
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549 q

SCHEDULE 13G ”8

**UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)***

QURATE RETAIL, INC.
(Name of Issuer)

Series A Common Stock
(Title of Class of Securities)

74915M100
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Ch ”8 ”

/s/ p n8

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- Item 1(a) Name of Issuer:
QURATE RETAIL, INC.
- Item 1(b) Address of Issuer's Principal Executive Offices:
12300 Liberty Boulevard
Englewood, Colorado 80112
- Item 2(a) Name of Person Filing:
Dodge & Cox
- Item 2(b) Address of the Principal Office or, if none, Residence:
555 California Street, 40th Floor
San Francisco, CA 94104
- Item 2(c) Citizenship:
California - U.S.A.
- Item 2(d) Title of Class of Securities:
Series A Common Stock
- Item 2(e) CUSIP Number: :
74915M100
- Item 3 If the Statement is being filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:
(e) Investment Advisor registered under section 203 of the Investment Advisors Act of 1940

- (c) Number of shares as to which such person has:
- (i) sole power to vote or direct the vote:
51,677,072
 - (ii) shared power to vote or direct the vote:
0
 - (iii) sole power to dispose or to direct the disposition of:
54,022,174
 - (iv) shared power to dispose or to direct the disposition of:
0

Item 5 Ownership of Five Percent or Less of a Class:
Not applicable.

Item 6 Ownership of More than Five Percent on Behalf of Another Person

The clients of Dodge & Cox, including investment companies registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive or power to direct the receipt of dividends from, and the proceeds from the sale of, QURATE RETAIL, INC.

Dodge & Cox Stock Fund, an investment company registered under the Investment Company Act of 1940, has an interest of 32,289,076, or 7.7%, of the class of securities reported herein.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company
Not applicable.

Item 8 Identification and Classification of Members of the Group
Not applicable.

Item 9 Notice of Dissolution of a Group:
Not applicable.

Item 10 Certification:
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019

DODGE & COX

By: /S/ Katherine M. Primas
Name: Katherine M. Primas
Title: Chief Compliance Officer