

NBCUNIVERSAL MEDIA, LLC

FORM POSASR

(Post-effective Amendment to an automatic shelf registration of Form S-3ASR or Form F-3ASR)

Filed 02/19/14

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. 20549**

**POST EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

Comcast Corporation

NBCUniversal Media, LLC
Comcast Cable Communications, LLC
Comcast Cable Holdings, LLC
Comcast MO Group, Inc.
Comcast MO of Delaware, LLC

(Exact Name of Registrants as Specified in Their Charters)

Pennsylvania	27-0000798	One Comcast Center Philadelphia, Pennsylvania 19103-2838 (215) 286-1700
Delaware	14-1682529	30 Rockefeller Plaza New York, New York 10112-0015 (212) 664-4444
Delaware	23-2175755	One Comcast Center Philadelphia, Pennsylvania 19103-2838 (215) 286-1700
Delaware	84-1260157	One Comcast Center Philadelphia, Pennsylvania 19103-2838 (215) 286-1700
Delaware	91-2047743	One Comcast Center Philadelphia, Pennsylvania 19103-2838 (215) 286-1700
Delaware	84-1372033	One Comcast Center Philadelphia, Pennsylvania 19103-2838 (215) 286-1700

(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification Number) (Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Arthur R. Block, Esq.
Senior Vice President,
General Counsel and Secretary
Comcast Corporation
One Comcast Center
Philadelphia, Pennsylvania 19103-2838
(215) 286-1700

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copy to:

Bruce K. Dallas, Esq.
Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, California 94025
(650) 752-2000

Approximate date of commencement of proposed sale to the public : From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-3 (Registration No. 333-191239) (the "**Registration Statement**") is being filed pursuant to Rule 462(d) of the Securities Act of 1933, as amended, solely to replace Exhibits 23.1 and 23.2 to the Registration Statement.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules

(a) The following exhibits are filed as part of this Registration Statement:

<u>Exhibit No.</u>	<u>Document</u>
23.1	Consent of Deloitte & Touche LLP (Comcast Corporation)*
23.2	Consent of Deloitte & Touche LLP (NBCUniversal Media, LLC)*
24.1	Powers of Attorney**

* Filed herewith.

** Filed previously.

Signature

Title

Date

*

J. Michael Cook

Director

February 19, 2014

*

Gerald L. Hassell

Director

February 19, 2014

*

Jeffrey A. Honickman

Director

February 19, 2014

*

Eduardo G. Mestre

Director

February 19, 2014

*

Johnathan A. Rodgers

Director

February 19, 2014

*

Dr. Judith Rodin

Director

February 19, 2014

* By: /s/ Lawrence J. Salva
 Lawrence J. Salva, Attorney-in-Fact

EXHIBIT INDEX

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24.1	Powers of Attorney**

- * Filed herewith.
** Filed previously.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement on Form S-3 (No. 333-191239) of our reports dated February 12, 2014, relating to the consolidated financial statements and consolidated financial statement schedule of Comcast Corporation, and the effectiveness of Comcast Corporation's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Comcast Corporation for the year ended December 31, 2013.

/s/ DELOITTE & TOUCHE LLP
Philadelphia, Pennsylvania
February 19, 2014

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement on Form S-3 (No. 333-191239-05) of our reports dated February 12, 2014, relating to the consolidated financial statements and consolidated financial statement schedule of NBC Universal, Inc. and subsidiaries (predecessor) and NBCUniversal Media, LLC (successor) appearing in the Annual Report on Form 10-K of NBCUniversal Media, LLC and subsidiaries for the year ended December 31, 2013.

/s/ DELOITTE & TOUCHE LLP
New York, New York
February 19, 2014