

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): **May 21, 2020**

QURATE RETAIL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-33982
(Commission
File Number)

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

12300 Liberty Blvd.
Englewood, Colorado 80112

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(720) 875-5300**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Series A common stock	QRTEA	The Nasdaq Stock Market LLC
Series B common stock	QRTEB	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
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 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders

At Qurate Retail, Inc.'s (the "Company") annual meeting of stockholders held on May 21, 2020 (the "Annual Meeting"), the following proposals were considered and acted upon by the stockholders of the Company: (1) a proposal to elect Fiona P. Dias, Evan D. Malone, David E. Rapley and Larry E. Romrell to continue serving as Class I members of the Company's board of directors until the 2023 annual meeting of stockholders or their earlier resignation or removal; (2) a proposal to ratify the selection of KPMG LLP as the Company's independent auditors for the fiscal year ending December 31, 2020 (the "auditors ratification proposal"); (3) a proposal to adopt the Qurate Retail, Inc. 2020 Omnibus Incentive Plan (the "incentive plan proposal"); and (4) a proposal to approve, on an advisory basis, the compensation of the Company's named executive officers as described in the definitive proxy statement relating to the Annual Meeting under the heading "Executive Compensation" (the "say-on-pay proposal"). The number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes as to each proposal are set forth below.

1. Election of the following Nominees to the Company's Board of Directors

Director Nominee	Votes For	Votes Withheld	Broker Non-Votes
Fiona P. Dias	615,764,897	13,316,300	21,006,461
Evan D. Malone	601,314,650	27,766,547	21,006,461
David E. Rapley	558,515,188	70,566,009	21,006,461
Larry E. Romrell	511,189,110	117,892,087	21,006,461

Accordingly, the foregoing nominees were re-elected to the Company's board of directors.

2. The Auditors Ratification Proposal

Votes For	Votes Against	Abstentions	Broker Non-Votes
636,805,498	12,590,400	691,760	—

Accordingly, the auditors ratification proposal was approved.

3. The Incentive Plan Proposal

Votes For	Votes Against	Abstentions	Broker Non-Votes
419,103,567	209,630,113	347,517	21,006,461

Accordingly, the incentive plan proposal was approved.

4. The Say-On-Pay Proposal

Votes For	Votes Against	Abstentions	Broker Non-Votes
432,494,136	196,136,685	450,376	21,006,461

Accordingly, the say-on-pay proposal was approved.

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: May 22, 2020

QURATE RETAIL, INC.

By: /s/ Wade Haufschild
Name: Wade Haufschild
Title: Vice President