

NEWHOUSE BROADCASTING CORP  
 Form 4  
 December 28, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 NEWHOUSE BROADCASTING CORP

2. Issuer Name and Ticker or Trading Symbol  
 Discovery Communications, Inc. [DISCA]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 5000 CAMPUSWOOD DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/27/2012

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_X\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

EAST SYRACUSE, NY 13057-4250  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)                   | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Series C common stock, par value \$0.01 per share | 12/27/2012                           |  | J                              |   | 8,450,000<br>(1)  | D  | (1)   |
|   |                                      |  |                                |   |   |  | (2)   |
|   |                                      |  |                                |   | 44,374,821<br>(1) (2)   | I  | See note (2)  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3)           | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                       |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                 | Amount or Number of Shares |
| Series C preferred stock, par value \$0.01 per share | (1)  | 12/27/2012                           |  | C                              | 8,450,000   | (1)  | (1)   | Series C common stock | 8,450,000                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| NEWHOUSE BROADCASTING CORP<br>5000 CAMPUSWOOD DRIVE<br>EAST SYRACUSE, NY 13057-4250 |               | X         |         |       |

## Signatures

/s/ Michael A. Newhouse, on behalf of Newhouse Broadcasting Corporation

12/28/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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) On December 27, 2012, Newhouse Broadcasting Corporation ("NBCo") distributed its ownership interests in FTI Ventures LLC, which prior to the transaction was a wholly owned subsidiary of NBCo and the holder of 8,450,000 shares of Series C preferred stock, to the shareholders of NBCo on a pro rata basis in return for a portion of their shares of NBCo. In connection with the distribution, the shares of Series C preferred stock automatically converted into an equal number of shares of Series C common stock pursuant to their terms.

(2) In addition, prior to the transaction described above in note 1, Advance/Newhouse Programming Partnership ("ANPP"), a general partnership in which an indirect, wholly owned subsidiary of NBCo is a general partner, distributed 4,550,000 shares of Series C preferred stock to its other general partner, Advance Programming Holdings LLC, in an exempt transaction. NBCo continues to have indirect beneficial ownership of 44,374,821 Series C preferred shares, which are held by ANPP and are automatically convertible into an equal number of shares of Series C common stock upon disposition to other than specified persons.

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.