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(720) 875-5300**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Filing of New Charter

On May 23, 2018, the Company filed its restated certificate of incorporation (the “new charter”) with the Delaware Secretary of State after the market close. The new charter gives effect to the restated charter proposal, which (i) eliminates the tracking stock capitalization structure of the Company, (ii) reclassifies each share of each series of the Company’s existing QVC Group Common Stock (as defined in the definitive proxy statement relating to the Annual Meeting) into one share of the corresponding series of the Company’s New Common Stock (as defined in the definitive proxy statement relating to the Annual Meeting), and (iii) makes certain conforming and clarifying changes in connection with the foregoing.

The section of the Company’s definitive proxy statement relating to the Annual Meeting, filed with the U.S. Securities and Exchange Commission on April 19, 2018, entitled “Proposal 3—The Restated Charter Proposal” is incorporated herein by reference. This section is qualified in its entirety by reference to the full text of the new charter, which is incorporated by reference as Exhibit 3.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#">Restated Certificate of Incorporation of Qurate Retail, Inc. (incorporated by reference to Exhibit 3.1 to Amendment No. 5 to Qurate Retail, Inc.’s Form 8-A (File No. 001-33982) as filed <sup>~</sup>e</a>

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