

Item 3.02. Unregistered Sales of Equity Securities.

Pursuant to the terms of the previously disclosed Stock Exchange Agreement, dated as of June 3, 2021 (the “Maffei Stock Exchange Agreement”), by and between Gregory B. Maffei (“Mr. Maffei”) and Qurate Retail, Inc. (“Qurate Retail”), on March 25, 2022, Mr. Maffei transferred to Qurate Retail an aggregate of 229,022 shares of Series A common stock of Qurate Retail received by Mr. Maffei upon vesting of the performance-based restricted stock unit award granted to Mr. Maffei on March 10, 2021 and in exchange, Qurate Retail issued to Mr. Maffei an equivalent number of shares of Series B common stock of Qurate Retail (collectively, the “Exchange”). The shares of Series B common stock issued by Qurate Retail to Mr. Maffei pursuant to the Maffei Stock Exchange Agreement were not registered under the Securities Act of 1933, as amended, in reliance on the exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended. Each share of Qurate Retail’s Series B common stock is convertible, at the option of the holder into one share of Qurate Retail’s Series A common stock.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 29, 2022

QURATE RETAIL, INC.

By: /s/ Brittany Uthoff
Name: Brittany Uthoff
Title: Vice President

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