
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
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- (2) Based upon the average of the high and low prices reported for the Registrant's Series A common stock, par value \$0.01 per share, on the Nasdaq Global Select Market on March 1, 2021.
 - (3) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h) under the Securities Act.
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incorporated by reference in this Registration Statement or be a part hereof from and after the filing of such Annual Report on Form 10-K.

Any statement contained in this Registration Statement, in an amendment hereto or in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed amendment to this Registration Statement or in any subsequently Incorporated Document modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (“DGCL”) provides, generally, that a corporation shall have the power to indemnify sup su esupec

(e) *Other Indemnification.* The Registrant's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity will be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, enterprise or nonprofit entity.

3. *Amendment or Repeal.* Any amendment, modification or repeal of the foregoing provisions of Article V, Section E of the Charter will not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

The Registrant's Amended and Restated Bylaws provide indemnification that is similar to the indemnification in the Charter.

The Registrant has also entered into indemnification agreements with its directors and officers. The indemnification agreements are intended to provide indemnification to the fullest extent permitted by law.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Specimen Certificate for shares of Series A common stock, par value \$0.01 per share, of the Registrant (incorporated by reference to Exhibit 4.1 to the Registrant's Amendment No. 5 to the Registrant's Registration Statement on Form 8-A (File No. 001-33982) filed on May 24, 2018).
5.1	Opinion of Baker Botts L.L.P. as to the legality of the securities being registered.*
23.1	Consent of KPMG LLP.*
23.2	Consent of Baker Botts L.L.P. (included in Exhibit 5.1).*
24.1	Power of Attorney (included on page II-8).
99.1	Qurate Retail, Inc. 2020 Omnibus Incentive Plan (incorporated by reference to Annex A to the Registrant's Proxy Statement on Schedule 14A (File No. 001-33982) filed on April 14, 2020).

*Filed herewith

payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the 7urities A

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Renee L. Wilm, Craig Troyer, Brittany A. Uthoff and Katherine C. Jewell his or her true and lawful attorney-in-fact and agent 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 (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or 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 or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gregory B. Maffei</u> Gregory B. Maffei	Chairman of the Board and Director	March 3, 2021
<u>/s/ Michael A. George</u> Michael A. George	Director, Chief Executive Officer and President (Principal Executive Officer)	March 3, 2021
<u>/s/ Brian J. Wendling</u> Brian J. Wendling	Chief Accounting Officer and Principal Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 3, 2021
<u>/s/ Richard N. Barton</u> Richard N. Barton	Director	March 3, 2021
<u>/s/ Fiona P. Dias</u> Fiona P. Dias	Director	March 3, 2021
<u>/s/ M. Ian G. Gilchrist</u> M. Ian G. Gilchrist	Director	March 3, 2021
<u>/s/ Evan D. Malone</u> Evan D. Malone	Director	March 3, 2021
<u>/s/ John C. Malone</u> John C. Malone	Director	March 3, 2021

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David E. Rapley</u> David E. Rapley	Director	March 3, 2021
<u>/s/ Larry E. Romrell</u> Larry E. Romrell	Director	March 3, 2021
<u>/s/ Mark C. Vadon</u> Mark C. Vadon	Director	March 3, 2021
<u>/s/ Andrea L. Wong</u> Andrea L. Wong	Director	March 3, 2021

