

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under the Securities Act of 1933

QURATE RETAIL, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
 (State or Other Jurisdiction of Incorporation
 or Organization)

12300 Liberty Boulevard
Englewood, Colorado 80112

(Address of Principal Executive Offices) (Zip Code)

84-1288730
 (I.R.S. Employer
 Identification No.)

Qurate Retail, Inc. 2016 Omnibus Incentive Plan, as amended

(Full title of plans)

Renee L. Wilm, Esq.
Qurate Retail, Inc.
12300 Liberty Boulevard
Englewood, Colorado 80112
(720) 875-5300

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

Copy to:
Samantha H. Crispin, Esq.
Beverly B. Reyes, Esq.
Baker Botts L.L.P.
30 Rockefeller Plaza
New York, New York 10112
(212) 408-2500

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

Large accelerated filer
 Non-accelerated filer

Accelerated filer
 Smaller reporting company
 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 7(a)(2)(B) of the Securities Act

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (3)
Series A Common Stock, \$0.01 Par Value per share	3,683,409	\$9.11	\$33,555,856	\$4,356

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers, in addition to the number of shares stated above, an indeterminate amount of shares which may be issued pursuant to the Qurate Retail, Inc. 2016 Omnibus Incentive Plan after the operation of any anti-dilution and other provisions under such plan.
- (2) Based upon the average of the high and low prices reported for the Registrant's Series A common stock, par value \$0.01 per share, on the Nasdaq Global Select Market on December 3, 2019.
- (3) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h) under the Securities Act.

furnished or deemed furnished under any Current Report on Form 8-K) prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and Form 8-K from their respective dates of filing (such documents, and the documents enumerated above, being hereinafter referred to as "Incorporated Documents"); provided, however, that the documents enumerated above or subsequently filed by the Registrant pursuant to Rule 433 or 434 of the Securities Act of 1933, or to Rule 101 or 102 of the Securities Exchange Act of 1934, shall not be deemed to be incorporated by reference in this Registration Statement.

circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 102(b)(7) of the DGCL provides, generally, that the certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, *provided* that such provision may not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, se

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Englewood, State of Colorado, on this 5th day of December, 2019.

QURATE RETAIL, INC.

By: /s/ Renee L. Wilm

Name: Renee L. Wilm

Title: Chief Legal Officer

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David E. Rapley</u> David E. Rapley	Director	December 5, 2019
<u>/s/ Larry E. Romrell</u> Larry E. Romrell	Director	December 5, 2019
<u>/s/ Mark C. Vadon</u> Mark C. Vadon	Director	December 5, 2019
<u>/s/ Andrea L. Wong</u> Andrea L. Wong	Director	December 5, 2019

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the consideration permitted under the Plan as currently in effect, and none of such Shares will be issued for less than \$0.01 per share; (ii) all actions required to be taken under the Plan by the Board of Directors of the Company (or any committee thereof) have been or will be taken by the Board of Directors of the

only

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Qurate Retail, Inc.:

We consent to the use of our reports dated February 28, 2019, with respect to the consolidated balance sheets of Qurate Retail, Inc. and subsidiaries as of December 31, 2018 and 2017, and the related consolidated statementW .e

