

# NBCUNIVERSAL MEDIA, LLC

## FORM D

(Small Company Offering and Sale of Securities Without Registration)

Filed 09/12/11

Address	30 ROCKEFELLER PLAZA NEW YORK, NY 10112
Telephone	2126644444
CIK	0000902739
SIC Code	4841 - Cable and Other Pay Television Services

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

OMB APPROVAL

OMB Number: 3235-0076  
Expires: June 30, 2012  
Estimated Average burden  
hours per response: 4.0

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0000902739

Name of Issuer

NBCUniversal Media, LLC

Jurisdiction of

Incorporation/Organization

DELAWARE

Previous Name(s)  None

NBC Universal Media, LLC

G.E. Subsidiary, Inc. 1

NBC Subsidiary, Inc. 1;

NBC Subsidiary, Inc.

NBC Universal, Inc.

NATIONAL

BROADCASTING CO INC

Entity Type

Corporation

Limited Partnership

Limited Liability

Company

General Partnership

Business Trust

Other

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

2. Principal Place of Business and Contact  
Information

Name of Issuer

NBCUniversal Media, LLC

Street Address 1

c/o Comcast Corporation

Street Address 2

One Comcast Center

City

Philadelphia

State/Province/Country

PENNSYLVANIA

ZIP/Postal Code

19103

Phone No. of Issuer

215-286-1700

### 3. Related Persons

Last Name **Angelakis** First Name **Michael** Middle Name **J.**  
Street Address 1 **c/o Comcast Corporation** Street Address 2 **One Comcast Center**  
City **Philadelphia** State/Province/Country **PENNSYLVANIA** ZIP/Postal Code **19103**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)  
**Executive Officer of NBCUniversal Media, LLC. Director of NBCUniversal, LLC, the sole member of NBCUniversal Media, LLC.**

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Last Name **Block** First Name **Arthur** Middle Name **R.**  
Street Address 1 **c/o Comcast Corporation** Street Address 2 **One Comcast Center**  
City **Philadelphia** State/Province/Country **PENNSYLVANIA** ZIP/Postal Code **19103**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)  
**Executive Officer of NBCUniversal Media, LLC.**

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Last Name **Burke** First Name **Stephen** Middle Name **B.**  
Street Address 1 **c/o Comcast Corporation** Street Address 2 **One Comcast Center**  
City **Philadelphia** State/Province/Country **PENNSYLVANIA** ZIP/Postal Code **19103**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)  
**Executive Officer of NBCUniversal Media, LLC. Director of NBCUniversal, LLC, the sole member of NBCUniversal Media, LLC.**

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Last Name **Cohen** First Name **David** Middle Name **L.**  
Street Address 1 **c/o Comcast Corporation** Street Address 2 **One Comcast Center**  
City **Philadelphia** State/Province/Country **PENNSYLVANIA** ZIP/Postal Code **19103**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)  
**Executive Officer of NBCUniversal Media, LLC.**

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Last Name First Name Middle Name  
**Immelt Jeffrey R.**

Street Address 1 Street Address 2  
**c/o General Electric Company 3135 Easton Turnpike**

City State/Province/Country ZIP/Postal Code  
**Fairfield CONNECTICUT 06828**

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
**Director of NBCUniversal, LLC, the sole member of NBCUniversal Media, LLC.**

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Last Name First Name Middle Name  
**Roberts Brian L.**

Street Address 1 Street Address 2  
**c/o Comcast Corporation One Comcast Center**

City State/Province/Country ZIP/Postal Code  
**Philadelphia PENNSYLVANIA 19103**

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
**Executive Officer of NBCUniversal Media, LLC. Director of NBCUniversal, LLC, the sole member of NBCUniversal Media, LLC.**

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Last Name First Name Middle Name  
**Salva Lawrence J.**

Street Address 1 Street Address 2  
**c/o Comcast Corporation One Comcast Center**

City State/Province/Country ZIP/Postal Code  
**Philadelphia PENNSYLVANIA 19103**

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
**Executive Officer of NBCUniversal Media, LLC.**

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Last Name First Name Middle Name  
**Sherin Keith S.**

Street Address 1 Street Address 2  
**c/o General Electric Company 3135 Easton Turnpike**

City State/Province/Country ZIP/Postal Code  
**Fairfield CONNECTICUT 06828**

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
**Director of NBCUniversal, LLC, the sole member of NBCUniversal Media, LLC.**

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## 4. Industry Group

- Agriculture
- Banking & Financial Services
- Commercial Banking
  - Insurance
  - Investing
  - Investment Banking
  - Pooled Investment Fund
  - Other Banking & Financial Services
- Business Services
- Energy
- Coal Mining
  - Electric Utilities
  - Energy Conservation
  - Environmental Services
  - Oil & Gas
  - Other Energy
- Health Care
- Biotechnology
  - Health Insurance
  - Hospitals & Physicians
  - Pharmaceuticals
  - Other Health Care
- Manufacturing
- Real Estate
- Commercial
  - Construction
  - REITS & Finance
  - Residential
  - Other Real Estate
- Retailing
- Restaurants
- Technology
- Computers
  - Telecommunications
  - Other Technology
- Travel
- Airlines & Airports
  - Lodging & Conventions
  - Tourism & Travel Services
  - Other Travel
- Other

## 5. Issuer Size

### Revenue Range

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

### Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

## 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- |  |  |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505                            |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input checked="" type="checkbox"/> Rule 506                 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Securities Act Section 4(6)         |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Investment Company Act Section 3(c) |

## 7. Type of Filing

- New Notice      Date of First Sale **2011-08-31**       First Sale Yet to Occur
- Amendment

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?       Yes       No

## 9. Type(s) of Securities Offered (select all that apply)

- |  |   |
|--|---|
| <input type="checkbox"/> Pooled Investment Fund Interests  | <input type="checkbox"/> Equity   |
| <input type="checkbox"/> Tenant-in-Common Securities   | <input checked="" type="checkbox"/> Debt  |
| <input type="checkbox"/> Mineral Property Securities   | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe)   |

## 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?       Yes       No

Clarification of Response (if Necessary)

## 11. Minimum Investment

Minimum investment accepted from any outside investor      \$ **250000** USD

## 12. Sales Compensation

Recipient **Credit Suisse Securities (USA) LLC** Recipient CRD Number  None  
**816**  
(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None

Street Address 1 **Commercial Paper Desk** Street Address 2 **11 Madison Avenue, 5th Floor**  
City **New York** State/Province/Country **NEW YORK** ZIP/Postal Code **10010**  
State(s) of Solicitation  All States  Foreign/Non-US

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Recipient **Goldman, Sachs & Co.** Recipient CRD Number  None  
**361**  
(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None

Street Address 1 **IG Money Market Origination** Street Address 2 **200 West Street,7th Floor**  
City **New York** State/Province/Country **NEW YORK** ZIP/Postal Code **10282**  
State(s) of Solicitation  All States  Foreign/Non-US

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Recipient **RBC Capital Markets, LLC** Recipient CRD Number  None  
**31194**  
(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None

Street Address 1 **Money Markets Investor Marketing** Street Address 2 **200 Vesey Street, 8th Floor**  
City **New York** State/Province/Country **NEW YORK** ZIP/Postal Code **10281**  
State(s) of Solicitation  All States  Foreign/Non-US

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Recipient  
**Wells Fargo Securities, LLC**  
(Associated) Broker or Dealer  None

Recipient CRD Number  None  
**126292**  
(Associated) Broker or Dealer CRD Number  None

Street Address 1  
**Commercial Paper Department**

Street Address 2  
**301 South College Street, D1053-060**

City  
**Charlotte**

State/Province/Country  
**NORTH CAROLINA**

ZIP/Postal Code  
**28202**

State(s) of Solicitation  All States  Foreign/Non-US

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## 13. Offering and Sales Amounts

Total Offering Amount	\$	USD	<input checked="" type="checkbox"/>	Indefinite
Total Amount Sold	\$	175000000	USD	
Total Remaining to be Sold	\$	USD	<input checked="" type="checkbox"/>	Indefinite

### Clarification of Response (if Necessary)

\*Ongoing CommPaprPrgm w/ frequent issuances/maturities. Total amt outstanding at any time can't exceed \$1.5billion. Amt sold represents 8/31/11 outstanding balance. Amt outstanding varies day to day based on liquidity needs of Co as does no. of investors.

## 14. Investors

- Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,  
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 0

## 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$	0	USD	<input checked="" type="checkbox"/>	Estimate
Finders' Fees	\$	0	USD	<input type="checkbox"/>	Estimate

### Clarification of Response (if Necessary)

\*Typically sales commissions of around 5 basis points are paid to dealers. Regarding Item 14: securities are offered to accredited investors only.

## 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD  Estimate

### Clarification of Response (if Necessary)

# Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

## Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
NBCUniversal Media, LLC	/s/ Arthur R. Block	Arthur R. Block	Senior Vice President	2011-09-12