

**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): October 8, 2025

Comcast Corporation

(Exact Name of Registrant
as Specified in its 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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Class A Common Stock, \$0.01 par value	CMCSA	The Nasdaq Stock Market LLC
0.000% Notes due 2026	CMCS26	The Nasdaq Stock Market LLC
0.250% Notes due 2027	CMCS27	The Nasdaq Stock Market LLC
1.500% Notes due 2029	CMCS29	The Nasdaq Stock Market LLC
0.250% Notes due 2029	CMCS29A	The Nasdaq Stock Market LLC
0.750% Notes due 2032	CMCS32	The Nasdaq Stock Market LLC
3.250% Notes due 2032	CMCS32A	The Nasdaq Stock Market LLC
1.875% Notes due 2036	CMCS36	The Nasdaq Stock Market LLC
3.550% Notes due 2036	CMCS36A	The Nasdaq Stock Market LLC
1.250% Notes due 2040	CMCS40	The Nasdaq Stock Market LLC
5.250% Notes due 2040	CMCS40A	The Nasdaq Stock Market LLC
5.50% Notes due 2029	CCGBP29	New York Stock Exchange
2.0% Exchangeable Subordinated Debentures due 2029	CCZ	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events

Attached as Exhibit 99.1 and incorporated by reference herein is a press release dated October 8, 2025, issued by Comcast Corporation.

Item 9.01(d) Exhibits

Exhibit Number	Description
<u>99.1</u>	<u>Comcast Corporation Press Release dated October 8, 2025.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: October 8, 2025

By: /s/ Elizabeth Wideman

Name: Elizabeth Wideman

Title: Senior Vice President, Senior Deputy General Counsel and
Assistant Secretary



COMCAST ANNOUNCES FINAL RESULTS FOR AMENDED POOL 2 EXCHANGE OFFERS AND AMENDED POOL 2 CASH OFFERS

Philadelphia, Pennsylvania, October 8, 2025 - Comcast Corporation (Nasdaq: CMCSA)

Exchange Offers

Comcast Corporation (Nasdaq: CMCSA) (“Comcast”) today announced the final results of its two separate private offers to exchange (collectively, the “Amended Pool 2 Exchange Offers”) any and all of the outstanding series of notes listed in the table below (collectively, the “Pool 2 Notes”) for newly issued 5.168% Notes due 2037 (the “New 2037 Notes”), on the terms and subject to the conditions set forth in the Offering Memorandum dated September 22, 2025 as supplemented by the Supplement to the Offering Memorandum dated September 29, 2025 (as supplemented, the “Amended Offering Memorandum”), the eligibility certification and the accompanying exchange offer notice of guaranteed delivery (which, together with the Amended Offering Memorandum and the eligibility certification, constitute the “Amended Exchange Offer Documents”). Unless otherwise defined herein, capitalized terms related to the Amended Pool 2 Exchange Offers used under the heading “Exchange Offers” have the respective meanings assigned thereto in the Amended Exchange Offer Documents.

The Amended Pool 2 Exchange Offers expired at 5:00 p.m. (Eastern time) on October 3, 2025 (the “Amended Pool 2 Exchange Offer Expiration Date”). The “Amended Pool 2 Exchange Offer Settlement Date” with respect to the Amended Pool 2 Exchange Offers is expected to be October 9, 2025.

The table below indicates, among other things, the aggregate principal amount of each series of Pool 2 Notes that Comcast is accepting in connection with Comcast’s offer to exchange any and all of its outstanding notes listed below for the New 2037 Notes:

Pool 2 Notes

Acceptance Priority Level	Title of Series of Pool 2 Notes to be Exchanged	CUSIP	Principal Amount Outstanding	Aggregate Principal Amount Tendered for Exchange and Accepted
1	4.150% Notes due 2028	20030N CT6	\$3,975,000,000	\$375,527,000
2	4.550% Notes due 2029	20030N ED9	\$1,000,000,000	\$99,744,000

On the terms and subject to the conditions set forth in the Amended Offering Memorandum, Comcast expects to issue approximately \$480 million aggregate principal amount of New 2037 Notes; as such, Comcast considers the Amended Pool 2 New Notes Capacity Condition (as defined in the Amended Offering Memorandum) satisfied for the purpose of the Amended Pool 2 Exchange Offers. When combined with the notes issued on October 2, 2025, Comcast expects the total amount outstanding of New 2037 Notes to be approximately \$1.17 billion.

Comcast today also announced that certain customary conditions to the Amended Pool 2 Exchange Offers, including the absence of certain adverse legal and market developments, have been satisfied with respect to each series of Pool 2 Notes, and the Amended Pool 2 Cash Offer Completion Condition (as defined in the Amended Offering Memorandum) has been satisfied for each series of Pool 2 Notes.

If and when issued, the New 2037 Notes will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws. Therefore, the New 2037 Notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws. Comcast will enter into a registration rights agreement with respect to the New 2037 Notes.

Global Bondholder Services Corporation is acting as the Information Agent and the Exchange Agent for the Amended Pool 2 Exchange Offers. Questions or requests for assistance related to the Amended Pool 2 Exchange Offers or for additional copies of the Amended Exchange Offer Documents may be directed to Global Bondholder Services Corporation at (212) 430-3774. You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Amended Pool 2 Exchange Offers. The Amended Exchange Offer Documents can be accessed at the following link: <https://gbsc-usa.com/eligibility/comcast>

Cash Offers

Comcast today announced the final results of its two separate private offers to purchase for cash (the “Amended Pool 2 Cash Offers” and, together with the Amended Pool 2 Exchange Offers, the “Amended Pool 2 Offers”) any and all of each series of Pool 2 Notes, on the terms and subject to the conditions set forth in the Offer to Purchase dated September 22, 2025 as supplemented by the Supplement to the Offer to Purchase dated September 29, 2025 (as supplemented, the “Amended Offer to Purchase”), the certification instructions letter (the “Certification Instructions Letter”) and the accompanying cash offer notice of guaranteed delivery (which, together with the Amended Offer to Purchase and the Certification Instructions Letter, constitute the “Amended Cash Offer Documents”). Only holders who were not Exchange Offer Eligible Holders (as defined below) were eligible to participate in the Amended Pool 2 Cash Offers (“Cash Offer Eligible Holders”).

The Amended Pool 2 Cash Offers expired at 5:00 p.m. (Eastern time) on October 3, 2025 (the “Amended Pool 2 Cash Offer Expiration Date”). The “Amended Pool 2 Cash Offer Settlement Date” with respect to the Amended Pool 2 Cash Offers is expected to be October 9, 2025.

Unless otherwise defined herein, capitalized terms used under the heading “Cash Offers” related to the Amended Pool 2 Cash Offers have the respective meanings assigned thereto in the Amended Cash Offer Documents.

The table below indicates, among other things, the aggregate principal amount of each series of Pool 2 Notes that Comcast is accepting in connection with Comcast’s offer to purchase any and all of the Pool 2 Notes:

Acceptance Priority Level	Title of Series of Pool 2 Notes	CUSIP	Principal Amount Outstanding	Aggregate Principal Amount Tendered for Purchase and Accepted
1	4.150% Notes due 2028	20030N CT6	\$3,975,000,000	\$378,596,000
2	4.550% Notes due 2029	20030N ED9	\$1,000,000,000	\$67,614,000

Comcast today announced that the Amended Pool 2 Exchange Offer Completion Condition (as defined in the Amended Offer to Purchase) has been satisfied for each series of Pool 2 Notes accepted for purchase and all other conditions to the Amended Pool 2 Cash Offers, including the Amended Maximum Pool 2 Total Consideration Condition (as defined in the Amended Offer to Purchase) described in the Amended Offer to Purchase, including the absence of certain adverse legal and market developments, have been satisfied with respect to each series of Pool 2 Notes.

Global Bondholder Services Corporation is acting as the Information Agent and the Tender Agent for the Amended Pool 2 Cash Offers. Questions or requests for assistance related to the Amended Pool 2 Cash Offers or for additional copies of the Amended Cash Offer Documents may be directed to Global Bondholder Services Corporation at (212) 430-3774. You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Amended Pool 2 Cash Offers. The Amended Cash Offer Documents can be accessed at the following link: <https://www.gbsc-usa.com/comcast>

This announcement is for informational purposes only. This announcement is not an offer to purchase or a solicitation of an offer to purchase any of the securities described herein. The Amended Pool 2 Exchange Offers are being made solely pursuant to the Amended Offering Memorandum and related documents and the Amended Pool 2 Cash Offers are being made solely pursuant to the Amended Offer to Purchase and related documents. The Amended Pool 2 Offers are not being made to holders of Pool 2 Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the Amended Pool 2 Offers to be made by a licensed broker or dealer, the Amended Pool 2 Offers will be deemed to be made on behalf of Comcast by the dealer managers or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

The Amended Pool 2 Offers are only being made, and the New 2037 Notes are only being offered and will only be issued, and copies of the Exchange Offer Documents were only made available, to holders of Pool 2 Notes (1) that are either (a) “qualified institutional buyers,” or “QIBs,” as that term is defined in Rule 144A under the Securities Act, in a private transaction in reliance upon an exemption from the registration requirements of the Securities Act or (b) persons other than “U.S. persons,” as that term is defined in Rule 902 under the Securities Act, in offshore transactions in reliance upon Regulation S under the Securities Act, or a dealer or other professional fiduciary organized, incorporated or (if an individual) residing in the United States holding a discretionary account or similar account (other than an estate or a trust) for the benefit or account of a non-“U.S. person,” and (2) (a) if located or resident in any Member State of the European Economic Area, who are persons other than “retail investors” (for these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a “qualified investor” as defined in Regulation (EU) 2017/1129 (as amended, the “Prospectus Regulation”)), and consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the New 2037 Notes or otherwise making them available to retail investors in the European Economic Area has been prepared and therefore offering or selling the New 2037 Notes or otherwise making them available to any retail investor in the European Economic Area may be unlawful under the PRIIPs Regulation; (b) if located or resident in the United Kingdom, who are persons other than “retail investors” (for these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “FSMA”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA), and consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA), and consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the New 2037 Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the New 2037 Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation; or (c) if located or resident in a province of Canada, who are “accredited investors” as such term is defined in National Instrument 45-106 – *Prospectus Exemptions*, and, if resident in Ontario, section 73.3(1) of the *Securities Act* (Ontario), in each case, that are not individuals unless that person is also a “permitted client” as defined in National Instrument 31-103 – *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (the “Exchange Offer Eligible Holders”). **Only Exchange Offer Eligible Holders who completed and returned the eligibility certification are authorized to receive or review the Amended Offering Memorandum or to participate in the Amended Pool 2 Exchange Offers. For Canadian Eligible Holders tendering Pool 2 Notes, such participation is also conditioned upon the receipt of beneficial ownership information, including a completed certification form which is required if tendering Pool 2 Notes. There is no separate letter of transmittal in connection with the Amended Offering Memorandum.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements. Readers are cautioned that such forward-looking statements involve risks and uncertainties that could cause actual events or our actual results to differ materially from those expressed in any such forward-looking Statements. Readers are directed to Comcast's periodic and other reports filed with the Securities and Exchange Commission and the "Risk Factors" contained in the Amended Offering Memorandum and the Amended Offer to Purchase for a description of such risks and uncertainties. We undertake no obligation to update any forward-looking statements.

Investor Contacts:

Marci Ryvicker (215) 286-4781

Jane Kearns (215) 286-4794

Marc Kaplan (215) 286-6527

Press Contacts:

Jennifer Khoury (215) 286-7408

John Demming (215) 286-8011