

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 15, 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 7.01. Regulation FD Disclosure.

On May 15, 2020, Qurate Retail, Inc. (the "Company") announced that it will be holding its virtual Annual Meeting of Stockholders on Thursday, May 21, 2020, at 8:00 a.m. M.D.T. The record date for the meeting is 5:00 p.m., New York City time, on March 31, 2020.

Following the conclusion of the Liberty Media Corporation Annual Meeting, which is scheduled to begin at 8:15 a.m. M.D.T., John Malone, director of the Company, Greg Maffei, Chairman of the Company, and Mike George, Chief Executive Officer of the Company, will be available for a Q&A session. During the Q&A session, the Company may make observations regarding its financial performance and outlook.

On May 15, 2020, the Company announced the payment of a semi-annual interest payment and a regular additional distribution to the holders as of May 1, 2020 of the 4.0% Senior Exchangeable Debentures due 2029 (the "Debentures") issued by its wholly-owned subsidiary, Liberty Interactive LLC. On April 1, 2020, T-Mobile US, Inc. completed its acquisition of Sprint Corporation ("TMUS/S Acquisition") for 0.10256 shares of T-Mobile US, Inc. for every share of Sprint Corporation. Following the TMUS/S Acquisition, the reference shares attributable to each \$1,000 original principal amount of Debentures consist of 0.3309 shares of common stock of T-Mobile US, Inc. (Nasdaq: TMUS) and 0.7860 shares of common stock of CenturyLink Inc. (NYSE: CTL).

This Current Report on Form 8-K and the press releases attached hereto as Exhibit 99.1 and Exhibit 99.2 are being furnished to the Securities and Exchange Commission under Item 7.01 of Form 8-K in satisfaction of the public disclosure requirements of Regulation FD and shall not be deemed "filed" for any purpose.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated May 15, 2020, regarding the Annual Meeting.
99.2	Press Release, dated May 15, 2020, regarding the Debentures.
101.INS	Inline XBRL Instance Document - the instance document does not appear in Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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 18, 2020

QURATE RETAIL, INC.

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

May 15, 2020

Qurate Retail, Inc. to Hold Virtual Annual Meeting of Stockholders

ENGLEWOOD, Colo.--(BUSINESS WIRE)—Qurate Retail, Inc. (“Qurate Retail”) (Nasdaq: QRTEA, QRTEB) will be holding its virtual Annual Meeting of Stockholders on Thursday, May 21, 2020, at 8:00 a.m. M.D.T. Stockholders of record as of the record date will be able to listen, vote and submit questions by logging in at www.virtualshareholdermeeting.com/QRI2020. The record date for the meeting is 5:00 p.m., New York City time, on March 31, 2020. To enter the virtual annual meeting website, a stockholder will need the 16-digit control number that is printed in the box marked by the arrow on the stockholder’s proxy card for the Qurate Retail meeting.

Following the conclusion of the Liberty Media Corporation Annual Meeting, which is scheduled to begin at 8:15 a.m. M.D.T., John Malone, director of Qurate Retail, Greg Maffei, Chairman of Qurate Retail, and Mike George, Chief Executive Officer of Qurate Retail, will be available for a Q&A session. Please visit www.virtualshareholdermeeting.com/LMC2020 to listen to the Q&A session. Stockholders will be able to submit questions in advance of the Q&A session. To submit a question, please email investor@qurate-retail.com with the subject “Annual Meeting Question” by 5:00 p.m. M.D.T. on Tuesday, May 19, 2020. During the Q&A session, Qurate Retail may make observations regarding the company’s financial performance and outlook.

In addition, access to the meeting and Q&A session will be available on the Qurate Retail website. All interested persons should visit <http://www.qurate-retail.com/events> to access the webcasts. An archive of the webcasts will also be available on this website for one year after appropriate filings have been made with the SEC.

About Qurate Retail, Inc.

Qurate Retail, Inc. operates and owns interests in a broad range of digital commerce businesses. Qurate Retail, Inc.’s businesses and assets consist of QVC (and its subsidiaries, including HSN), Zulily and the Cornerstone Brands (collectively, the Qurate Retail Group) as well as various green energy and other investments.

Qurate Retail, Inc.

Courtnee Chun, 720-875-5420

Source: Qurate Retail, Inc.



May 15, 2020

Qurate Retail Announces Semi-Annual Interest Payment and Regular Additional Distribution on 4.0% Senior Exchangeable Debentures Due 2029

ENGLEWOOD, Colo.-- Qurate Retail, Inc. ("Qurate Retail") (Nasdaq: QRTEA, QRTEB) today announced the payment of a semi-annual interest payment and a regular additional distribution to the holders as of May 1, 2020 of the 4.0% Senior Exchangeable Debentures due 2029 (the "Debentures") issued by its wholly-owned subsidiary, Liberty Interactive LLC ("LI LLC"). The amount of the interest payment is \$20.00 per \$1,000 original principal amount of Debentures (a "Debenture"), and the amount of the additional distribution is \$0.3930 per Debenture.

Under the Indenture for the Debentures, the original principal amount of the Debentures is reduced by an amount equal to each Extraordinary Additional Distribution made to holders of the Debentures. Thereafter, the adjusted principal amount is further reduced on each successive semi-annual interest payment date to the extent necessary to cause the semi-annual interest payment to represent the payment of an annualized yield of 4.0% of the adjusted principal amount. This latter adjustment, to the extent it is made by reason of a particular Extraordinary Additional Distribution that results in an adjustment to the principal amount of the Debentures, takes effect on the second succeeding interest payment date after the payment of that Extraordinary Additional Distribution.

To date, there has been one Extraordinary Additional Distribution to holders of the Debentures. On August 7, 2013, LI LLC made an Extraordinary Additional Distribution of \$63.0960 per \$1,000 original principal amount of the Debentures arising from the merger transaction between Sprint Nextel Corporation and SoftBank Corp.

Adjustments to the principal amount of the Debentures do not affect the amount of the semi-annual interest payments received by holders of the Debentures, which will continue to be a rate equal to 4.0% per annum of the original principal amount of the Debentures. Below is a detail of the amount of the semi-annual interest payment being made on the Debentures announced today, its allocation between payment of interest and repayment of principal and the revised adjusted principal amount resulting from such payment, per \$1,000 original principal amount of the Debentures:

May 15, 2020 Beginning Adjusted Principal	Total Payment	Interest	Additional Payment of Principal	May 15, 2020 Ending Adjusted Principal
\$919.9790	\$20.0000	\$18.3996	\$1.6004	\$918.3786

LI LLC is also making a regular additional distribution of \$0.3930 per Debenture, attributable to the quarterly cash dividends paid by CenturyLink Inc. of \$0.25 per share on both December 13, 2019 and March 20, 2020. The regular additional distribution will not result in an adjustment to the adjusted principal amount of the Debentures.

The semi-annual interest payment and regular additional distribution are expected to be paid on May 15, 2020 to holders of record of the Debentures on May 1, 2020.

On April 1, 2020, T-Mobile US, Inc. completed its acquisition of Sprint Corporation (“TMUS/S Acquisition”) for 0.10256 shares of T-Mobile US, Inc. for every share of Sprint Corporation. Following the TMUS/S Acquisition, the reference shares attributable to each \$1,000 original principal amount of Debentures consist of 0.3309 shares of common stock of T-Mobile US, Inc. (Nasdaq: TMUS) and 0.7860 shares of common stock of CenturyLink Inc. (NYSE: CTL).

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CONTACT:

Courtnee Chun

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SOURCE Qurate Retail, Inc.
