
**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): November 17, 2010

Comcast Corporation

(Exact Name of Registrant as Specified in Charter)

Pennsylvania

(State or other jurisdiction of incorporation)

001-32871

(Commission File Number)

27-0000798

(IRS Employer Identification No.)

One Comcast Center

Philadelphia, PA

(Address of Principal Executive Offices)

19103-2838

(Zip Code)

Registrant's telephone number, including area code: (215) 286-1700

(Former Name or Former Address, if Changed Since Last Report)

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(b) 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))
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Item 8.01 Other Events

On November 23, 2010, Comcast Corporation (“Comcast”) expects to consummate the issuance and sale of £625,000,000 principal amount of its 5.50% Notes due 2029 (the “Notes”), pursuant to an underwriting agreement dated November 17, 2010 among Comcast, the Cable Guarantors (defined below) and Barclays Bank PLC, Deutsche Bank AG, London Branch, Goldman Sachs International and The Royal Bank of Scotland plc, as representatives of the several underwriters named therein. The Notes will be issued pursuant to an Indenture dated as of January 7, 2003 (the “Indenture”) among Comcast, the cable guarantors named therein and The Bank of New York Mellon (formerly known as The Bank of New York), as trustee (the “Trustee”), as supplemented by the First Supplemental Indenture dated as of March 25, 2003 by and among the Company, the cable guarantors named therein and the Trustee, and as further supplemented by the Second Supplemental Indenture dated as of August 31, 2009 by and among the Company, the Cable Guarantors and the Trustee, and an officers’ certificate issued pursuant thereto. The Notes are guaranteed on an unsecured and unsubordinated basis by Comcast Cable Communications, LLC, Comcast Cable Holdings, LLC, Comcast MO Group, Inc. and Comcast MO of Delaware, LLC (the “Cable Guarantors”).

The Notes are being offered pursuant to Comcast’s Registration Statement on Form S-3 filed on April 27, 2009 (Reg. No. 333-158816), including the prospectus contained therein, and a related prospectus supplement dated November 17, 2010.

The material terms and conditions of the Notes are set forth in the Form of Officers’ Certificate filed as Exhibit 4.4 to Comcast’s Form 8-A filed on November 18, 2010 and incorporated by reference herein and in the Indenture filed as Exhibit 4.4 and the First Supplemental Indenture filed as Exhibit 4.5 to Comcast’s Annual Report on Form 10-K for the year ended December 31, 2008 and the Second Supplemental Indenture filed as Exhibit 4.1 to Comcast’s Current Report on Form 8-K filed on September 2, 2009.

Item 9.01(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Arthur R. Block, Esq.
5.2	Opinion of Davis Polk & Wardwell LLP
23.1	Consent of Arthur R. Block, Esq. (contained in Exhibit 5.1)
23.2	Consent of Davis Polk & Wardwell LLP (contained in Exhibit 5.2)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COMCAST CORPORATION

Date: November 19, 2010

By: _____ /s/ ARTHUR R. BLOCK
Name: **Arthur R. Block**
Title: **Senior Vice President, General Counsel
and Secretary**

[COMCAST LETTERHEAD]

November 19, 2010

Comcast Corporation
One Comcast Center
Philadelphia, Pennsylvania 19103-2838

Ladies and Gentlemen:

I am Senior Vice President, General Counsel and Secretary of Comcast Corporation, a Pennsylvania corporation (the “**Company**”), and have acted for the Company in connection with the issuance by the Company, pursuant to the Underwriting Agreement dated November 17, 2010 (the “**Underwriting Agreement**”) among the Company, the Cable Guarantors (as defined below) and Barclays Bank PLC, Deutsche Bank AG, London Branch, Goldman Sachs International and The Royal Bank of Scotland plc, as representatives of the several underwriters named therein (the “**Underwriters**”), of £625,000,000 aggregate principal amount of its 5.50% Notes Due 2029 (the “**Notes**”). The Notes are to be issued pursuant to the provisions of the Indenture dated as of January 7, 2003 (the “**Indenture**”) by and among the Company, the cable guarantors named therein and The Bank of New York Mellon (formerly known as The Bank of New York), as trustee (the “**Trustee**”), as supplemented by the First Supplemental Indenture dated as of March 25, 2003 by and among the Company, the cable guarantors named therein and the Trustee, and as further supplemented by the Second Supplemental Indenture dated as of August 31, 2009 by and among the Company, the cable guarantors named therein (the “**Cable Guarantors**”) and the Trustee, and guaranteed on an unsecured and unsubordinated basis by the Cable Guarantors.

I have examined originals or copies, certified or otherwise identified to my satisfaction, of such documents, corporate records, certificates of public officials

and other instruments as I have deemed necessary or advisable for the purpose of rendering this opinion.

Based upon the foregoing, I am of the opinion that:

1. The Indenture has been duly authorized, executed and delivered by the Company.
2. The Notes have been duly authorized by the Company.

I am a member of the Bar of the Commonwealth of Pennsylvania and the foregoing opinion is limited to the laws of the Commonwealth of Pennsylvania and the federal laws of the United States of America.

I hereby consent to the filing of this opinion as an exhibit to a report on Form 8-K filed by the Company on the date hereof and its incorporation by reference into the Company's registration statement on Form S-3 (File No. 333-158816). In addition, I consent to the reference to my name under the caption "Legal Matters" in the prospectus, which is a part of the registration statement. In giving this consent, I do not admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

This opinion is rendered solely to you in connection with the above matter. This opinion may not be relied upon by you for any other purpose or relied upon by or furnished to any other person without my prior written consent.

Very truly yours,

/s/ Arthur R. Block
Arthur R. Block

New York
Menlo Park
Washington DC
London
Paris

Madrid
Tokyo
Beijing
Hong Kong



Bruce K. Dallas

Davis Polk & Wardwell LLP 650 752 2022 tel
1600 El Camino Real 650 752 3622 fax
Menlo Park, CA 94025 bruce.dallas@davispolk.com

November 19, 2010

Comcast Corporation
One Comcast Center
Philadelphia, Pennsylvania 19103-2838

Ladies and Gentlemen:

We have acted as counsel to Comcast Corporation, a Pennsylvania corporation (the “**Company**”) in connection with the issuance by the Company, pursuant to the Underwriting Agreement dated November 17, 2010 (the “**Underwriting Agreement**”) among the Company, the Cable Guarantors (as defined below) and Barclays Bank PLC, Deutsche Bank AG, London Branch, Goldman Sachs International and The Royal Bank of Scotland plc, as representatives of the several underwriters named therein (the “**Underwriters**”), of £625,000,000 aggregate principal amount of its 5.50% Notes Due 2029 (the “**Notes**”). The Notes are to be issued pursuant to the provisions of the Indenture dated as of January 7, 2003 (the “**Indenture**”) by and among the Company, the cable guarantors named therein and The Bank of New York Mellon (formerly known as The Bank of New York), as trustee (the “**Trustee**”), as supplemented by the First Supplemental Indenture dated as of March 25, 2003 by and among the Company, the cable guarantors named therein and the Trustee, and as further supplemented by the Second Supplemental Indenture dated as of August 31, 2009 by and among the Company, the cable guarantors named therein (the “**Cable Guarantors**”) and the Trustee, and guaranteed (the “**Cable Guarantees**”) on an unsecured and unsubordinated basis by the Cable Guarantors.

We, as your counsel, have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion.

Based upon the foregoing, we are of the opinion that:

- (1) Assuming the Indenture has been duly authorized, executed and delivered by the Trustee and the Company, the Indenture is a valid and binding agreement of the Company and the Cable Guarantors, enforceable against the Company and the Cable Guarantors in accordance with its terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors’ rights generally, concepts of reasonableness and

equitable principles of general applicability, provided that we express no opinion as to the validity, legally binding effect or enforceability of any provision that permits holders to collect any portion of stated principal amount upon acceleration of the Notes to the extent determined to constitute unearned interest.

(2) The Cable Guarantees have been duly authorized, and, assuming the Notes have been duly authorized by the Company, when the Notes have been duly executed and authenticated in accordance with the provisions of the Indenture and delivered to and paid for by the Underwriters in accordance with the terms of the Underwriting Agreement, the Notes will be valid and binding obligations of the Company and the Cable Guarantees will be valid and binding obligations of the Cable Guarantors, in each case enforceable against the Cable Guarantors in accordance with their terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally, concepts of reasonableness and equitable principles of general applicability, and will be entitled to the benefits of the Indenture, provided that we express no opinion as to the validity, legally binding effect or enforceability of any provision that permits holders to collect any portion of stated principal amount upon acceleration of the Notes to the extent determined to constitute unearned interest.

We are members of the Bar of the State of New York and California and the foregoing opinion is limited to the laws of the State of New York, the federal laws of the United States of America and the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to a report on Form 8-K filed by the Company on the date hereof and its incorporation by reference into the Company's registration statement on Form S-3 (File No. 333-158816). In addition, we consent to the reference to our name under the caption "Legal Matters" in the prospectus, which is a part of the registration statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

This opinion is rendered solely to you in connection with the above matter. This opinion may not be relied upon by you for any other purpose or relied upon by or furnished to any other person without our prior written consent.

Very truly yours,

/s/ Davis Polk & Wardwell LLP