

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): February 12, 2013

NBCUniversal Media, LLC
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

333-174175
(Commission
File Number)

14-1682529
(IRS Employer
Identification No.)

30 Rockefeller Plaza
New York, NY 10112-0015
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (212) 664-4444

N/A
(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 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 1.01. Entry into a Material Definitive Agreement.

On February 12, 2013, NBCUniversal Media, LLC (“**NBCUniversal Media**”) entered into a Transaction Agreement (the “**Transaction Agreement**”) with Comcast Corporation (“**Comcast**”), General Electric Company (“**GE**”), Navy Holdings, Inc. (“**HoldCo**”), National Broadcast Company Holding, Inc. and NBCUniversal, LLC (“**NBCUniversal**”).

Under the Transaction Agreement, Comcast has agreed to acquire (the “**Redemption Transactions**”), directly or indirectly, GE’s 49% common equity interest in NBCUniversal for approximately \$16.7 billion. In addition, pursuant to a Purchase and Sale Agreement (the “**Purchase and Sale Agreement**”), also entered into on February 12, 2013, between 30RC Trust (f/k/a NBC Trust No. 1996A), a Delaware statutory business trust (the “**Trust**”), and NBCUniversal Atlas LLC, a Delaware limited liability company (“**NBCUniversal Atlas**”), which is a wholly owned subsidiary of NBCUniversal Media, NBCUniversal Atlas agreed to purchase, for approximately \$1.3 billion, the Trust’s reversionary and fee interests, as applicable, in the real property located at 30 Rockefeller Plaza, New York, New York, that is occupied by NBCUniversal Media (the “**30 Rock Transaction**”). Also on February 12, 2013, NBCUniversal Media agreed to purchase CNBC’s headquarters in Englewood Cliffs, New Jersey.

The consideration will consist of \$11.4 billion of cash on hand (\$4.6 billion of which will be from NBCUniversal); \$4.0 billion of senior unsecured debt securities issued by HoldCo, a holding company whose sole asset is its interests in NBCUniversal; \$2.0 billion of cash funded through a combination of Comcast’s existing credit facility and NBCUniversal Media’s credit facility, which is expected to be amended, among other things, to substitute HoldCo as the sole borrower; and \$725 million of HoldCo preferred stock. The interest rate on the HoldCo senior unsecured debt securities and the dividend rate on the HoldCo preferred stock will be determined prior to the closing of the Redemption Transactions (the “**Closing**”).

The consummation of the Redemption Transactions is subject to customary closing conditions, but it is not subject to any financing condition. The Transaction Agreement includes representations and warranties and covenants of each party that are customary for transactions of this nature.

The Transaction Agreement may be terminated under certain circumstances, including by mutual agreement of Comcast and GE and by either party if the Redemption Transactions have not been consummated on or before March 27, 2013.

The consummation of the 30 Rock Transaction is subject to customary closing conditions, as well as the condition that the Redemption Transactions shall have closed. The Purchase and Sale Agreement includes representations and warranties and covenants of each party that are customary for transactions of this nature.

The Purchase and Sale Agreement is expected to close by the end of March, 2013, but may be terminated under certain circumstances, including by mutual agreement of the Trust and NBCUniversal Atlas and by either the Trust or NBCUniversal Atlas if the consummation of the

30 Rock Transaction shall have not occurred by December 1, 2013.

Item 7.01. Regulation FD Disclosure.

After the Closing, Comcast and NBCUniversal Media, along with Comcast's existing cable holding company guarantors (the "**Cable Guarantors**"), expect to guarantee each other's publicly traded debt securities. In addition, NBCUniversal Media expects to guarantee the \$6.25 billion revolving credit facility due June 2017 that Comcast and Comcast Cable Communications, LLC entered into in June 2012, which is already guaranteed by the Cable Guarantors.

The current Cable Guarantors are Comcast Cable Communications, LLC, Comcast MO Group, Inc., Comcast Cable Holdings, LLC and Comcast MO of Delaware, LLC.

A copy of the press release announcing the entry into the Transaction Agreement is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated February 12, 2013.

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.

NBCUNIVERSAL MEDIA, LLC

Date: February 12, 2013

By: /s/ Arthur R. Block
Name: Arthur R. Block
Title: Senior Vice President

INDEX TO EXHIBITS

Exhibit Number

99.1

Description

Press Release dated February 12, 2013

**PRESS RELEASE**

Comcast
 One Comcast Center
 Philadelphia, PA 19103
www.comcastcorporation.com

FOR IMMEDIATE RELEASE

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**COMCAST TO ACQUIRE GENERAL ELECTRIC'S 49%
 COMMON EQUITY OWNERSHIP INTEREST IN NBCUNIVERSAL**

PHILADELPHIA – February 12, 2013 – Comcast Corporation (Nasdaq: CMCSA, CMCSK) announced today it will acquire GE's entire 49% common equity stake in the NBCUniversal joint venture for approximately \$16.7 billion. Also, NBCUniversal will purchase from GE the properties used by NBCUniversal at 30 Rockefeller Plaza and CNBC's headquarters in Englewood Cliffs, NJ for approximately \$1.4 billion. The acquisition accelerates GE's divestiture ahead of a redemption period that would have begun in July 2014 and solidifies Comcast's position as a leading media and technology company. The transaction is subject to customary closing conditions and is expected to close by the end of the first quarter of this year.

"This is an exciting day for Comcast as we have agreed to accelerate the purchase of NBCUniversal. The management team at GE has been a wonderful partner during the past two years and their support has been very valuable. Our decision to acquire GE's ownership is driven by our sense of optimism for the future prospects of NBCUniversal and our desire to capture future value that we hope to create for our shareholders," said Brian L. Roberts, Chairman and CEO, Comcast Corporation. "We believe the terms of the transaction are attractive and have planned for this event by taking a number of financial steps to prepare our balance sheet. We believe we are in a strong and unique position to continue to grow and build value in our combined company."

The transactions will be funded with \$11.4 billion of cash on hand, \$4.0 billion of subsidiary senior unsecured notes to be issued to GE, \$2.0 billion of borrowings under Comcast and/or subsidiary bank credit facilities and \$725 million of subsidiary preferred stock to be issued to GE.

Morgan Stanley was financial advisor to Comcast and Davis Polk & Wardwell LLP was the Company's legal advisor.

About Comcast Corporation

Comcast Corporation (Nasdaq: CMCSA, CMCSK) is a global media and technology company with two primary businesses, Comcast Cable and NBCUniversal. Comcast Cable is the nation's largest video, high-speed Internet and phone provider to residential customers under the XFINITY brand and also provides these services to businesses. NBCUniversal operates 30 news and entertainment cable networks, the NBC and Telemundo broadcast networks, television production operations, television station groups, Universal Pictures and Universal Parks and Resorts. Visit www.comcastcorporation.com for more information.