Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ **See separate instructions.**

OMB No. 1545-0123

Part I Reporting Issuer

1 Issuer's name QVC, Inc.			**2 Issuer's employer identification number (EIN)** 23-2414041
3 Name of contact for additional information Treasury Department	**4** Telephone No. of contact (484) 701-1000		**5** Email address of contact Treasury@QVC.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 1200 Wilson Drive			**7** City, town, or post office, state, and ZIP code of contact West Chester, PA 19380
8 Date of action September 25, 2024	**9** Classification and description 4.750% Senior Secured Notes due February 2027 (the "Old 2027 Notes")		
10 CUSIP number 747262 AY9	**11** Serial number(s)	**12** Ticker symbol	**13** Account number(s)

Part II Organizational Action

Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ See attachment.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ See attachment.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See attachment.

Part II **Organizational Action** *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

See attachment.

18 Can any resulting loss be recognized? ▶ See attachment.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ Paul Kearns Date ▶ 10/8/2024

Print your name ▶ Paul Kearns Title ▶ Vice President, Tax

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ Firm's EIN ▶

Firm's address ▶ Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

QVC, Inc.
Attachment to Form 8937
4.750% Senior Secured Notes due February 2027 (the "Old 2027 Notes")
Date of Organizational Action: September 25, 2024

The following discussion is not tax advice and is not intended to be a complete analysis or description of all potential U.S. federal income tax consequences of the Exchange (as defined below). The following discussion applies only to U.S. taxpayers and does not address tax consequences to certain types of holders subject to special tax rules. The following discussion also does not address tax consequences arising under applicable state, local or non-U.S. tax law or U.S. federal tax law other than U.S. federal income tax law. Holders of Notes (as defined below) should consult their own tax advisors regarding the tax consequences of the Exchange under their particular circumstances, including the calculation of any gain and U.S. tax basis in Notes received in the Exchange.

Part II Box 14.

Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action

On September 25, 2024 (the "Exchange Date"), QVC, Inc. (the "Company") consummated the exchange (the "Exchange") of certain of the Company's Old 2027 Notes for its 6.875% Senior Secured Notes due April 2029 (the "2029 Notes" and, together with the Old 2027 Notes, the "Notes") and cash, in accordance with the terms of the Company's Offering Memorandum, dated as of September 11, 2024 (as supplemented, the "Offering Memorandum"). For each $1,000 principal amount of Old 2027 Notes exchanged by a holder, such holder received $350 principal amount of 2029 Notes and $650 in cash (not including any cash paid for accrued but unpaid interest on the Old 2027 Notes), subject to the terms and conditions of the Offering Memorandum, in the Exchange. The Company determined, and this discussion assumes, that the Exchange resulted in a "significant modification" of the Old 2027 Notes that were exchanged, resulting in 2029 Notes being treated as newly issued on the Exchange Date, for U.S. federal income tax purposes.

Part II Box 15.

Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis

The Company intends to take the position, and this discussion assumes, that the Exchange qualifies as a recapitalization (a "Recapitalization") under Section 368(a)(1)(E) of the Internal Revenue Code of 1986, as amended (the "Code"). As a result, a holder's initial tax basis in a 2029 Note received by the holder in exchange for an Old 2027 Note in the Exchange generally is the same as the holder's tax basis in the Old 2027 Note surrendered in exchange therefor, increased by any gain recognized by the holder on such exchange and reduced by the amount of cash (other than cash attributable to accrued but unpaid interest on the Old 2027 Note) received by the holder with respect to such Old 2027 Note in the Exchange (*i.e.*, $650 cash for an Old 2027 Note with a principal amount of $1,000).

A holder generally recognized any gain (but not loss) for U.S. federal income tax purposes (the "Recognized Gain") on the exchange of an Old 2027 Note for a 2029 Note and cash in the Exchange in an amount equal to the lesser of (i) the amount of gain realized by the holder on such exchange (the "Realized Gain") and (ii) the amount of cash (other than cash attributable to accrued but unpaid interest on the Old 2027 Note) received by the holder in such exchange. The Realized Gain (if any) generally equaled the excess (if any) of (a) the sum of (x) the issue price of the 2029 Note received by such holder in such exchange and (y) the amount of the cash (other than cash attributable to accrued but unpaid interest on the Old 2027 Note) received by such holder in such exchange (such sum, the "Proceeds Amount"), over (b) such holder's adjusted tax basis in the Old 2027 Note surrendered in such exchange.

The Company has determined, and this discussion assumes, that the 2029 Notes are "traded on an established market" (within the meaning of Treas. Reg. § 1.1273-2(f)(9) (the "Issue Price Disclosure Regulation")) and that the issue price of a 2029 Note (*i.e.*, the fair market value of the 2029 Note as of the Exchange Date for this purpose) is 82.00% of its principal amount. As provided by the Issue Price Disclosure Regulation, the determinations of the Company described in the preceding sentence are generally binding on a holder of 2029 Notes unless the holder explicitly discloses, in accordance with the requirements of the Issue Price Disclosure Regulation, that the holder's determination is different from the Company's determination on the holder's timely filed U.S. federal income tax return for the taxable year that includes its acquisition date of the 2029 Notes.

The following is an example of the calculation described above for a hypothetical U.S. holder. For purposes of this example, assume that a U.S. holder exchanged Old 2027 Notes (acquired on a single date at a single price) with an aggregate principal amount of $1,000,000 and an aggregate adjusted tax basis of $800,000. The U.S. holder received 2029 Notes with an aggregate principal amount of $350,000 and $650,000 in cash (not including cash attributable to accrued but unpaid interest on the Old 2027 Notes) in the Exchange. The Proceeds Amount is equal to $287,000 (the aggregate issue price of the 2029 Notes received) plus $650,000 (the amount of cash received, other than cash attributable to accrued but unpaid interest), so the Proceeds Amount is $937,000. The Realized Gain is equal to $937,000 (the Proceeds Amount) minus $800,000 (the adjusted tax basis), so the Realized Gain is $137,000. The Recognized Gain is equal to the lesser of $137,000 (the Realized Gain) and $650,000 (the amount of cash received, other than cash attributable to accrued but unpaid interest), so the Recognized Gain is $137,000. The holder's initial aggregate tax basis in the 2029 Notes received pursuant to such exchange would be equal to $800,000 (the holder's aggregate adjusted tax basis in the Old 2027 Notes surrendered) plus $137,000 (the Recognized Gain) minus $650,000 (the amount of cash received in the exchange, other than cash attributable to accrued but unpaid interest). So, such initial aggregate tax basis would be $287,000.

If a holder of Old 2027 Notes did not exchange any Old 2027 Notes in the Exchange, such holder's tax basis in the Old 2027 Notes should not be affected by the Exchange.

Part II Box 16.

Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates

See answer to box 15.

Part II Box 17.

List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based

Code Sections 356, 358, 368(a)(1)(E), and 1273(b).

Part II Box 18.

Can any resulting loss be recognized?

Assuming that the Exchange qualifies as a Recapitalization, no loss may be recognized as a result of the Exchange.

Part II Box 19.

Provide any other information necessary to implement the adjustment, such as the reportable tax year

The Exchange was effective on September 25, 2024. Therefore, any adjustment to a holder's adjusted tax basis in its Notes as a result of the Exchange would be taken into account in the holder's tax year that includes September 25, 2024 (*e.g.*, the 2024 tax year for calendar year taxpayers).