



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

March 12, 2018

**Response of the Office of Mergers and Acquisitions
Division of Corporation Finance**

Reuven B. Young
Davis Polk & Wardwell LLP
5 Aldermanbury Square
London EC2V 7HR
United Kingdom

Re: Cash offer by Comcast Corporation for Sky plc

Dear Mr. Young:

We are responding to your letter dated March 8, 2018, addressed to Ted Yu, Christina Chalk and David Plattner, as supplemented by telephone conversations with the staff, with regard to your request for exemptive and no-action relief. To avoid having to recite or summarize the facts set forth in your letter, we attach the enclosed copy of your letter. Unless otherwise noted, capitalized terms in this response letter have the same meaning as in your letter dated March 8, 2018.

Section I

On the basis of the representations and the facts presented in your letter, the Division of Corporation Finance, acting for the Commission pursuant to delegated authority, by separate order is granting an exemption from Exchange Act Rule 14e-5 to permit the Prospective Purchasers to purchase, or arrange to purchase, Shares outside the Offer in accordance with English law, regulation and practice, and under the circumstances and subject to the conditions described in your letter.

Section II

Based on the representations in your letter, the Division of Corporation Finance will not recommend enforcement action under Exchange Act Rule 14e-1(c). This no-action position under Rule 14e-1(c) allows the Prospective Purchasers to pay for tendered Shares within 14 calendar days of the later of (i) the date on which the Offer is declared wholly unconditional or (ii) receipt of a valid tender, and allows the Prospective Purchasers to return tendered Shares within 14 calendar days of the termination or withdrawal of the Offer. We note that the Prospective Purchasers will undertake, to the extent practicable, to pay for or return tendered Shares within 7 to 10 calendar days, which is faster than the 14 calendar day period permitted by

Reuven B. Young
Davis Polk & Wardwell LLP
March 12, 2018
Page 2

the Code. In addition, we note that the Offer Document will clearly disclose the different procedural and disclosure requirements applicable to the Offer and in particular how those differ from requirements applicable to tender offers for U.S. domestic issuers.

* * *

The foregoing exemptive and no-action relief is based solely on the representations and the facts presented in your letter dated March 8, 2018, and does not represent a legal conclusion with respect to the applicability of the statutory or regulatory provisions of the federal securities laws. The relief is strictly limited to the application of the rules listed above to this transaction. You should discontinue this transaction pending further consultations with the staff if any of the facts or representations set forth in your letter change. In addition, this position is subject to modification or revocation if at any time the Commission or the Division of Corporation Finance determines that such action is necessary or appropriate in furtherance of the purposes of the Exchange Act.

We also direct your attention to the anti-fraud and anti-manipulation provisions of the federal securities laws, including Sections 10(b) and 14(e) of the Exchange Act and Rule 10b-5 thereunder. Responsibility for compliance with these and any other applicable provisions of the federal securities laws rests with the participants in this transaction. The Division of Corporation Finance expresses no view with respect to any other questions that this transaction may raise, including, but not limited to, the adequacy of the disclosure concerning, and the applicability of any other federal or state laws to, this transaction.

Sincerely,

/s/ Ted Yu

Ted Yu
Chief, Office of Mergers & Acquisitions
Division of Corporation Finance

Enclosure

**UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION**

March 12, 2018

In the Matter of a Tender Offer for
Ordinary Shares of Sky plc

ORDER GRANTING EXEMPTION FROM
EXCHANGE ACT RULE 14E-5

Comcast Corporation submitted a letter dated March 8, 2018, requesting that the Securities and Exchange Commission (“Commission”) grant an exemption from Exchange Act Rule 14e-5 for the transaction described in its letter (“Request”).

Based on the representations and the facts presented in the Request, and subject to the terms and conditions described in the letter from the Division of Corporation Finance dated March 12, 2018, it is ORDERED that the request for exemption from Exchange Act Rule 14e-5 is hereby granted.

For the Commission, by the Division of Corporation Finance, pursuant to delegated authority.

Brent J. Fields
Secretary

Action as set forth or recommended herein APPROVED
pursuant to authority delegated by the Commission under
Public Law 87-592.

For: Division of Corporation Finance

By: /s/ Ted Yu

Date: March 12, 2018

New York
Northern California
Washington DC
São Paulo
London

Paris
Madrid
Tokyo
Beijing
Hong Kong

Davis Polk

Davis Polk & Wardwell London LLP 020 7418 1300 tel
5 Aldermanbury Square 020 7418 1400 fax
London EC2V 7HR

March 8, 2018

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Attention: Ted Yu, Esq.
Chief, Office of Mergers and Acquisitions
Division of Corporation Finance

Christina Chalk, Esq.
Senior Special Counsel, Office of Mergers and Acquisitions
Division of Corporation Finance

David Plattner, Esq.
Special Counsel, Office of Mergers and Acquisitions
Division of Corporation Finance

Possible Cash Offer by Comcast Corporation for Sky plc

Dear Mr. Yu, Ms. Chalk and Mr. Plattner:

We are writing this letter (this “**Letter**”) on behalf of our client, Comcast Corporation, a Pennsylvania corporation (“**Comcast**”), in connection with a possible cash offer (the “**Offer**”) to be made by Comcast or an affiliate thereof (such entity, the “**Bidder**”), for the entire issued and to be issued ordinary share capital, nominal value 50 pence sterling per share (the “**Shares**”) of Sky plc, a public liability company incorporated under the laws of England and Wales (“**Sky**”). The possible Offer was announced to the market, and is described in, a Rule 2.4 Announcement issued by Comcast on February 27, 2018. If Comcast proceeds with a firm offer for Sky, it will release a Rule 2.7 Announcement in accordance with the requirements of the City Code on Takeovers and Mergers (the “**Code**”), which governs the transaction.

If commenced, the Offer is expected to be structured as a single offer made concurrently in the United Kingdom, the United States and other jurisdictions to which such Offer may be

Davis Polk & Wardwell London LLP is a limited liability partnership formed under the laws of the State of New York, USA, and is authorised and regulated by the Solicitors Regulation Authority with registration number 566321. Davis Polk includes Davis Polk & Wardwell LLP and its associated entities.

legally extended. Comcast is proceeding on the basis that the Tier II exemption (the “**Tier II Exemption**”) in Rule 14d-1 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), is not available in respect of the Offer. Accordingly, on behalf of Comcast, we hereby respectfully request that the Securities and Exchange Commission (the “**SEC**”) confirm that, based upon the facts and circumstances described herein, the Staff will not recommend any enforcement action to the SEC under Rule 14e-1(c) under the Exchange Act if the Bidder pays for the Shares tendered pursuant to the Offer, or returns Shares tendered pursuant to the Offer in the event that the Offer is terminated or withdrawn, as described in this Letter. We further hereby respectfully request, on behalf of Comcast, exemptive relief, based on the facts and circumstances as described herein, from the provisions of Rule 14e-5 under the Exchange Act, in order for the Bidder to purchase, or arrange to purchase, whether directly or through any of its affiliates, or through any advisor, broker or other financial institution acting as its or their agent (together with the Bidder, “**Prospective Purchasers**”), outside the Offer and in accordance with applicable English law, regulation and practice, as described in this Letter.

Davis Polk & Wardwell LLP is acting as U.S. federal and English law counsel to Comcast. Comcast has provided us with, and authorized us to make on its behalf, the factual representations set forth in this Letter, as well as the representations with respect to English law and regulation that we are qualified to make as English counsel.

I. **Background Information**

A. *The Parties*

Comcast is a global media and technology company with two primary businesses, Comcast Cable and NBCUniversal. Comcast has developed, managed and operated cable systems since 1963. Through transactions in 2011 and 2013, it acquired NBCUniversal. Comcast is a public company listed on the NASDAQ Global Select Market. For the year ended December 31, 2017, Comcast reported \$84.5 billion in consolidated revenues, with 29.3 million customer relationships attributable to its Cable Communications segment alone.

Sky is headquartered in London, United Kingdom, and is one of Europe’s leading entertainment companies, serving 23 million customers across five countries: the United Kingdom, Ireland, Germany, Austria and Italy. According to Sky’s annual report, for the fiscal year ended June 30, 2017, Sky had annual revenues of over £12 billion (all revenue from external customers came from the United Kingdom, Ireland, Germany, Austria and Italy) and was Europe’s leading investor in television content.

Sky’s ordinary shares are traded on the main market of the London Stock Exchange and it has a level one American Depositary Receipts program (its American Depositary Receipts trade on the over-the-counter market in the United States). Sky has no securities registered under Section 12 of the Exchange Act and does not file reports with the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act.

Sky’s annual report discloses that 21st Century Fox UK Nominees Limited (“**Fox Nominees Limited**”) held 39.14% of Sky’s ordinary shares as of June 30, 2017 (and notes there were no notifiable changes between that date and July 26, 2017) and Comcast has no reason to

believe there has been any decrease in this level of ownership since June 30, 2017. Although Fox Nominees Limited is a English company, Comcast has reason to believe based on public information that it is ultimately wholly-owned and controlled by Twenty-First Century Fox, Inc., a Delaware corporation (“**Fox**”), and accordingly is assuming that the shares held by Fox Nominees Limited are held by a U.S. resident (without conceding this is a necessary conclusion for purposes of Rule 14d-1). Based on information available to it (see below), Comcast believes that it is right to assume that the Sky shares owned by U.S. holders (particularly as a result of changes in the Sky shareholder register since the announcement of the Fox bid for Sky described below), taken together with the shares ultimately owned by Fox, exceed 50%.

However, Comcast believes that Sky qualifies as a “foreign private issuer” as defined in Rule 3b-4(c) under the Exchange Act. According to its most recent annual report, Sky is managed by its board of directors, which consists of 11 members, and although not specified in its annual report, Sky’s website indicates that its senior management consists of nine persons (in addition to two executives who sit on the board). Comcast understands based on public information that a majority of Sky’s board of directors and senior management are not U.S. residents or citizens, most of Sky’s assets and operations are located in Europe and the business of Sky is not administered principally in the United States.

On December 15, 2016, Fox, an affiliate of Sky, announced a recommended pre-conditional cash offer for all of Sky’s diluted share capital that Fox and its affiliates did not already own to be implemented by way of a scheme of arrangement under the English Companies Act 2006. Comcast understands this transaction is subject to the requirements of the Code.

B. *Structure of the Offer*

On February 27, 2018, Comcast announced a possible all-cash offer to be made by Comcast, or an affiliate thereof, for the entire issued and to be issued share capital of Sky, including an intended offer price per share and a minimum acceptance level condition of 50% plus one share. The Offer is and will be subject to the requirements of the Code, and European Union antitrust and possibly national regulatory approvals. The description below reflects Comcast’s expectation of the Offer and assumes Comcast proceeds to formally launch an Offer.

The Offer will be structured as a single offer made concurrently in the United Kingdom, the United States and certain other jurisdictions where the Offer may be legally extended.

The Offer will be structured to comply with (i) the rules and regulations of the Code, as administered by the Panel on Takeovers and Mergers (the “**Panel**”) and (ii) except as otherwise requested herein or at a later date, Section 14(e) of the Exchange Act (including Regulation 14E promulgated thereunder). The Offer is not subject to Section 14(d) of the Exchange Act (or Regulation 14D promulgated thereunder) as Sky does not have any class of securities registered under Section 12 of the Exchange Act and is not required to file reports with the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act.

The offer document (the “**Offer Document**”) used in connection with the Offer will be prepared in compliance with the applicable rules and regulations of the Code and the Exchange

Act. The Offer Document will clearly disclose that the Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments, that are different from those applicable under United States domestic tender offer procedures and law, and will explain such differences.

The Offer Document will be mailed to all holders of record of Shares in the United Kingdom, the United States and certain other jurisdictions where the Offer may be legally extended within 28 calendar days of the date the Rule 2.7 Announcement (and, if the Rule 2.7 Announcement is made subject to regulatory pre-conditions, within 28 days of the satisfaction or waiver of such pre-conditions), as required by Rule 24.1 of the Code, or such later date as to which the Panel may agree. Pursuant to Rule 14e-1(a) under the Exchange Act, the Offer will remain open for acceptances for not less than 20 U.S. business days from the mailing of the Offer Document and the Offer can be extended for such additional period or periods as may be (i) determined by the Bidder and (ii) required or necessary to comply in this respect with Section 14(e) of the Exchange Act and Regulation 14E promulgated thereunder or the Code, but not while the Offer remains conditional as to the minimum level of acceptance beyond midnight on the 60th calendar day after mailing or such later date as to which the Panel may agree.

Pursuant to Rule 31.7 of the Code, all conditions to the Offer must be fulfilled not later than 21 calendar days after the later of (i) the first closing date (being the date not earlier than 21 days after posting of the Offer Document), or (ii) the date on which the Offer is declared unconditional as to the level of acceptance, whereupon that Offer will be wholly unconditional (representing the end of the “**Initial Offer Period**”) and the Bidder will accept all Shares that have by that time been validly tendered in acceptance of the Offer and will pay for all such accepted Shares within 14 calendar days after the Initial Offer Period in accordance with and as required by the Code (and, to the extent practicable, within 7 to 10 calendar days). If the Offer is terminated or withdrawn, all documents of title will be returned to shareholders within 14 calendar days, as required by the Code (and, to the extent practicable, within 7 to 10 calendar days).

If the Offer becomes or is declared unconditional as to acceptances, the Offer must, in order to comply with Rule 31.4 of the Code, remain open for acceptance for at least 14 calendar days following the date on which it would otherwise have expired and may remain open for such longer period as the Bidder deems appropriate (the “**Subsequent Offer Period**”). At least 14 calendar days’ notice must be given before termination of the Subsequent Offer Period if the announcement of that period stated that the Offer would remain open until further notice. All Shares validly tendered during the Subsequent Offer Period will be accepted and paid for within 14 calendar days of their valid tender.

An institution operating in the United Kingdom will act as the UK receiving agent to receive tenders of Shares pursuant to the Offer. If the Offer has not been declared unconditional as to acceptances 21 calendar days after the first closing date set forth in the Offer Document, and in certain other limited circumstances, Sky shareholders who have accepted the Offer will be entitled to withdraw their acceptance until the date the Offer becomes unconditional as to acceptances. Otherwise, Sky shareholders would not be entitled to withdraw their acceptance.

C. *Tier II Exemption Analysis*

Comcast is requesting relief under Regulation 14E in this Letter because, for the reasons discussed below, it believes it is right to assume that U.S. ownership of the Shares exceeds 40%.

Comcast conducted the calculation of U.S. ownership of the Shares pursuant to Instruction 3 to paragraphs (c) and (d) of Rule 14d-1 (the “**Alternate Test**”), as opposed to the “look-through” method of calculation pursuant to Instruction 2 to paragraphs (c) and (d) of Rule 14d-1, because there is no agreement between Comcast and Sky pursuant to which an Offer, if commenced, would be made.¹

Under the Alternate Test, a bidder may proceed on the presumption that U.S. ownership does not exceed 10% or 40%, respectively, unless (i) the average daily trading volume of the subject securities in the United States for a recent twelve-month period exceeds 10% or 40% of the average daily trading volume on a worldwide basis, (ii) the most recent annual report or annual information submitted by the subject company to its securities regulators before public announcement of the offer indicate that U.S. holders hold more than 10% or 40% of the outstanding subject class of securities or (iii) the bidder knows or has reason to know, before the public announcement of the offer, that the level of U.S. ownership exceeds the relevant percentage.

Comcast believes, based on market share data retrieved from Bloomberg, that the average daily trading volume of the Shares in the United States is negligible (U.S. trading of Shares (including in American Depositary Receipt form) was approximately 1% of worldwide trading on a 12 month average basis through February 26, 2018). In Comcast’s view, this extremely limited liquidity in the United States underlines investors’ perception that Sky is a London investment (trading in the United Kingdom was 67% and trading in the European Union excluding the United Kingdom was 31% in the same period) and their expectation that any tender offer would be governed by English law, regulation and practice.

As noted above, Comcast is treating the 39.14% of Shares held by Fox Nominees Limited, which is disclosed in Sky’s annual report, as held by a U.S. holder. In addition, based on other information that it considers reasonably reliable, Comcast believes that U.S. holders hold approximately 24.7% of the Shares. This information was based on Bloomberg market data as at February 26, 2018 accessed through one of its financial advisors. Taking the Fox Nominees Limited Shares together with the Shares held by U.S. holders, as indicated by Bloomberg, indicates an aggregate U.S. ownership level of 63.8%.

Comcast understands that the Bloomberg data covers approximately 95% of the outstanding Shares, which is likely to include substantially all institutional shareholders on the Sky register. Bloomberg ascribes nationality of a shareholder based on a number of factors, including fund disclosures, listing location and country of incorporation, which it sources from ownership and fund information reports filed with regulators or disseminated through a UK regulatory news service, which is publicly available information.

¹ Instruction 3 (first sentence) to paragraphs (c) and (d) of Rule 14d-1.

Accordingly, under the Instructions to paragraphs (c) and (d) of Rule 14d-1, Comcast does not believe it will qualify for the Tier II Exemption in respect of any Offer it or its affiliates may commence, and accordingly seeks the relief discussed further below.

II. *Discussion and Requests for Relief*

A. *Request for Relief from Rule 14e-1(c) under the Exchange Act*

Rule 14e-1(c) under the Exchange Act requires the payment of the consideration offered in a tender offer, or return of the securities, “promptly” after the termination or withdrawal of the tender offer. In SEC Release 34-40678, the SEC has stated that “[this] ‘prompt’ payment standard is satisfied if payment is made in accordance with normal settlement periods.” In the United States, this period has recently been shortened to two trading days.

Rule 31.8 of the Code requires payment for any Share with respect to which the Offer has been validly accepted as of the end of the Initial Offer Period to be made within 14 calendar days after the later of the first closing date, the date at which the Offer becomes or is declared wholly unconditional or receipt of a complete acceptance in respect of that Share. In the event that the Offer is terminated or withdrawn, all documents of title will be returned to shareholders within 14 calendar days, as required by the Code (and, to the extent practicable, within 7 to 10 calendar days). Further, payment for any Share validly tendered during the Subsequent Offer Period would be required to be made within 14 calendar days of the date of the receipt of a complete acceptance in respect of that Share. Accordingly, payments for Shares validly tendered during the Subsequent Offer Period will need to be made on a rolling basis. The 14-calendar-day payment period is the maximum permitted by the Code without the consent of the Panel and is a well-settled market practice in the United Kingdom. Each of the participants in the series of events that results in the payment of consideration, namely the United Kingdom registrars and the settlement systems, operates on that basis and any change to that period may be considerably disruptive to the United Kingdom market place.

The Bidder will pay the consideration under the Offer before the 14-calendar-day payment deadline permitted by the Code (and, to the extent practicable, within 7 to 10 calendar days). The Bidder currently anticipates that such payment cannot be made in less than 7 calendar days, as the process for settlement of consideration in the Offer involves a number of sequential steps, including, among others, the need to calculate the necessary funds based on the level of acceptances and to conform to the customary settlement practices of the Bidder’s receiving agent. Comcast intends to appoint one of the leading receiving agents in the market place, from the limited selection of institutions who are able to perform such role in the UK in accordance with a Code of Practice prescribed by the Code. We expect the appointed receiving agent’s practices and timetables to be consistent with those of other comparable institutions.

The Tier II Exemption exempts from Rule 14e-1(c) payments made in accordance with the requirements of the home jurisdiction law or practice. If the Tier II Exemption were available in respect of the Offer, payment made within 14 calendar days in accordance with the Code would be deemed to satisfy Rule 14e-1(c). As noted above, however, Comcast is proceeding on the basis that the Tier II Exemption is not available in respect of the Offer, but

also notes that the Staff has provided relief from the requirements of Rule 14e-1(c) in other transactions that did not satisfy the requirements of the Tier II Exemption.²

We hereby respectfully request confirmation from the Staff that it will not recommend any enforcement action to the SEC under Rule 14e-1(c) with regard to payment for Shares tendered pursuant to the Offer, or the return of Shares tendered pursuant to the Offer in the event that the Offer is terminated or withdrawn, as described in this Letter.

B. Request for Relief from Rule 14e-5 under the Exchange Act

In the United Kingdom, purchases of a target's securities by a bidder or a person acting for the account or benefit of the bidder outside an offer are permitted, subject to certain limitations, and such purchases are common practice in connection with offers for UK companies. Under the Code, the Bidder and its advisors and brokers are permitted to purchase Shares in the open market or otherwise prior to and during the conduct of, but outside, the Offer, subject to certain limitations, including as to price (as described below).

Subject to certain exceptions, Rule 14e-5 prohibits a "covered person" from directly or indirectly purchasing or arranging to purchase any securities to be acquired in a tender offer for equity securities or any securities immediately convertible into, exchangeable for or exercisable for such securities, except pursuant to such offer. The prohibition continues from the time of the public announcement of the offer until the date that the offer expires, including any extension thereof.³ Comcast is assuming, for purposes of this Letter, that its February 27, 2018 announcement of a possible offer is a public announcement for Rule 14e-5 purposes.

Rule 14e-5 defines a "covered person" as (i) the offeror and its affiliates, (ii) the offeror's dealer-managers and any of their respective affiliates, (iii) any advisors to the parties described in (i) and (ii) above whose compensation is dependent on the completion of the offer and (iv) any person acting in concert either directly or indirectly with any of the foregoing in connection with any purchase of or arrangement to purchase any subject securities or any related securities.

Rule 14e-5(b)(12)(i) under the Exchange Act permits purchases or arrangements to purchase securities subject to a tender offer by an offeror or its affiliates to be made in accordance with the laws of the target company's home jurisdiction, subject to certain conditions (including that the covered person reasonably expects that the tender offer is subject to the Tier II Exemption). In the present case, all such conditions will be satisfied, except for the condition regarding the reasonable expectation that the tender offer is subject to the Tier II Exemption. Because Comcast expects the Tier II Exemption to be unavailable in connection with the Offer, purchases of Shares by the Bidder (or other covered persons acting for the account or benefit of the Bidder or its affiliates) outside the Offer would not fall within any of the excepted activities

² See, e.g., *Offer by Stork Holdco L.P. for Songbird Estates Plc (December 19, 2014)*; *Echo Pharma Acquisition Limited Offer for Blan Corporation, plc (May 1, 2013)*; *Kraft Foods, Inc. Offer for Cadbury plc (December 9, 2009)*; *The Nasdaq Stock Market, Inc. Offer for London Stock Exchange Group plc (November 20, 2006)*; and *AstraZeneca plc Offer for Cambridge Antibody Technology Group plc (May 23, 2006)*.

³ See Rule 14e-5(a).

specifically outlined in Rule 14e-5. Accordingly, in the absence of exemptive relief being granted, such purchases would be prohibited after the public announcement of the Offer.

Rules 6.1 and 6.2 of the Code provide protections similar to those provided by Rule 14e-5 under the Exchange Act, making exemptive relief appropriate in the circumstances of the Offer, by requiring that the Offer price be increased to the level of any higher purchase price for Shares outside the Offer. Furthermore, under Rule 8.1 of the Code, any purchases outside the Offer by any party to the transaction (including the offeror and any advisor, broker or other financial institution acting as its agent or who are otherwise associated with the offeror) are required to be disclosed on a next-day basis to a Regulatory Information Service, as defined in the U.K. Financial Conduct Authority's Handbook, and the Panel. Disclosures of these purchases attract significant publicity by their very nature and they are disseminated on dealers' trading screens throughout the London market and information released on a Regulatory Information Service made available to all investors (including in the United States) on, amongst others, the website of the London Stock Exchange at www.londonstockexchange.com.

Should Comcast, Bidder or their affiliates decide to purchase Shares outside the Offer, either directly or through any advisor, broker or other financial institution acting as their agent, which would otherwise be prohibited by Rule 14e-5, such purchases would be subject to the following conditions:

- no purchases or arrangements to purchase Shares, otherwise than pursuant to the Offer, will be made in the United States;
- disclosure of the possibility of such purchases by the Prospective Purchasers, otherwise than pursuant to the Offer, will be included prominently in the Offer Document together with disclosure of the manner in which any such purchases are required to be publicly disclosed;
- the Prospective Purchasers shall disclose in the United States information regarding such purchases to the extent such information is made public in the United Kingdom pursuant to the Code;
- the Prospective Purchasers shall comply with any applicable laws and regulations in the United Kingdom, including the Code and the rules prohibiting insider dealing and market abuse;
- in the event that the Prospective Purchasers purchase or make arrangements to purchase Shares for consideration greater than the Offer price, the Offer price will be increased to match the higher price paid outside of the Offer;
- upon request of the Division of Corporation Finance of the SEC (the "**Division**"), the Prospective Purchasers shall disclose to it a daily time-sequenced schedule of all purchases of Shares made by any of them during the Offer, on a transaction-by-transaction basis, including: (i) a description of the size, broker (if any), time of execution and purchase price; and (ii) if not executed on the main market of the

London Stock Exchange, the exchange, quotation system or other facility through which the purchase occurred;

- upon request of the Division, the Prospective Purchasers shall transmit the information specified in clauses (i) and (ii) of the bullet above to the Division at its offices in Washington, D.C. within 30 days of its request;
- the Prospective Purchasers shall retain all documents and other information required to be maintained pursuant to this exemption for a period of not less than two years from the date of the termination of the Offer;
- representatives of the Prospective Purchasers shall be made available (in person at the offices of the Division or by telephone) to respond to enquiries of the Division relating to such records; and
- except as otherwise exempted herein, the Prospective Purchasers shall comply with Rule 14e-5.

Please note that, in our view, there are serious doubts as to whether the jurisdictional predicate for the application of the Exchange Act, namely that there be a purchase of a security “by use of the mails or by any means or instrumentality of interstate commerce or of any facility of a national securities exchange,” would be satisfied if a Bidder, or financial institutions acting on its behalf, made purchases of, or arrangements to purchase, Shares outside the United States. We nonetheless apply, on behalf of such persons, for exemptive relief for such purchases, or arrangements to purchase, from the provisions of Rule 14e-5, on the conditions set forth above. We have been requested by the Bidder to emphasize that this Letter does not reflect an admission that Rule 14e-5 would apply to such purchases of the Shares outside the United States in the absence of such exemptive relief.

We are hereby requesting an exemption to Rule 14e-5 in order to permit purchases of Shares outside the Offer as described above. In the context of the Offer, we believe the relief requested under Rule 14e-5 is consistent with relief the Staff has afforded to bidders in similar circumstances in the past, including in transactions that did not separately qualify for the Tier II Exemption.⁴

⁴ See *Standard Industries Inc. and Marsella Holdings S.a.r.l. Offer for Ordinary Shares of Braas Monier Building Group S.A.* (October 25, 2016); *Offer by Stork Holdco L.P. for Songbird Estates Plc* (December 19, 2014); *Oak Leaf B.V. and Acorn Holdings B.V. Offer for D.E. Master Blenders 1753 N.V.* (May 21, 2013); *Kraft Foods, Inc. Offer for Cadbury plc* (December 9, 2009); *Rio Tinto Offer for Alcan Inc.* (July 24, 2007); *Barrick Gold Corporation Offer for NovaGold Resources Inc.* (October 10, 2006); and *AstraZeneca plc Offer for Cambridge Antibody Technology Group plc* (May 23, 2006) (in each case, Rule 14e-5 relief granted where transaction did not qualify for the Tier II Exemption). See also *Royal Bank of Scotland Group PLC, Banco Santander Central Hispanico SA and Fortis SA/NV and Fortis N.V. Offer for ABN AMRO Holding NV* (July 23, 2007); *UCB S.A. Offer for Celltech Group plc* (May 19, 2004); *Celltech Group plc Offer for Oxford GlycoSciences plc* (March 3, 2003); and *RWE Aktiengesellschaft Offer for Innogy Holdings plc* (March 22, 2002).

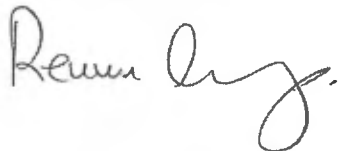
III. Conclusion

On the basis of the foregoing, we respectfully request on behalf of Comcast confirmation from the Staff that it will not recommend any enforcement action to the SEC under Rule 14e-1(c) with respect to the matters described herein. We further request, on behalf of Comcast, exemptive relief from the provisions of Rule 14e-5 as described herein.

We appreciate the Staff's consideration of these matters. If you have any questions or require any further information, please contact me at +(44) 20 7418 1012; reuen.young@davispolk.com or Michael Kaplan on +212 450 4111; michael.kaplan@davispolk.com.

* * * *

Very truly yours,



Reuven B. Young

CC: Arthur R. Block, Comcast Corporation
Thomas J. Reid, Davis Polk & Wardwell LLP
Michael Kaplan, Davis Polk & Wardwell LLP