

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Form S-3 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

QVC, Inc.*

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

23-2414041
(I.R.S. Employer Identification No.)

**1200 Wilson Drive
West Chester, Pennsylvania 19380
(484) 701-1000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Lawrence R. Hayes, Esq.
QVC, Inc.**

**1200 Wilson Drive
West Chester, Pennsylvania 19380
(484) 701-1000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copy to:
Samantha Crispin
Adorys Velazquez
Baker Botts L.L.P.
30 Rockefeller Plaza
New York, NY 10012
(212) 408-2500**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. o
If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box. x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of earlier effective registration statement for the same offering. x 333-233799

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. o

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. o

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 o Accelerated filer o Non-accelerated filer x Smaller reporting company o

Emerging growth company o

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. o

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|---|----------------------------|
| Debt Securities | \$ 84,950,000(1) | \$ 11,027(2)(3) |
| Guarantees of Debt Securities | (4) | (4) |

(1) The registrant previously registered an aggregate principal amount of \$1,500,000,000 of Debt Securities on a Registration Statement on Form S-3 (File No. 333-233799) which was filed by the registrant on September 17, 2019 and declared effective by the Securities and Exchange Commission (the "Commission") on October 3, 2019 (the "Prior Registration Statement"). There remains \$424,750,000 in unsold Debt Securities under the Prior Registration Statement. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of Debt Securities having a proposed maximum aggregate offering price of \$84,950,000 is hereby registered, representing no more than 20% of the maximum aggregate offering price of unsold securities under the Prior Registration Statement. In no event will the maximum aggregate offering price of all securities issued pursuant to this Registration Statement and the Prior Registration Statement exceed the maximum amount registered under such Registration Statements.

(2) Calculated pursuant to Rule 457(o) under the Securities Act.

(3) The registrant hereby certifies to the Commission that (i) it has instructed its bank to pay the Commission the filing fee of \$11,027 for the additional securities being registered under this registration statement as soon as practicable (but in any event no later than the close of business on August 12, 2020); (ii) it will not revoke such instructions; (iii) it has sufficient funds in the relevant account to cover the amount of the filing fee; and (iv) it undertakes to confirm receipt of such instructions by the bank on August 12, 2020.

(4) In accordance with Rule 457(n), no separate fee is payable with respect to the Guarantees of Debt Securities.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

* The companies listed on the next page in the Table of Additional Registrants are also included in this Registration Statement as additional Registrants.

TABLE OF ADDITIONAL REGISTRANTS

| Exact name of registrant as specified in its charter | State or other jurisdiction of incorporation or organization | Primary Standard Industrial Classification code Number | I.R.S. Employer Identification Number | Address and telephone number of principal executive office |
|---|---|---|--|--|
| Affiliate Investment, Inc. | Delaware | 6719 | 51-0394501 | Webster Building Suite 206A 3411 Silverside Road Wilmington, DE 19810 (302) 478-7451 |
| Affiliate Relations Holdings, Inc. | Delaware | 6719 | 52-2009511 | Webster Building Suite 206A 3411 Silverside Road Wilmington, DE 19810 (302) 478-7451 |
| AMI 2, Inc. | Delaware | 6799 | 26-4282165 | Webster Building Suite 206B 3411 Silverside Road Wilmington, DE 19810 (302) 478-4370 |
| ER Marks, Inc. | Delaware | 6719 | 52-2009512 | Webster Building Suite 206B 3411 Silverside Road Wilmington, DE 19810 (302) 478-4370 |
| QVC Global Holdings I, Inc. | Delaware | 6719 | 47-3567270 | 1200 Wilson Drive West Chester, PA 19380 (484) 701-1000 |
| QVC Global Holdings II, Inc. | Delaware | 6719 | 47-3591332 | 1200 Wilson Drive West Chester, PA 19380 (484) 701-1000 |
| QVC Rocky Mount, Inc. | North Carolina | 4225 | 52-2217907 | 100 QVC Boulevard Rocky Mount, NC 27801 (252) 467-6600 |
| QVC San Antonio, LLC | Texas | 7389 | 52-1765495 | 9855 Westover Hills Boulevard San Antonio, TX 78251 (210) 522-4300 |
| HSN, Inc. | Delaware | 8741 | 26-2590893 | 1 HSN Drive St. Petersburg, FL 33729 (727) 872-1000 |

| | | | | |
|---|----------|------|------------|---|
| HSNi, LLC | Delaware | 5961 | 59-3490596 | 1 HSN Drive St. Petersburg, FL 33729 (727) 872-1000 |
| HSN Holding LLC | Delaware | 6719 | 46-3739148 | 1 HSN Drive St. Petersburg, FL 33729 (727) 872-1000 |
| AST Sub, Inc. | Delaware | 6719 | 59-3614109 | 1 HSN Drive St. Petersburg, FL 33729 (727) 872-1000 |
| Home Shopping Network En Espanol, L.L.C. | Delaware | 6719 | 59-3491612 | 1 HSN Drive St. Petersburg, FL 33729 (727) 872-1000 |
| Home Shopping Network En Espanol, L.P. | Delaware | 6719 | 59-3506840 | 1 HSN Drive St. Petersburg, FL 33729 (727) 872-1000 |
| H.O.T. Networks Holdings (Delaware) LLC | Delaware | 6719 | 05-0617856 | 1 HSN Drive St. Petersburg, FL 33729 (727) 872-1000 |
| HSN of Nevada LLC | Delaware | 6719 | N/A | 1 HSN Drive St. Petersburg, FL 33729 (727) 872-1000 |
| Ingenious Designs LLC | Delaware | 5023 | 59-3617032 | 1 HSN Drive St. Petersburg, FL 33729 (727) 872-1000 |
| NLG Merger Corp. | Delaware | 4899 | 90-0211788 | 1 HSN Drive St. Petersburg, FL 33729 (727) 872-1000 |
| Ventana Television, Inc. | Delaware | 4833 | 77-0580852 | 1 HSN Drive St. Petersburg, FL 33729 (727) 872-1000 |
| Ventana Television Holdings, Inc. | Delaware | 6719 | 77-0581597 | 1 HSN Drive St. Petersburg, FL 33729 (727) 872-1000 |
| QVC Deutschland GP, Inc. | Delaware | 6719 | 26-3417798 | 1200 Wilson Drive West Chester, PA 19380 888-345-5788 |

Explanatory Note

The registrant is filing this registration statement pursuant to Rule 462(b) and General Instruction IV of Form S-3, both as promulgated under the Securities Act of 1933, as amended. This registration statement relates to the public offering of debt securities contemplated by the shelf registration statement on Form S-3 (File No. 333-233799) (the "Prior Registration Statement") declared effective by the Securities and Exchange Commission on October 3, 2019 and is being filed for the sole purpose of increasing the maximum aggregate offering price of the registrant's debt securities to be registered by \$84,950,000. This amount is equal to 20% of the amount available for issuance under the Prior Registration Statement. The information set forth in the Prior Registration Statement, including the exhibits thereto and each of the documents incorporated therein by reference, is incorporated by reference herein.

The required opinions and consents are listed on the exhibit index attached hereto and filed herewith.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

The following documents are filed as exhibits to this Registration Statement:

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 5.1 | <u>Opinion of Baker Botts L.L.P. relating to the validity of the securities being registered.*</u> |
| 5.2 | <u>Opinion of Womble Bond Dickinson (US) LLP*</u> |
| 23.1 | <u>Consent of KPMG LLP.*</u> |
| 23.2 | <u>Consent of Baker Botts L.L.P. (included in their opinion filed as Exhibit 5.1).*</u> |
| 23.3 | <u>Consent of Womble Bond Dickinson (US) LLP (included in their opinion filed as Exhibit 5.2).*</u> |
| 24.1 | <u>Power of Attorney (previously filed with the Commission in connection with the Registration Statement on Form S-3 (File No. 333-233799) filed on September 17, 2019.</u> |

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of West Chester, Commonwealth of Pennsylvania, on August 12, 2020.

QVC, INC.

By: /s/ MICHAEL A. GEORGE
Michael A. George
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|-----------------|
| <u>/s/ MICHAEL A. GEORGE</u> Michael A. George | President and Chief Executive Officer (Principal Executive Officer) | August 12, 2020 |
| <u>*</u> Jeffrey A. Davis | Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | August 12, 2020 |
| <u>*</u> Craig Troyer | Vice President of Qurate Retail Group, Inc., as Stockholder- Director of QVC, Inc. | August 12, 2020 |

*By: /s/ MICHAEL A. GEORGE
Michael A. George, attorney-in fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington, State of Delaware, on August 12, 2020.

AFFILIATE INVESTMENT, INC.

By: /s/ ROBERT D. SMITH

Name: Robert D. Smith

Title: *President*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|---|--|
| <u>/s/ ROBERT D. SMITH</u> Robert D. Smith | President and Director (Principal Executive Officer) |
| <u>*</u> David Tull | Vice President, Treasurer and Director (Principal Financial Officer and Principal Accounting Officer) |
| <u>*</u> Charles J. Durante | Director |

*By: /s/ ROBERT D. SMITH
Robert D. Smith, attorney-in fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington, State of Delaware, on August 12, 2020.

AFFILIATE RELATIONS HOLDINGS, INC.

By: /s/ ROBERT D. SMITH
Name: Robert D. Smith
Title: *President*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|---|--|
| <u>/s/ ROBERT D. SMITH</u> Robert D. Smith | President and Director (Principal Executive Officer) |
| <u>*</u> David Tull | Vice President, Treasurer and Director (Principal Financial Officer and Principal Accounting Officer) |
| <u>*</u> Charles J. Durante | Director |

*By: /s/ ROBERT D. SMITH
Robert D. Smith, attorney-in fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington, State of Delaware, on August 12, 2020.

AMI 2, INC.

By: /s/ ROBERT D. SMITH
Name: Robert D. Smith
Title: *President*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|---|--|
| <u>/s/ ROBERT D. SMITH</u> Robert D. Smith | President and Director (Principal Executive Officer) |
| <u>*</u> David Tull | Vice President, Treasurer and Director (Principal Financial Officer and Principal Accounting Officer) |
| <u>*</u> Charles J. Durante | Director |

*By: /s/ ROBERT D. SMITH
Robert D. Smith, attorney-in fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington, State of Delaware, on August 12, 2020.

ER MARKS, INC.

By: /s/ ROBERT D. SMITH
Name: Robert D. Smith
Title: *President*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|---|--|
| <u>/s/ ROBERT D. SMITH</u> Robert D. Smith | President and Director (Principal Executive Officer) |
| <u>*</u> David Tull | Vice President, Treasurer and Director (Principal Financial Officer and Principal Accounting Officer) |
| <u>*</u> Charles J. Durante | Director |

*By: /s/ ROBERT D. SMITH
Robert D. Smith, attorney-in fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rocky Mount, State of North Carolina, on August 12, 2020.

QVC ROCKY MOUNT, INC.

By: /s/ LESLIE FERRARO
Name: Leslie Ferraro
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|---|--|
| <u>/s/ LESLIE FERRARO</u> Leslie Ferraro | Chief Executive Officer (Principal Executive Officer) |
| <u>*</u> Jeffrey A. Davis | Executive Vice President and Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| <u>/s/ MICHAEL A. GEORGE</u> Michael A. George | Director |
| <u>*</u> Lawrence R. Hayes | Director |

*By: /s/ MICHAEL A. GEORGE
Michael A. George, attorney-in fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, State of Texas, on August 12, 2020.

QVC SAN ANTONIO, LLC

By: /s/ LESLIE FERRARO
Name: Leslie Ferraro
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|---|--|
| <u>/s/ LESLIE FERRARO</u> Leslie Ferraro | Chief Executive Officer (Principal Executive Officer) |
| <u>*</u> Jeffrey A. Davis | Executive Vice President and Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| <u>/s/ MICHAEL A. GEORGE</u> Michael A. George | Director |
| <u>*</u> Lawrence R. Hayes | Director |

*By: /s/ MICHAEL A. GEORGE
Michael A. George, attorney-in fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of West Chester, Commonwealth of Pennsylvania, on August 12, 2020.

QVC GLOBAL HOLDINGS I, INC.

By: /s/ AIDAN O'MEARA
Name: Aidan O'Meara
Title: *President*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|---|--|
| <u>/s/ AIDAN O'MEARA</u> Aidan O'Meara | President and Director (Principal Executive Officer) |
| <u>/s/ JEFFREY A. DAVIS</u> Jeffrey A. Davis | Executive Vice President and Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| <u>/s/ LAWRENCE R. HAYES</u> Lawrence R. Hayes | Director |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of West Chester, Commonwealth of Pennsylvania, on August 12, 2020.

QVC GLOBAL HOLDINGS II, INC.

By: /s/ AIDAN O'MEARA
Name: Aidan O'Meara
Title: *President*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|---|--|
| <u>/s/ AIDAN O'MEARA</u> Aidan O'Meara | President and Director (Principal Executive Officer) |
| <u>/s/ JEFFREY A. DAVIS</u> Jeffrey A. Davis | Executive Vice President and Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| <u>/s/ LAWRENCE R. HAYES</u> Lawrence R. Hayes | Director |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Petersburg, State of Florida, on August 12, 2020.

HSN, INC.

By: /s/ LESLIE FERRARO
Name: Leslie Ferraro
Title: *Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|---|---|
| <u>/s/ LESLIE FERRARO</u> Leslie Ferraro | Chief Executive Officer (Principal Executive Officer) |
| <u>/s/ JEFFREY A. DAVIS</u> Jeffrey A. Davis | Executive Vice President, Finance (Principal Financial Officer and Principal Accounting Officer) |
| <u>*</u> Michael A. George | Director |
| <u>*</u> Lawrence R. Hayes | Director |

*By: /s/ MICHAEL FITZHARRIS
Michael Fitzharris, attorney-in fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Petersburg, State of Florida, on August 12, 2020.

HSNi, LLC

By: /s/ LESLIE FERRARO
Name: Leslie Ferraro
Title: *Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|---|---|
| <u>/s/ LESLIE FERRARO</u> Leslie Ferraro | Chief Executive Officer (Principal Executive Officer) |
| <u>/s/ JEFFREY A. DAVIS</u> Jeffrey A. Davis | Executive Vice President, Finance (Principal Financial Officer and Principal Accounting Officer) |
| <u>/s/ JOHN F. MISKO</u> John F. Misko | Manager |
| <u>*</u> Lawrence R. Hayes | Manager |

*By: /s/ MICHAEL FITZHARRIS
Michael Fitzharris, attorney-in fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Petersburg, State of Florida, on August 12, 2020.

HSN HOLDING, LLC

By: /s/ MICHAEL FITZHARRIS

Name: Michael Fitzharris

Title: *President*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|---|---|
| <u>/s/ MICHAEL FITZHARRIS</u> Michael Fitzharris | President (Principal Executive Officer) |
| <u>/s/ JOHN F. Misko</u> John F. Misko | Treasurer and Manager (Principal Financial Officer and Principal Accounting Officer) |
| <u>*</u> Lawrence R. Hayes | Manager |

*By: /s/ MICHAEL FITZHARRIS
Michael Fitzharris, attorney-in fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Petersburg, State of Florida, on August 12, 2020.

AST SUB, INC.

By: /s/ MICHAEL FITZHARRIS

Name: Michael Fitzharris

Title: *President*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|---|--|
| <u>/s/ MICHAEL FITZHARRIS</u> Michael Fitzharris | President (Principal Executive Officer) |
| <u>*</u> William J. Hunter | Treasurer and Director (Principal Financial Officer and Principal Accounting Officer) |
| <u>*</u> Lawrence R. Hayes | Director |

*By: /s/ MICHAEL FITZHARRIS
Michael Fitzharris, attorney-in fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Petersburg, State of Florida, on August 12, 2020.

HOME SHOPPING NETWORK EN ESPANOL, L.L.C.

By: /s/ MICHAEL FITZHARRIS
Name: Michael Fitzharris
Title: *President*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|---|---|
| <u>/s/ MICHAEL FITZHARRIS</u> Michael Fitzharris | President (Principal Executive Officer) |
| <u>/s/ JOHN F. MISHO</u> John F. Misko | Treasurer and Manager (Principal Financial Officer and Principal Accounting Officer) |
| <u>*</u> Lawrence R. Hayes | Manager |

*By: /s/ MICHAEL FITZHARRIS
Michael Fitzharris, attorney-in fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Petersburg, State of Florida, on August 12, 2020.

HOME SHOPPING NETWORK EN ESPANOL, L.P.

By: Home Shopping Network En Espanol, L.L.C., its general partner

By: /s/ MICHAEL FITZHARRIS

Name: Michael Fitzharris

Title: *President*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|-------------------------------|---|
| <u>/s/ MICHAEL FITZHARRIS</u> | President of Home Shopping Network En Espanol, L.L.C. as general partner of Home Shopping Network En Espanol, L.P. (Principal Executive Officer) |
| <u>Michael Fitzharris</u> | |
| <u>/s/ JOHN F. MISHO</u> | Treasurer and Manager of Home Shopping Network En Espanol, L.L.C. as general partner of Home Shopping Network En Espanol, L.P. (Principal Financial Officer and Principal Accounting Officer) |
| <u>John F. Misko</u> | |
| <u>*</u> | Manager of Home Shopping Network En Espanol, L.L.C. as general partner of Home Shopping Network En Espanol, L.P. |
| <u>Lawrence R. Hayes</u> | |

*By: /s/ MICHAEL FITZHARRIS
Michael Fitzharris, attorney-in fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Petersburg, State of Florida, on August 12, 2020.

H.O.T. NETWORKS HOLDINGS (DELAWARE) LLC

By: /s/ MICHAEL FITZHARRIS
Name: Michael Fitzharris
Title: *President*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|---|---|
| <u>/s/ MICHAEL FITZHARRIS</u> Michael Fitzharris | President (Principal Executive Officer) |
| <u>*</u> William J. Hunter | Treasurer and Manager (Principal Financial Officer and Principal Accounting Officer) |
| <u>*</u> Lawrence R. Hayes | Manager |

*By: /s/ MICHAEL FITZHARRIS
Michael Fitzharris, attorney-in fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Petersburg, State of Florida, on August 12, 2020.

HSN OF NEVADA LLC

By: /s/ MICHAEL FITZHARRIS
Name: Michael Fitzharris
Title: *President*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|---|---|
| <u>/s/ MICHAEL FITZHARRIS</u> Michael Fitzharris | President (Principal Executive Officer) |
| <u>*</u> William J. Hunter | Treasurer and Manager (Principal Financial Officer and Principal Accounting Officer) |
| <u>*</u> Lawrence R. Hayes | Manager |

*By: /s/ MICHAEL FITZHARRIS
Michael Fitzharris, attorney-in fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Petersburg, State of Florida, on August 12, 2020.

INGENIOUS DESIGNS LLC

By: /s/ MICHAEL FITZHARRIS
Name: Michael Fitzharris
Title: *President and Manager*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|---|---|
| <u>/s/ MICHAEL FITZHARRIS</u> Michael Fitzharris | President and Manager (Principal Executive Officer) |
| <u>/s/ JOHN F. MISHO</u> John F. Misko | Treasurer and Manager (Principal Financial Officer and Principal Accounting Officer) |
| <u>*</u> Lawrence R. Hayes | Manager |

*By: /s/ MICHAEL FITZHARRIS
Michael Fitzharris, attorney-in fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Petersburg, State of Florida, on August 12, 2020.

NLG MERGER CORP.

By: /s/ JOHN F. MISKO
Name: John F. Misko
Title: *President and Treasurer*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|---|--|
| <u>/s/ JOHN F. MISKO</u> John F. Misko | President, Treasurer and Director (Principal Executive, Financial and Accounting Officer) |
| <u>/s/ LAWRENCE R. HAYES</u> Lawrence R. Hayes | Director |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Petersburg, State of Florida, on August 12, 2020.

VENTANA TELEVISION, INC.

By: /s/ MICHAEL FITZHARRIS
Name: Michael Fitzharris
Title: *President*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|---|---|
| <u>/s/ MICHAEL FITZHARRIS</u> Michael Fitzharris | President (Principal Executive Officer) |
| <u>/s/ JOHN F. MISKO</u> John F. Misko | Senior Vice President, Treasurer and Director (Principal Financial Officer and Principal Accounting Officer) |
| <u>*</u> Lawrence R. Hayes | Director |

*By: /s/ MICHAEL FITZHARRIS
Michael Fitzharris, attorney-in fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Petersburg, State of Florida, on August 12, 2020.

VENTANA TELEVISION HOLDINGS, INC.

By: /s/ MICHAEL FITZHARRIS
Name: Michael Fitzharris
Title: *President*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|---|---|
| <u>/s/ MICHAEL FITZHARRIS</u> Michael Fitzharris | President (Principal Executive Officer) |
| <u>/s/ JOHN F. MISKO</u> John F. Misko | Senior Vice President, Treasurer and Director (Principal Financial Officer and Principal Accounting Officer) |
| <u>*</u> Lawrence R. Hayes | Director |

*By: /s/ MICHAEL FITZHARRIS
Michael Fitzharris, attorney-in fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of West Chester, Commonwealth of Pennsylvania, on August 12, 2020.

QVC DEUTSCHLAND GP, INC.

By: /s/ AIDAN O'MEARA
Name: Aidan O'Meara
Title: *President*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on August 12, 2020.

| <u>Signature</u> | <u>Title</u> |
|---|--|
| <u>/s/ AIDAN O'MEARA</u> Aidan O'Meara | President and Director (Principal Executive Officer) |
| <u>/s/ JEFFREY A. DAVIS</u> Jeffrey A. Davis | Executive Vice President and Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| <u>*</u> Lawrence R. Hayes | Director |

*By: /s/ JEFFREY A. DAVIS
Jeffrey A. Davis, attorney-in fact

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MOSCOW
NEW YORK
PALO ALTO
RIYADH
SAN FRANCISCO
WASHINGTON

August 12, 2020

QVC, Inc.
1200 Wilson Drive
West Chester, Pennsylvania 19380

Re: Registration Statement for Additional Securities Filed Under Rule 462(b)

Ladies and Gentlemen:

We have acted as counsel to QVC, Inc., a Delaware corporation (the "Company"), with respect to certain legal matters in connection with the registration statement on Form S-3 filed by the Company pursuant to Rule 462(b) (the "462(b) Registration Statement") on August 12, 2020, and the additional registrants listed therein (the "Subsidiary Guarantors") with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act") in connection with the registration of an incremental aggregate offering price of up to \$84,950,000 of (a) senior debt securities of the Company ("Senior Debt Securities") and subordinated debt securities of the Company ("Subordinated Debt Securities" and, together with the Senior Debt Securities, "Debt Securities"), which may be issued in one or more series, consisting of notes, debentures or other evidences of indebtedness and (b) full and unconditional guarantees of one or more series of the Debt Securities (the "Guarantees" and together with the Debt Securities, the "Securities") in addition to the \$1,500,000,000 aggregate offering price of Securities previously registered by the Company under the Registration Statement on Form S-3 (File No. 333-233799), declared effective by the Commission on October 3, 2019 (the "Prior Registration Statement").

The Securities may be issued and sold or delivered as set forth in the 462(b) Registration Statement, the Prior Registration Statement, any amendment thereto, the prospectus contained therein (the "Prospectus"), prospectuses supplementing the Prospectus or prospectuses which provide information supplementing the Prospectus (the "Prospectus Supplements").

Each series of Debt Securities will be issued (a) in the case of the Senior Debt Securities, pursuant to an indenture to be entered into between the Company, as issuer, any Subsidiary Guarantors party thereto, as guarantors, and the trustee (the "Senior Indenture") and (b) in the case of the Subordinated Debt Securities, pursuant to an indenture to be entered into between the Company, as issuer, any Subsidiary Guarantors party thereto, and the trustee (the "Subordinated Indenture," and together with the Senior Indenture, the "Indentures").

At your request, this opinion is being furnished to you for filing as Exhibit 5.1 to the 462(b) Registration Statement.

In our capacity as your counsel and as a basis for the opinions hereinafter expressed, we have examined (a) the Restated Certificate of Incorporation of the Company, as amended to date (the "Certificate of Incorporation"), (b) the Amended and Restated By-Laws of the Company, as

amended to date (the “By-Laws” and together with the Certificate of Incorporation, the “Charter Documents”), (c) the organizational documents of each of the Subsidiary Guarantors, (d) the forms of Indentures filed as exhibits to the Prior Registration Statement, (e) originals, or copies certified or otherwise identified, of the corporate and limited liability company records of the Company and the Subsidiary Guarantors, including minute books of the Company and the Subsidiary Guarantors as furnished to us by the Company and the Subsidiary Guarantors, (f) originals, or copies certified or otherwise identified, of certificates of public officials and of representatives of the Company and the Subsidiary Guarantors and (g) the 462(b) Registration Statement, the Prior Registration Statement and the Prospectus.

In giving the opinions below, we have assumed, without independent investigation, that each document submitted to us for review is accurate and complete, each such document that is an original is authentic, each such document that is a copy conforms to an authentic original and all signatures on each such document are genuine.

In connection with this opinion, we have also assumed that:

- (a) the Prior Registration Statement and the 462(b) Registration Statement and any amendments thereto (including post-effective amendments) are effective under the Securities Act;
- (b) in connection with any offering of Securities, a Prospectus Supplement will have been prepared and filed with the Commission describing the Securities offered thereby;
- (c) all Securities will be issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Prior Registration Statement and the 462(b) Registration Statement (including post-effective amendments) and the appropriate Prospectus Supplement;
- (d) the Shareholder Director of the Company and, if applicable, the board of directors of each Subsidiary Guarantor (or the member, managers or general partner of a Subsidiary Guarantor, as the case may be) or, to the extent permitted by the Charter Documents, the organizational documents of the applicable Subsidiary Guarantor and the corporation or limited liability company laws of the jurisdiction of incorporation or organization of the Company and, if applicable, each Subsidiary Guarantor, a duly constituted and acting committee thereof (such Shareholder Director, board of directors, member, managers, general partner or committee being hereinafter referred to as the “Member”) will have taken all necessary corporate or limited liability company action to authorize the issuance of the Securities and any other Securities issuable on the conversion, exchange, redemption or exercise thereof, and to authorize the terms of the offering and sale of such Securities and related matters;
- (e) a definitive purchase, underwriting or similar agreement (“Purchase Agreement”) with respect to any Securities offered will have been duly authorized and validly executed and delivered by the Company and the Subsidiary Guarantors, if applicable, and the other parties thereto;

(f) any securities issuable upon conversion, redemption, exchange or exercise of any Securities being offered will be duly authorized, created and, if appropriate, reserved for issuance upon such conversion, redemption, exchange or exercise;

(g) all Securities, and any certificates in respect thereof, will be delivered in accordance with either (i) the provisions of the applicable Purchase Agreement approved by the applicable Member upon payment of the consideration therefor provided for therein or (ii) upon conversion, exchange, redemption or exercise of any other Security, in accordance with the terms of such Security or the instrument governing such Security providing for such conversion, exchange, redemption or exercise as approved by the Member; and

(h) in the case of Debt Securities of any series issuable under any Indenture, (i) if such Debt Securities are Senior Debt Securities, an indenture substantially in the form of the Senior Indenture will have been duly executed and delivered by the Company, any Subsidiary Guarantors, as applicable, and the trustee thereunder, (ii) if such Debt Securities are Subordinated Debt Securities, an indenture substantially in the form of the Subordinated Indenture will have been duly executed and delivered by the Company, any Subsidiary Guarantors, as applicable, and the trustee thereunder, (iii) the Company's Member will have taken all necessary corporate action to designate and establish the terms of such series of Debt Securities, in accordance with the terms of the Indenture under which such Debt Securities will be issued, and such Debt Securities will not include any provision that is unenforceable, (iv) the Indenture under which such Debt Securities will be issued will have become qualified under the Trust Indenture Act of 1939, as amended and (v) forms of Debt Securities complying with the terms of the Indenture under which such Debt Securities will be issued and evidencing such Debt Securities will have been duly executed, authenticated, issued and delivered in accordance with the provisions of such Indenture. Based on the foregoing, and subject to the assumptions, qualifications, limitations, and exceptions set forth herein, we are of the opinion that:

1. The Debt Securities, when issued, will constitute valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms, except as the enforceability thereof is subject to the effect of (i) bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer or conveyance or other similar laws relating to or affecting creditors' rights generally, (ii) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law) or (iii) any implied covenants of good faith and fair dealing.

2. Each Guarantee issued by a Subsidiary Guarantor, when issued, will constitute a valid and legally binding obligation of such Subsidiary Guarantor, enforceable against such Subsidiary Guarantor in accordance with its terms, except as the enforceability thereof is subject to the effect of (i) bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer or conveyance or other similar laws relating to or affecting creditors' rights generally, (ii) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law) or (iii) any implied covenants of good faith and fair dealing.

The opinions set forth above are limited in all respects to matters of the laws of the States of New York, Texas and North Carolina, the General Corporation Law of the State of Delaware and applicable federal law of the United States of America, in each case, as in effect on the date hereof. With respect to all matters of North Carolina law, we have, with your approval, relied upon the opinion, dated as of the date hereof, of Womble Bond Dickenson (US) LLP, and our opinion is subject to the same assumptions, qualifications and limitations with respect to such matters as are contained in such opinion of Womble Bond Dickenson (US) LLP.

We hereby consent to the filing of this opinion of counsel as Exhibit 5.1 to the 462(b) Registration Statement. We also consent to the reference to our Firm under the heading "Legal Matters" in the Prospectus. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Baker Botts L.L.P.

August 12, 2020

QVC Rocky Mount, Inc.
100 QVC Boulevard
Rocky Mount, North Carolina 27801

Re: Form S-3 Registration Statement filed by QVC, Inc., a Delaware corporation (the "Parent Company"), on August 12, 2020 with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "462(b) Registration Statement")

Ladies and Gentlemen:

We have acted as special North Carolina counsel to QVC Rocky Mount, Inc., a North Carolina corporation (the "Guarantor"), with respect to certain legal matters in connection with the above-referenced 462(b) Registration Statement, pursuant to which the Parent Company is effecting the registration of an incremental aggregate offering price of up to \$84,950,000 of (a) senior debt securities of the Parent Company (the "Senior Debt Securities") and subordinated debt securities of the Parent Company (the "Subordinated Debt Securities" and, together with the Senior Debt Securities, the "Debt Securities"), which may be issued in one or more series, consisting of notes, debentures or other evidences of indebtedness and (b) full and unconditional guarantees of one or more series of the Debt Securities (the "Guarantees") in addition to the \$1,500,000,000 aggregate offering price of the Debt Securities and Guarantees previously registered by the Parent Company under the Registration Statement on Form S-3 (File No. 333-233799), declared effective by the Commission on October 3, 2019 (the "Prior Registration Statement"). Each series of Debt Securities and each Guarantee of the Guarantor will be issued (i) in the case of the Senior Debt Securities, pursuant to an indenture to be entered into between the Parent Company, as issuer, the Guarantor and certain other subsidiary guarantors of the Parent Company party thereto, as guarantors, and the trustee, and (ii) in the case of the Subordinated Debt Securities, pursuant to an indenture to be entered into between the Parent Company, as issuer, the Guarantor and certain other subsidiary guarantors of the Parent Company party thereto, as guarantors, and the trustee.

A. DOCUMENTS REVIEWED. For purposes of rendering this opinion we have examined and relied upon the following documents: (i) the 462(b) Registration Statement; and (ii) the Prior Registration Statement. We have also reviewed and relied upon the following documents: (x) Articles of Incorporation of the Guarantor dated July 20, 1999 and filed with the North

Carolina Secretary of State on July 20, 1999; (y) undated Bylaws of the Guarantor; and (z) a Certificate of Existence of the Guarantor issued by the North Carolina Secretary of State dated August 11, 2020. The organizational documents described in items (x) and (y) above are collectively referred to herein as the "Guarantor Organizational Documents."

We have also reviewed and relied upon such certificates of representatives of the Guarantor as to factual matters, certificates of public officials and other instruments, documents and agreements as a basis for the opinions set forth below. Notwithstanding the foregoing, for purposes of this opinion we have not made an independent review of any agreements, instruments, writs, orders, judgments, rules or regulations which may have been executed by or which may now be binding upon the Guarantor or which may affect the assets or business of the Guarantor, as applicable, nor have we undertaken to review our internal files or the files of the Guarantor relating to other transactions to which the Guarantor may be a party or to discuss such transactions or the business of the Guarantor generally with any other lawyers in our firm or representatives of the Guarantor. We have relied as to factual matters upon the representations, warranties, certifications and statements contained in the transaction documents described herein.

B. ASSUMPTIONS. In rendering this opinion, we have assumed the following with your express permission and without independent verification or investigation: (i) that all natural persons executing the transaction documents described herein have the legal capacity to do so; (ii) that all signatures on all documents submitted to us are genuine; (iii) that all documents submitted to us as originals are authentic; (iv) that all certificates of public officials and representatives of the Guarantor have been properly issued and are accurate; (v) that all documents submitted to us as copies conform to the original documents, which themselves are authentic; and (vi) that the Guarantor shall have taken all necessary corporate action to authorize the issuance of the Guarantees.

C. OPINIONS. Based on and subject to the foregoing and the qualifications and limitations set forth herein, it is our opinion that:

1. The Guarantor is a corporation in valid existence under the laws of the State of North Carolina.

2. Each Guarantee issued by the Guarantor, when issued, (a) will not violate the Guarantor Organizational Documents, (b) will have been authorized by all necessary corporate action of the Guarantor, and (c) will be within the corporate powers of the Guarantor.

Nothing contained in this opinion letter shall be construed as an opinion as to the enforceability of any of the documents referenced herein.

This opinion is limited to the laws of the State of North Carolina, and to the laws of the United States of America that are applicable to transactions similar to those contemplated by the transaction documents described herein, excluding the following legal issues or the application of any such laws or regulations to the matters on which our opinions are referenced: (i) federal and state securities laws; (ii) the local laws of the State of North Carolina (i.e., the statutes, ordinances, the administrative decisions and the rules and regulations of counties and municipalities of the State of North Carolina); (iii) federal and state antitrust and unfair competition laws and regulations; (iv) federal and state tax laws and regulations; (v) federal and state regulatory laws and regulations applicable to any entity because of the business in which it is engaged; (vi) federal and state environmental laws and regulations; and (vii) laws,

rules and regulations relating to money laundering and terrorist groups (including any requirements imposed under the USA Patriot Act of 2001, as amended). We render no opinion as to any documents not specifically opined to herein, including documents referenced in transaction documents described herein.

This opinion may be relied upon by Baker Botts L.L.P. in connection with the opinion it is delivering to the Parent Company, a copy of which is filed as an exhibit to the 462(b) Registration Statement.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the 462(b) Registration Statement. We also consent to the reference to our firm under the caption, "Legal Matters," in the Prior Registration Statement. In giving this consent, we do not admit that we are experts within the meaning of the Securities Act of 1933, as amended, or the rules and regulations of the Commission.

This opinion is rendered as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof.

Very truly yours,

/s/ WOMBLE BOND DICKINSON (US) LLP
A Limited Liability Partnership

Consent of Independent Registered Public Accounting Firm

The Stockholder-Director of
QVC, Inc.:

We consent to the use of our report incorporated by reference herein and to the reference to our firm under the heading “Experts” in the prospectus.

Our report refers to changes in accounting principle from the adoption of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 606, Revenue from Contracts with Customers, and FASB ASC Topic 842, Leases.

/s/KPMG LLP

Philadelphia, Pennsylvania
August 12, 2020
