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	7.		392,730 shares (2), (3), (4), (6) 27,196,985 shares (2), (7) 606,989 shares (2), (5), (6) 3,954,492 shares (2), (7)
		Sole Voting Power	
		Series A QVC Group common stock:	
		Series B QVC Group common stock:	
		Series A Liberty Ventures common stock:	
		Series B Liberty Ventures common stock:	
	8.		0 shares (4) 458,946 shares (7), (8) 0 shares (5) 66,683 shares (7), (8)
		Shared Voting Power	
		Series A QVC Group common stock:	
		Series B QVC Group common stock:	
		Series A Liberty Ventures common stock:	
		Series B Liberty Ventures common stock:	
Number of Shares Beneficially Owned by Each Reporting Person With	9.		392,730 shares (2), (3), (4), (6) 27,196,985 shares (2), (7) 606,989 shares (2), (5), (6) 3,954,492 shares (2), (7)
		Sole Dispositive Power	
		Series A QVC Group common stock:	
		Series B QVC Group common stock:	
		Series A Liberty Ventures common stock:	
		Series B Liberty Ventures common stock:	
	10.		0 shares (4) 458,946 shares (7), (8) 0 shares (5) 66,683 shares (7), (8)
		Shared Dispositive Power	
		Series A QVC Group common stock:	
		Series B QVC Group common stock:	
		Series A Liberty Ventures common stock:	
		Series B Liberty Ventures common stock:	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person		
		Series A QVC Group common stock:	392,730
		Series B QVC Group common stock:	shares (2), (3), (4), (6)
		Series A Liberty Ventures common stock:	27,655,931
		Series B Liberty Ventures common stock:	shares (2), (7), (8) 606,989 shares (2), (5), (6) 4,021,175 shares (2), (7), (8)
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>		
13.	Percent of Class Represented by Amount in Row (11)		Less than
		Series A QVC Group common stock:	1% (9), (10)
		Series B QVC Group common stock:	94.2% (9), (10)
		Series A Liberty Ventures common stock:	Less than
		Series B Liberty Ventures common stock:	1% (9), (10) 94.1% (9), (10)

14. Type of Reporting Person (See Instructions)  
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Item 4 of the Schedule 13D is amended and supplemented to add the following information:

The information set forth in Item 6 to this Amendment and Exhibit 7(f) listed in Item 7 to this Amendment are incorporated herein by reference.

**Item 5. Interest in Securities of the Issuer**

Item 5 of the Schedule 13D is amended and restated to read as follows:

(a) Mr. Malone beneficially owns (without giving effect to the conversion of QVCB or LVNTB shares into QVCA or LVNTA shares, respectively) (i) 392,730 QVCA shares (including (x) 376,260 shares held by his wife as to which shares Mr. Malone disclaims beneficial ownership and (y) 2,532 shares held by a 401(k) savings plan for the benefit of Mr. Malone), which represent less than 1% of the outstanding QVCA shares; (ii) 27,655,931 QVCB shares (including (x) 852,358 shares held by his wife as to which shares Mr. Malone disclaims beneficial ownership and (y) 458,946 shares held by two trusts (the "Trusts") which are managed by an independent trustee and the beneficiaries of which are Mr. Malone's adult children and as to which shares Mr. Malone disclaims beneficial ownership), which represent approximately 94.2% of the outstanding QVCB shares; (iii) 606,989 LVNTA shares (including 79,243 shares held by his wife as to which shares Mr. Malone disclaims beneficial ownership), which represent less than 1% of the outstanding LVNTA shares; and (iv) 4,021,175 LVNTB shares (including (x) 123,847 shares held by his wife as to which shares Mr. Malone disclaims beneficial ownership and (y) 66,683 shares held by the Trusts and as to which shares Mr. Malone disclaims beneficial ownership), which represent approximately 94.1% of the outstanding LVNTB shares.

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The foregoing percentage interests are based upon the following number of shares reported as outstanding as of January 31, 2017 by the Issuer in its Annual Report on Form 10-K for the year ended December 31, 2016, filed with the Securities and Exchange Commission on February 28, 2017: 425,210,801 shares of QVCA, 29,358,638 shares of QVCB, 81,150,662 shares of LVNTA and 4,271,867 shares of LVNTB. Accordingly, Mr. Malone may be deemed to beneficially own voting equity securities representing approximately 37.7% of the voting power with respect to the general election of directors of the Issuer.

(b) Other than as provided in the Call Agreement and the Voting Agreement (as defined below), Mr. Malone, and, to his knowledge, his wife, each have the sole power to vote and to dispose of, or to direct the voting or disposition of, their respective shares of Common Stock. The Trusts hold 458,946 shares of QVCB and 66,683 shares of LVNTB. To Mr. Malone's knowledge, other than as provided in the Call Agreement, the Trusts have the sole power to vote and to dispose of, or to direct the voting or disposition of, the shares of Common Stock held by the Trusts.

(c) Except as disclosed in this Amendment, neither Mr. Malone nor, to his knowledge, Mr. Malone's wife or the Trusts, has executed any transactions in respect of the Common Stock within the last sixty days.

(d) Not applicable.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer**

Item 6 of the Schedule 13D is hereby amended and supplemented to add the following information:

On April 4, 2017, the Issuer entered into an Agreement and Plan of Reorganization (the "Reorganization Agreement") with GenPh in

of the Restated Articles, each outstanding share of GCI Class A-1 Com

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April 7, 2017

Date

/s/ John C. Malone

John C. Malone

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Name</b>
7(a)	Call Agreement dated as of February 9, 1998, between Liberty Media Corporation (as assignee of Comcast Cable Holdings LLC, formerly, Tele-Communications, Inc. ("TCI") and the Malone Group (incorporated by reference to Exhibit 7(n) to Amendment No. 8 to Mr. Malone's Schedule 13D, filed in with the

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favor of, or to prohibit such Stockholder from taking any action that adversely affects, any other proposal submitted for the approval of the stockholders of the Company or GCI and (ii) other than with respect to the Subject Shares, nothing in this Agreement shall be deemed to (x) require such Stockholder to vote or refr

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**Schedule A**

**Stockholders**

<b>Stockholder</b>	<b>LVNTB</b>
John C. Malone c/o Liberty Media Corporation 12300 Liberty Boulevard Englewood, Colorado 80112 Facsimile: Separately provided Email: Separately provided	3,830,645
Leslie Malone c/o Liberty Media Corporation 12300 Liberty Boulevard Englewood, Colorado 80112 Facsimile: Separately provided Email: Separately provided	123,847

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