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- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The price is a weighted average price. These shares were sold in multiple transactions ranging from \$39.6510 to \$39.7440, inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the Issuer, or any security holder of the Issuer, upon request, fu regarding the number of shares sold at each separate price within the range.
- (2) The price is a weighted average price. These shares were sold in multiple transactions ranging from \$39.3810 to \$39.4540, inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the Issuer, or any security holder of the Issuer, upon request, fu regarding the number of shares sold at each separate price within the range.
- (3) The number of shares reported as held in the reporting person's 401(k) is based on a statement from the Plan Administrator dated as of February 28, 2015.
- (4) On January 11, 2013, Starz, the Issuer's former parent company, completed the spin-off of the Issuer (the "LMC spin-off"), which was effected by the distribution to each holder of Starz common stock of shares of the Issuer's common stock. In connection with the completion of the LM equity awards held by the reporting person with respect to Starz's common stock (each an "Original Starz Award") were adjusted pursuant to the anti-dilution provisions of the incentive plans under which the equity awards were granted, such that the reporting person received (i) an adju exercise price or base price, as applicable, and number of shares relating to the Original Starz Award and (ii) an equity award relating to shares of the corresponding series of the Issuer's common stock. These adjustments were approved by the Issuer's board of directors pursuant to Rule Securities Exchange Act of 1934, as amended ("Rule 16b-3").
- (5) This stock option was granted as a result of the adjustments to the Original Starz Awards described in footnote 4. The number of shares relating to this option was adjusted as a result of the LBC spin-off (as described in the Remarks section), and the exercise price was adjusted as a result Transactions (as described in footnotes 7 and the LBC spin-off, in each case pursuant to the anti-dilution provisions of the incentive plans under which this option was granted. In connection with the Transaction, all equity awards held by the reporting person with respect to Series A and Common Stock (each an "Original Award") were adjusted such that the reporting person received (i) an adjustment to the exercise price or base price, as applicable, of the Original Award and (ii) an equity award relating to shares of Series C Common Stock. With respect to the LBC spi adjustments were approved by the Issuer's board of directors pursuant to Rule 16b-3.
- (6) The options vested 33.33% on June 30, 2013, 33.33% on June 30, 2014, and the remainder vest on December 31, 2015.
- (7) On May 7, 2014, the Issuer's board of directors declared a stock dividend, payable to all holders of record as of 5:00 p.m. New York City time on July 7, 2014, of two shares of Series C Common Stock for each outstanding share of Series A Common Stock or Series B Common Stock (t "Transaction"). This stock option was granted as a result of the Transaction. In connection with the Transaction, all Original Awards were adjusted such that the reporting person received (i) an adjustment to the exercise price or base price, as applicable, of the Original Award and (ii) an relating to shares of Series C Common Stock.
- (8) In connection with the completion of the LBC spin-off (as described in the Remarks section), the number of shares relating to this option and the exercise price were adjusted pursuant to the anti-dilution provisions of the incentive plan under which the option was granted. These adjust approved by the Issuer's board of directors pursuant to Rule 16b-3.
- (9) The portion equal to 66.67% of these options vested as of July 23, 2014, the distribution date for the Transaction. The remainder vest on December 31, 2015.

- (10) The options vest 33.33% on March 4, 2016, 33.33% on March 4, 2017, and 33.33% on March 4, 2018.
- (11) The options vest 50% on December 31, 2019, and 50% on December 31, 2020.

Remarks:

On November 4, 2014, the Issuer completed the spin-off (the "LBC spin-off") of its former wholly-owned subsidiary, Liberty Broadband Corporation ("LBC"), which was effected by the distribution to each holder of its common stock of shares of the corresponding series of LBC's common stock. In connection with the completion of the spin-off, all equity awards held by the reporting person with respect to the Issuer's common stock (each an "Pre-LBC Spin Award") were adjusted pursuant to the anti-dilution provisions of the incentive plans under which the equity awards were granted, such that the reporting person received (i) an adjustment to the exercise price or base price, as applicable, and number of shares relating to the Pre-LBC Spin Award and (ii) an equity award relating to shares of the corresponding series of LBC's common stock. These adjustments were approved by the Issuer's board of directors pursuant to Rule 16b-3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.