

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

ZAPATA COMPUTING HOLDINGS INC.

(Name of Issuer)

Common Stock, par value \$0.0001

(Title of Class of Securities)

98906V100

(CUSIP Number)

August 19, 2024

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

| | | | |
|---|---|--|---|
| 1. | NAMES OF REPORTING PERSONS Comcast Ventures, LP | | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3. | SEC USE ONLY | | |
| 4. | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER 0 | |
| | 6. | SHARED VOTING POWER 1,026,629 (<i>See Item 4</i>) | |
| | 7. | SOLE DISPOSITIVE POWER 0 | |
| | 8. | SHARED DISPOSITIVE POWER 1,026,629 (<i>See Item 4</i>) | |
| 9. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,026,629 (<i>See Item 4</i>) | | |
| 10. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | <input type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.66% (<i>See Item 4</i>) | | |
| 12. | TYPE OF REPORTING PERSON PN | | |

| | | | |
|---|---|--|---|
| 1. | NAMES OF REPORTING PERSONS Comcast CV, L.P. | | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3. | SEC USE ONLY | | |
| 4. | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER 0 | |
| | 6. | SHARED VOTING POWER 1,026,629 (<i>See Item 4</i>) | |
| | 7. | SOLE DISPOSITIVE POWER 0 | |
| | 8. | SHARED DISPOSITIVE POWER 1,026,629 (<i>See Item 4</i>) | |
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| 10. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | <input type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.66% (<i>See Item 4</i>) | | |
| 12. | TYPE OF REPORTING PERSON PN | | |

| | | | |
|---|---|--|---|
| 1. | NAMES OF REPORTING PERSONS Comcast CV GP, LLC | | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3. | SEC USE ONLY | | |
| 4. | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER 0 | |
| | 6. | SHARED VOTING POWER 1,026,629 (<i>See Item 4</i>) | |
| | 7. | SOLE DISPOSITIVE POWER 0 | |
| | 8. | SHARED DISPOSITIVE POWER 1,026,629 (<i>See Item 4</i>) | |
| 9. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,026,629 (<i>See Item 4</i>) | | |
| 10. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | <input type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.66% (<i>See Item 4</i>) | | |
| 12. | TYPE OF REPORTING PERSON OO | | |

| | | | |
|---|---|--|---|
| 1. | NAMES OF REPORTING PERSONS Comcast Holdings Corporation | | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3. | SEC USE ONLY | | |
| 4. | CITIZENSHIP OR PLACE OF ORGANIZATION Pennsylvania | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER 0 | |
| | 6. | SHARED VOTING POWER 1,026,629 (<i>See Item 4</i>) | |
| | 7. | SOLE DISPOSITIVE POWER 0 | |
| | 8. | SHARED DISPOSITIVE POWER 1,026,629 (<i>See Item 4</i>) | |
| 9. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,026,629 (<i>See Item 4</i>) | | |
| 10. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE | | <input type="checkbox"/> |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.66% (<i>See Item 4</i>) | | |
| 12. | TYPE OF REPORTING PERSON CO | | |

| | | | |
|---|---|--|---|
| 1. | NAMES OF REPORTING PERSONS Comcast Corporation | | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3. | SEC USE ONLY | | |
| 4. | CITIZENSHIP OR PLACE OF ORGANIZATION Pennsylvania | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER 0 | |
| | 6. | SHARED VOTING POWER 1,026,629 (<i>See Item 4</i>) | |
| | 7. | SOLE DISPOSITIVE POWER 0 | |
| | 8. | SHARED DISPOSITIVE POWER 1,026,629 (<i>See Item 4</i>) | |
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| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.66% (<i>See Item 4</i>) | | |
| 12. | TYPE OF REPORTING PERSON CO | | |

Item 1(a). Name of Issuer:

Zapata Computing Holdings Inc. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

100 Federal Street, Floor 20, Boston, MA 02110

Item 2(a). Name of Reporting Persons:

- (a) Comcast Ventures, LP
- (b) Comcast CV, L.P.
- (c) Comcast CV GP, LLC
- (d) Comcast Holdings Corporation
- (e) Comcast Corporation

Comcast Ventures, LP is the direct holder of 1,026,629 shares of the Issuer's Common Stock. Comcast CV GP, LLC is the general partner of Comcast Ventures, LP, and, together with Comcast CV, L.P., directly owns all of the interests in Comcast Ventures, LP. Comcast CV GP, LLC is also the general partner of Comcast CV, L.P., and together with Comcast Holdings Corporation, directly owns all of the interests in Comcast CV, L.P. Comcast Holdings Corporation directly owns all of the membership interests in Comcast CV GP, LLC and is a direct, wholly-owned subsidiary of Comcast Corporation.

Item 2(b). Address of Principal Business Office or, if None, Residence:

For all Reporting Persons, c/o Comcast Corporation, One Comcast Center, 1701 John F. Kennedy Boulevard, Philadelphia, Pennsylvania 19103-2838.

Item 2(c). Citizenship:

(a) Comcast Ventures, LP, Comcast CV, L.P. and Comcast CV GP, LLC: Delaware

(b) Comcast Holdings Corporation and Comcast Corporation: Pennsylvania

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.0001

Item 2(e). CUSIP Number:

98906V100

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

The information requested in this item is incorporated herein by reference to the cover pages to this Schedule 13G.

Calculations are based on 38,630,827 shares of Common Stock of the Issuer outstanding as of August 8, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2024.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. *

* Represents an exit filing for each of the reporting persons herein.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 22, 2024

COMCAST CORPORATION

By: /s/ Elizabeth Wideman
Name: Elizabeth Wideman
Title: Senior Vice President, Senior Deputy General Counsel and Assistant Secretary

COMCAST HOLDINGS CORPORATION

By: /s/ Elizabeth Wideman
Name: Elizabeth Wideman
Title: Senior Vice President, Senior Deputy General Counsel and Assistant Secretary

COMCAST CV GP, LLC

By: /s/ Derek H. Squire
Name: Derek H. Squire
Title: Vice President, General Counsel and Secretary

COMCAST CV, L.P.

By: Comcast CV GP, LLC, its general partner
By: /s/ Derek H. Squire
Name: Derek H. Squire
Title: Vice President, General Counsel and Secretary

COMCAST VENTURES, LP

By: Comcast CV GP, LLC, its general partner
By: /s/ Derek H. Squire
Name: Derek H. Squire
Title: Vice President, General Counsel and Secretary
