ROGERS COMMUNICATIONS INC
Form SUPPL
March 03, 2014

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these notes and are not soliciting an offer to buy these notes in any jurisdiction where the offer or sale is not permitted.

Filed pursuant to

General Instruction II.L of Form F-10
File No. 333-193960

SUBJECT TO COMPLETION, DATED MARCH 3, 2014

PRELIMINARY PROSPECTUS SUPPLEMENT
(to a Short Form Base Shelf Prospectus dated February 21, 2014)

US$

ROGERS COMMUNICATIONS INC.
% Senior Notes Due 2044

The US$ % senior notes due 2044 (the "notes") will bear interest at the rate of % per year from March , 2014. We will pay interest on the notes semi-annually in arrears on and of each year, beginning on , 2014. The effective yield on the notes if held to maturity will be % per year. Unless we redeem the notes earlier, the notes will mature on , 2044. We may redeem the notes in whole, at any time, or in part, from time to time, at the redemption price described in this prospectus supplement. We may also redeem all of the notes at any time in the event that certain changes involving Canadian withholding taxes occur. If we experience a change in control and there is a specified decline in the credit rating of the notes, we will be required to make an offer to purchase all of the notes at a price equal to 101% of their principal amount plus accrued and unpaid interest to the date of purchase in order to avoid an event of default under the notes.

The notes will be unsecured, unsubordinated obligations of Rogers Communications Inc. and will rank equally with its unsecured, unsubordinated obligations. Subject to the release provisions described herein, payment of principal, premium, if any, and interest on the notes will be fully and unconditionally guaranteed on an unsecured, unsubordinated basis by Rogers Communications Partnership, one of our indirect, wholly-owned subsidiaries.

Investing in the notes involves risks. See the "Risk Factors" section on page 19 of the accompanying prospectus, as well as "Risks Related to the Notes" beginning on page S-8 of this prospectus supplement.

This offering is made by a foreign issuer that is permitted, under a multijurisdictional disclosure system adopted by the United States, to prepare this prospectus supplement and the accompanying prospectus in accordance with the disclosure requirements of its home country. Prospective investors should be aware that such requirements are different from those of the United States. The financial statements included or incorporated herein have been prepared in accordance with foreign generally accepted accounting principles and thus may not be comparable to financial statements of United States companies.

Prospective investors should be aware that the acquisition of the notes described herein may have tax consequences both in the United States and in the home country of the Registrants. Such consequences for investors who are resident in, or citizens of, the United States may not be described fully herein.

The enforcement by investors of civil liabilities under the federal securities laws may be affected adversely by the fact that the Registrants are organized under the laws of a foreign country, that some or all of their officers and directors may be residents of a foreign country, that some or all of the underwriters or experts named in the registration statement may be residents of a foreign country and that all or a substantial portion of the assets of the Registrants and said persons may be located outside the United States.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION NOR HAS THE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The notes offered hereby have not been qualified for sale under the securities laws of any province or territory of Canada (other than the Province of Ontario) and are not being offered in Canada or to any resident of Canada. See "Underwriting".

	Price to Public(1)	Underwriters' Commission(2)	Net Proceeds to RCI(3)
Per note(4)	%	%	%
Total	US$	US$	US$

(1) The price to the public set forth above does not include accrued interest, if any, from March , 2014, if settlement occurs after that date.
(2) We have agreed to indemnify the underwriters against certain liabilities. See "Underwriting".
(3) Before deducting expenses of the offering estimated to be approximately US$1 million, which, together with the underwriters' commissions, will be paid by us.
(4) Expressed as a percentage of the principal amount of the notes.

The underwriters, as principals, conditionally offer the notes, subject to prior sale, if, as and when issued by us, and accepted by the underwriters in accordance with the conditions contained in the underwriting agreement referred to under "Underwriting" in this prospectus supplement. The underwriters may sell notes for less than the initial offering price in circumstances discussed under "Underwriting". In addition, the underwriters may over-allot or effect transactions which stabilize or maintain the market price of the notes at levels other than those that might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time. See "Underwriting". Each of Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBC Capital Markets, LLC is an affiliate of a bank or a financial institution that is currently a lender to us under our bank credit facility or our letter of credit facility and/or a counter-party to one or more derivatives contracts with us. Accordingly, we may be considered to be a connected issuer of each such underwriter for purposes of applicable securities legislation in each of the provinces of Canada. See "Underwriting".

There is currently no market through which the notes may be sold and purchasers may not be able to resell the notes purchased under this prospectus supplement. This may affect the pricing of the notes in the secondary market, the transparency and availability of trading prices, the liquidity of the notes, and the extent of issuer regulation. See "Risks Related to the Notes".

The underwriters expect to deliver the notes to purchasers on or about March , 2014, through the book entry facilities of The Depository Trust Company and its direct and indirect participants, including Euroclear and Clearstream, Luxembourg.

Joint Book-Running Managers

BofA Merrill Lynch Citigroup RBC Capital Markets

, 2014

IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the notes that we are offering and also adds to and updates certain information contained in the accompanying prospectus and the documents incorporated by reference therein. The second part is the accompanying short form base shelf prospectus dated February 21, 2014, which gives more general information, some of which may not apply to the notes we are offering pursuant to this prospectus supplement. The accompanying short form base shelf prospectus is referred to as the "prospectus" in this prospectus supplement.

If the description of the notes varies between this prospectus supplement and the prospectus, you should rely on the information in this prospectus supplement.

You should rely only on the information contained in or incorporated by reference into the prospectus, as supplemented by this prospectus supplement, and on other information included in the registration statement of which this prospectus supplement and the prospectus form a part. We have not, and the underwriters have not, authorized any other person to provide you with information that is different. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. The information in this prospectus supplement and the prospectus, including the information in any document incorporated by reference therein, is accurate only as of the date of the document containing the information.

Except as set forth under "Summary of the Offering", "The Guarantor" and "Description of the Notes" or unless the context otherwise requires, in this prospectus supplement (excluding the documents incorporated by reference into the prospectus) the terms "RCI", "Company", "we", "us" and "our" refer to Rogers Communications Inc. and its subsidiaries, references to Canadian dollars, dollars, "Cdn$" and "$" are to the currency of Canada and references to U.S. dollars or "US$" are to the currency of the United States.

Our consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (the "IASB") and are stated in Canadian dollars.

NON-GAAP MEASURES

We measure the success of our strategies using a number of key performance indicators, and use a number of financial measures, that are not recognized measures under generally accepted accounting principles and do not have a standardized meaning under IFRS. Important details in respect of these non-GAAP measures, including how they are defined and calculated and why we use them, are included in our management's discussion and analysis ("Annual MD&A") in respect of our financial statements as at and for the years ended December 31, 2013 and 2012, which is incorporated by reference into the prospectus. See the sections entitled "Key Performance Indicators" and "Non-GAAP Measures" in our Annual MD&A. None of these measures should be considered as an alternative to any measure calculated in accordance with IFRS. Similarly titled measures presented by other companies may have a different meaning and may not be comparable.

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Prospectus Supplement

Prospectus

We expect that delivery of the notes will be made against payment therefor on or about the closing date specified on the cover page of this prospectus supplement, which will be the fifth business day following the date of pricing of the notes (this settlement cycle being referred to as "T+5"). You should note that trading of notes on the date of pricing or the next succeeding business day may be affected by the T+5 settlement. See "Underwriting" for more information.

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DOCUMENTS INCORPORATED BY REFERENCE

This prospectus supplement is deemed to be incorporated by reference in the prospectus solely for the purpose of the offering of the notes hereunder. Other documents are also incorporated, or are deemed to be incorporated, by reference into the prospectus and reference should be made to the prospectus for full particulars thereof.

The following documents filed by us with the Ontario Securities Commission (the “OSC”) under the Securities Act (Ontario) and filed with or furnished to the U.S. Securities and Exchange Commission (the “SEC”) under the United States Securities Exchange Act of 1934, as amended (the “Exchange Act”), are specifically incorporated by reference into, and form an integral part of, the prospectus, as supplemented by this prospectus supplement:

- our annual information form for the year ended December 31, 2013, dated February 14, 2014 (except that any section of such annual information form describing our credit ratings shall not be incorporated by reference into this prospectus supplement);

- our audited consolidated financial statements as at and for the years ended December 31, 2013 and 2012, together with the report of the auditors thereon, and our management’s discussion and analysis in respect of those statements;

- our management information circular dated March 6, 2013 in connection with our annual meeting of shareholders held on April 23, 2013;

- our material change report filed February 12, 2014 relating to the renewal of our normal course issuer bid for our Class B Non-Voting shares; and

- our material change report filed February 21, 2014 relating to our having secured twenty year licenses for two 12MHz blocks of contiguous, paired lower 700MHz band spectrum.

Any documents of the types referred to above (excluding confidential material change reports), and any business acquisition reports and updated earnings coverage ratio information, filed by us with the OSC after the date of this prospectus supplement and prior to the termination of this offering will be deemed to be incorporated by reference into the prospectus, as supplemented by this prospectus supplement (except that any section of any annual information form describing our credit ratings shall not be deemed to be incorporated by reference into the prospectus, as supplemented by this prospectus supplement). In addition, any such documents which are filed with or furnished to the SEC by us in our periodic reports on Form 6-K or annual report on Form 40-F after the date of this prospectus supplement and prior to the termination of this offering shall be deemed to be incorporated by reference into the prospectus, as supplemented by this prospectus supplement, and the registration statement of which the prospectus and this prospectus supplement form a part if and to the extent expressly provided in such report.

Any statement contained in this prospectus supplement, the prospectus or in a document incorporated or deemed to be incorporated by reference into the prospectus, as supplemented by this prospectus supplement, shall be deemed to be modified or superseded for the purposes of this prospectus supplement and the prospectus to the extent that a statement contained in this prospectus supplement, or in any subsequently filed document which also is or is deemed to be incorporated by reference into the prospectus, as supplemented by this prospectus supplement, modifies or supersedes that statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not constitute a part of the prospectus or this prospectus supplement except as so modified or superseded.

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WHERE YOU CAN FIND MORE INFORMATION

Information has been incorporated by reference in the prospectus, as supplemented by this prospectus supplement, from documents filed with the SEC and the OSC. Copies of the documents incorporated by reference into the prospectus, as supplemented by this prospectus supplement, may be obtained on request without charge from the Secretary of Rogers Communications Inc. at 333 Bloor Street East, 10th Floor, Toronto, Ontario, M4W 1G9, Canada, Tel: 416-935-7777. Copies of documents that we have filed with the OSC may be obtained over the Internet under our profile at the Canadian Securities Administrators' website at www.sedar.com.

In addition to our continuous disclosure obligations under the securities laws of the provinces of Canada, we are subject to the informational requirements of the Exchange Act and, in accordance therewith, file or furnish reports and other information with or to the SEC. Our recent SEC filings may be obtained over the Internet at the SEC's website at www.sec.gov. You may also read and copy any document we file or furnish with or to the SEC at the public reference facilities maintained by the SEC at 100 F Street N.E., Washington, D.C. 20549. Please call 1-800-SEC-0330 for further information on the operations of the public reference facilities and copying charges. Copies of reports and other information concerning us may also be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

EXCHANGE RATES

The following table sets forth for each period indicated, the high and low exchange rates and the average of such exchange rates on the last business day of each month during such period, based on the noon rate of exchange as reported by the Bank of Canada. These rates are set forth as United States dollars per $1.00. On February 28, 2014, the noon rate of exchange was US$0.9029 per $1.00.

Year Ended	Average(1)	High	Low	Period End
December 31, 2013	0.9670	1.0164	0.9348	0.9402
December 31, 2012	0.9994	1.0299	0.9599	1.0051
December 31, 2011	1.0151	1.0583	0.9430	0.9833

(1) The average of the exchange rates on the last business day of each month during the applicable period.

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FORWARD-LOOKING INFORMATION

This prospectus supplement and the accompanying prospectus (including the documents incorporated by reference therein) includes “forward-looking information”, within the meaning of applicable Canadian securities laws and “forward-looking statements”, within the meaning of the United States Private Securities Litigation Reform Act of 1995 (collectively referred to herein as “forward-looking information” or “forward-looking statements”), and assumptions concerning, among other things, our business, its operations and its financial performance and condition. This forward-looking information and these assumptions include, but are not limited to, statements with respect to our objectives and strategies to achieve those objectives, as well as statements with respect to our beliefs, plans, expectations, anticipations, estimates or intentions. This forward-looking information also includes, but is not limited to, forecasts and projections relating to revenue, adjusted operating profit, property, plant and equipment expenditures, cash income tax payments, free cash flow before and after cash income taxes, dividend payments, expected growth in subscribers and the services to which they subscribe, the cost of acquiring and retaining subscribers and the deployment of new services, continued cost reductions and efficiency improvements, the growth of new products and services and our acquisition and subsequent deployment of wireless spectrum described under “Recent Developments” in the accompanying prospectus and all other statements that are not historical facts. The words “could”, “expect”, “may”, “anticipate”, “assume”, “believe”, “intend”, “estimate”, “plan”, “project”, “guidance”, “outlook” and similar expressions are in identify statements containing forward-looking information, although not all forward-looking statements include such words. Conclusions, forecasts and projections set out in forward-looking information are based on our current objectives, strategies and intentions and on estimates, expectations, assumptions and other factors, most of which are confidential and proprietary, that we believe to be reasonable at the time applied, but may prove to be incorrect, including, but not limited to, general economic and industry growth rates, currency exchange rates, product pricing levels and competitive intensity, subscriber growth, pricing, usage and churn rates, changes in government regulation, technology deployment, availability of devices, the timing of new product launches, content and equipment costs, the integration of acquisitions, industry structure and stability and our finalizing our acquisition and subsequent deployment of wireless spectrum, including the financing of the related $3.29 billion cash investment, described under “Recent Developments” in the accompanying prospectus. Except as otherwise indicated, forward-looking information in this prospectus supplement and the accompanying prospectus (including the documents incorporated by reference therein) does not reflect the potential impact of any non-recurring or other special items or of any dispositions, monetizations, mergers, acquisitions, other business combinations or other transactions that may be considered or announced or may occur after the date the statement containing the forward-looking information is made.

We caution that all forward-looking information, including any statement regarding our current objectives, strategies and intentions and any factor, assumption, estimate or expectation underlying the forward-looking information, is inherently subject to change and uncertainty and that actual results may differ materially from those expressed or implied by the forward-looking information. A number of risks, uncertainties and other factors could cause our actual results and future events to differ materially from those expressed or implied in the forward-looking information, including, but not limited to:

- economic conditions,
- technological change,
- the integration of acquisitions,
- unanticipated changes in content or equipment costs,
- changing conditions in the entertainment, information and communications industries,

regulatory changes,

new interpretations and new accounting standards from accounting standards bodies,

litigation and tax matters,

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- the level of competitive intensity,
- the emergence of new opportunities, and
- the post auction distribution of spectrum by Industry Canada.

These risks, uncertainties or other factors can also affect our objectives, strategies and intentions. Many of these factors are beyond our control or our current expectation or knowledge. Should one or more of these risks, uncertainties or other factors materialize, should our objectives, strategies or intentions change, or should any other factors or assumptions underlying the forward-looking information prove incorrect, our actual results and our plans could vary significantly from what we currently foresee. Accordingly, we warn investors to exercise caution when considering statements containing forward-looking information and that it would be unreasonable to rely on such statements as creating any legal rights regarding our future results or plans. We expressly disclaim any obligation to update or alter any statements containing forward-looking information, or the factors or assumptions underlying them, whether as a result of new information, future events or otherwise, except as required by law. Before making any investment decision in respect of the notes and for a detailed discussion of the risks, uncertainties and environment associated with our business, its operations and its financial performance and condition, fully review the disclosure incorporated by reference into and included in the prospectus, as supplemented by this prospectus supplement, including the risks referenced in the “Risk Factors” section of the accompanying prospectus and the risks described under “Risks Related to the Notes” in this prospectus supplement.

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SUMMARY OF THE OFFERING

The following summary of the terms of the offering of the notes is subject to, and should be read in conjunction with, the more detailed information appearing elsewhere in, and incorporated by reference into, the prospectus, as supplemented by this prospectus supplement. For purposes of this "Summary of the Offering", the terms "we", "us", "our" and "RCI" refer to Rogers Communications Inc. (or its successors, if any, under the indenture governing the notes) and not any of its subsidiaries.

Issuer:	Rogers Communications Inc.
Guarantor:	Rogers Communications Partnership ("RCP")
Guarantee:	The payment of principal, premium, if any, and interest on the notes will be fully and unconditionally guaranteed by RCP, one of our indirect, wholly-owned subsidiaries. This guarantee may be released in certain circumstances. See "Description of the Notes — Guarantee and Ranking".
Debt Securities Offered:	US$ million aggregate principal amount of % senior notes due , 2044.
Interest Rate and Interest Payment Dates:	We will pay interest on the notes at the rate of % per year semi-annually in arrears on and of each year, beginning on , 2014.
Issue Date:	March , 2014.
Maturity Date:	The notes will mature on , 2044.
Ranking:	The notes and the guarantee will be unsecured, unsubordinated obligations of RCI and the guarantor, respectively, and will rank pari passu with our and the guarantor's existing and future unsecured, unsubordinated debt. The notes and the guarantee will be (1) effectively subordinated to any of our and the guarantor's existing and future secured debt to the extent of the value of the assets securing such debt and (2) structurally subordinated to all existing and future debt and other liabilities of our subsidiaries (other than the guarantor, for so long as the guarantee remains in effect).
Use of Proceeds:	We estimate that our net proceeds from the sale of the notes, after deducting the underwriting commissions, any discounts, and the estimated expenses of this offering payable by us, will be approximately US$ million. We intend to use the net proceeds to fund a portion of the $3.29 billion cash investment required to acquire the twenty year licenses for the spectrum described under "Recent Developments" in the accompanying prospectus (the "New Wireless Spectrum"), 20% of which is required to be paid on March 5, 2014 and the balance of which is required to be paid on April 2, 2014. We intend to fund the balance of the amount required to acquire the New Wireless Spectrum licenses with a combination of additional debt and available cash on hand. See "—Expected Additional Debt" below and "Use of Proceeds".
Expected Additional Debt:	In the near future, we intend to incur additional debt. We expect this additional debt to be comprised of (i) new unsecured, unsubordinated debt of RCI guaranteed on an

unsecured, unsubordinated basis by RCP that will mature prior to the notes and be denominated in Canadian dollars, (ii) advances under our bank credit facility and/or (iii) proceeds from our accounts receivable securitization program. We intend to use the net proceeds of any such additional debt to fund a portion of the amount required to acquire the New Wireless Spectrum licenses. The tenor, amount, interest rate and other terms of any such additional debt will depend on market conditions and other factors that may exist at the time of incurrence thereof or at the times we are required to make the relevant payments for the acquisition of the New Wireless Spectrum licenses. We make no assurance that we will be able to complete any debt financing on attractive terms or at all. The closing of this offering of the notes is not contingent on our receipt of the proceeds from any such additional debt financing.

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Optional Redemption:	Except as described below, the notes are redeemable, in whole, at any time, or in part, from time to time, at our option, at a make-whole redemption price plus accrued and unpaid interest as described in this prospectus supplement. On or after the date that is six months prior to the maturity of the notes, the notes are redeemable, in whole or in part, at a redemption price equal to 100% of the principal amount of the notes to be redeemed plus accrued and unpaid interest. See "Description of the Notes — Optional Redemption".
Tax Redemption:	The notes also will be subject to redemption in the event we or the guarantor, as the case may be, become or would become obligated to pay Additional Amounts with respect to the notes or the guarantee, as applicable, as a result of certain changes involving Canadian taxation laws or treaties. See "Description of the Notes — Guarantee and Ranking" in this prospectus supplement and "Description of Debt Securities — Redemption Upon Changes in Withholding Taxes" in the accompanying prospectus.
Additional Amounts:	Any payments made by us or the guarantor, as the case may be, with respect to the notes or the guarantee will be made without withholding or deduction for Canadian taxes unless required by law. Subject to certain exclusions, if we or the guarantor, as the case may be, are required by law to withhold or deduct for Canadian taxes with respect to a payment to the holders of the notes, we or the guarantor, as applicable, will pay the additional amount necessary so that the net amount received by the holders of the notes after the withholding or deduction is not less than the amount that they could have received in the absence of the withholding or deduction. See the section entitled "Description of Debt Securities — Additional Amounts" in the accompanying prospectus.
Change in Control:	If we experience a change in control and there is a specified decline in the credit rating of the notes, we will be required to make an offer to purchase all of the notes at a price equal to 101% of their principal amount plus accrued and unpaid interest to the date of purchase in order to avoid an event of default under the notes. See "Description of the Notes — Additional Event of Default for a Change in Control Triggering Event".
Certain Covenants:	The indenture governing the notes contains covenants that, among other things, limit the ability of: RCI to incur additional secured debt and enter into sale and leaseback transactions; and

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	RCI's "Restricted Subsidiaries" to incur additional debt and enter into sale and leaseback transactions.
	The covenants are subject to important exceptions, limitations and qualifications which are summarized under "Description of the Notes—Additional Covenants" in this prospectus supplement and "Description of Debt Securities" in the accompanying prospectus. On the initial issue date of the notes, all of RCI's subsidiaries will be "Restricted Subsidiaries".
Form and Denomination:	The notes will be issued in the form of one or more global securities that will be deposited with, or on behalf of the depositary, The Depository Trust Company. Interests in the global securities will be issued only in denominations of US$2,000 or integral multiples of US$1,000 in excess thereof. Except as described under "Description of the Notes — Book-Entry System", notes in definitive form will not be issued.
Risk Factors:	Investment in the notes involves certain risks. Before deciding to invest in the notes, you should consider carefully the risk factors referenced in the "Risk Factors" section of the accompanying prospectus and those described in the "Risks Related to the Notes" section of this prospectus supplement, as well as the other information in the documents incorporated by reference into the prospectus, as supplemented by this prospectus supplement.
Governing Law:	New York.

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RISKS RELATED TO THE NOTES

An investment in the notes involves risk. In addition to the risks set forth below and the other information contained in this prospectus supplement and the accompanying prospectus, you should consider carefully the risks and uncertainties described in the documents incorporated by reference into the prospectus, as supplemented by this prospectus supplement.

Discussions of certain risks and uncertainties affecting our business are provided in our annual information form and our Annual MD&A, each of which is incorporated by reference into the prospectus, as supplemented by this prospectus supplement. Any of these risks could materially adversely affect our business, financial condition or results of operations. Additional risks not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business, financial condition or results of operations.

The notes and guarantee will be structurally subordinated to the debt and other liabilities of our non-guarantor subsidiaries and effectively subordinated to any of our and the guarantor's secured debt.

Subject to the release provisions described herein, the notes will be unconditionally guaranteed on a senior, unsecured basis by RCP, one of our indirect, wholly-owned subsidiaries. Our other subsidiaries will not guarantee or otherwise be responsible for the payment of principal or interest or other payments required to be made by us on the notes. Accordingly, the notes will be structurally subordinated to all existing and future liabilities (including trade payables and debt) of such subsidiaries and, upon any release of its guarantee, of RCP. As a holding company, our ability to meet our financial obligations, including servicing our debt under the notes, depends upon our receipt of funds from our subsidiaries. None of our subsidiaries has an obligation to make funds available to us to pay our obligations under the notes or to pay those obligations except, in the case of RCP, to the extent it is guaranteeing the notes at the time. In the event of an insolvency, bankruptcy, liquidation, reorganization or similar proceeding in respect of any of our subsidiaries that are not, at the time, guaranteeing the notes, holders of the notes will have no right to proceed against the assets of such non-guarantor subsidiaries. Creditors of such non-guarantor subsidiaries would generally be entitled to payment in full from such assets before any assets are made available for distribution to Rogers Communications Inc. or, if applicable, RCP to pay their respective debts and other obligations. Pursuant to the terms of our existing debt obligations, including those of the notes, our subsidiaries are permitted to incur additional debt subject to certain limitations. For certain summary financial information in respect of RCI, RCP and RCI's other subsidiaries, see "Summary of Financial Results of Long-Term Debt Guarantor" in our Annual MD&A, which is incorporated by reference into the prospectus, as supplemented by this prospectus supplement.

The notes and guarantee will also be effectively subordinated in right of payment to all existing and any future secured debt of Rogers Communications Inc. and RCP, respectively, to the extent of the value of the assets securing such debt. In the event of an insolvency, bankruptcy, liquidation, reorganization or similar proceeding, the assets of Rogers Communications Inc. or of RCP, as applicable, that serve as collateral under any such secured debt would be made available to satisfy the obligations under the secured debt before any payments are made on the notes or the guarantee. As at December 31, 2013, neither Rogers Communications Inc. nor RCP had any outstanding secured debt other than $650 million of funding outstanding under RCI's accounts receivable securitization program. However, pursuant to the terms of our existing debt obligations, including those of the notes, we may incur additional secured debt subject to certain limitations.

There can be no assurance that a trading market for the notes will develop or as to the liquidity of any trading market that might develop for the notes.

There is currently no established trading market for the notes and we do not intend to have the notes listed on any securities exchange. We have been informed by the underwriters that they presently intend to make a market in the notes after this offering is completed, as permitted by applicable laws and regulations. The underwriters are not obligated, however, to make a market in the notes and any market making may be discontinued at any time without notice at the sole discretion of the underwriters. In addition, the liquidity of the trading market in the notes and the market price quoted for the notes may be adversely affected by, among other things, changes in the overall market for debt securities and by changes in our financial performance or prospects or in the prospects for companies in our industry generally. As a result, you cannot be sure that an active trading market will develop for the notes or as to the liquidity of any trading market that may develop.

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Changes in credit ratings may adversely affect the market value of the notes and our cost of capital. Adverse changes to the credit ratings assigned to some of our outstanding public debt may also subject us to certain restrictive covenants.

There is no assurance that the credit ratings assigned to the notes will remain in effect for any given period of time or that any such rating will not be lowered or withdrawn entirely by the relevant rating agency. Real or anticipated changes in credit ratings assigned to the notes will generally affect the market price of the notes. In addition, real or anticipated changes in our credit ratings may also affect the cost at which we can access the capital markets.

Some of our outstanding public debt indentures contain restrictive covenants to which we are not subject for so long as more than one rating agency assigns the debt issued under the indenture an investment grade rating and we are not in default of our obligations under the indenture. If we fail to meet these conditions, these restrictive covenants will be reinstated and will limit our operating flexibility and may limit our ability to execute our business strategy.

We may be unable to purchase the notes upon a change in control triggering event.

If we experience a change in control and the notes experience a specified credit rating decline, we will be required to offer to purchase the notes for cash at a price equal to 101% of the principal amount of the notes plus accrued and unpaid interest to the date of purchase in order to avoid an event of default under the notes. See "Description of the Notes — Additional Event of Default for a Change in Control Triggering Event". A change in control and a specified credit rating decline under the terms of the notes is likely to correspond with a change in control and a specified credit rating decline under the terms of our other public debt, which would require us to make a similar offer to purchase with respect to that debt in order to avoid an event of default thereunder. In addition, a change in control and a specified credit rating decline in respect of our senior public debt will constitute an event of default under our bank credit facility and our letter of credit facility. In the event of a change in control and a specified credit rating decline relating to our debt, we may not have sufficient funds to purchase all of the affected notes, in addition to all of our existing public debt, and to repay the amounts outstanding under our credit facilities.

We may fail to realize the growth prospects and other benefits anticipated as a result of the acquisition of the New Wireless Spectrum licenses.

The success of the acquisition of the New Wireless Spectrum licenses will depend, in part, on our ability to realize the anticipated business opportunities and growth prospects from the deployment of such spectrum. We may never realize these business opportunities and growth prospects. Unanticipated operational, technological, financial or other challenges associated with the deployment of the New Wireless Spectrum could arise. Should one or more of these challenges materialize, our ability to achieve the anticipated benefits of the acquisition of the New Wireless Spectrum licenses could be adversely affected and/or our financial performance harmed, which could adversely affect your investment in the notes.

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ROGERS COMMUNICATIONS INC.

We are one of Canada's leading diversified communications and media companies. We report our results of operations in the four segments summarized below.

Wireless

Through our wireless communications operations, we provide wireless voice and data communication services, including machine to machine, to both consumer and enterprise businesses, governments and other telecommunications service providers. Subscribers to our wireless services have access to these services across the United States and in most other parts of the world through voice and data roaming agreements with international carriers in more than 200 countries.

Cable

Through our cable communications operations, we provide voice and data communications, home monitoring, television and high-speed Internet services to consumers, businesses and governments. We provide this range of services in the provinces of Ontario, New Brunswick and Newfoundland and Labrador through an expansive fiber and hybrid fiber coaxial network infrastructure.

Business Solutions

Through our business solutions operations, we provide voice and data communications and advanced services including data centre based solutions and cloud computing services, either wirelessly or over our terrestrial network, to Canadian enterprises, government and other telecommunication service providers and partners.

Media

Through our media operations, we are a diversified Canadian media company that engages in television and radio broadcasting, multi-platform shopping, publishing, digital, and sports media and entertainment. We provide television and radio broadcasting services to end customers over both traditional broadcast networks and new digital networks as well as multi-platform shopping, consumer and trade publications and sports media and entertainment experiences, primarily through our ownership of the Toronto Blue Jays.

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THE GUARANTOR

RCP is an Ontario partnership and an indirect subsidiary of RCI that holds substantially all of our shared services and Cable and Wireless operations. The outstanding partnership units of RCP are held by Mountain Cablevision Limited and Fido Solutions Inc., each a direct wholly-owned subsidiary of RCI. For certain summary financial information in respect of RCI, RCP and our non-guarantor subsidiaries, see “Summary of Financial Results of Long-Term Debt Guarantor” in our Annual MD&A, which is incorporated by reference into the prospectus.

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USE OF PROCEEDS

Our estimated net proceeds from the sale of the notes, after deducting the underwriting commissions, any discounts, and the estimated expenses of this offering payable by us, will be approximately US$ million. We intend to use the net proceeds to fund a portion of the $3.29 billion cash investment required to acquire the New Wireless Spectrum licenses, 20% of which is required to be paid on March 5, 2014 and the balance of which is required to be paid on April 2, 2014. Pending any such use, we may invest the net proceeds in bank deposits and short-term marketable securities. We intend to fund the balance of the amount required to acquire the New Wireless Spectrum licenses with a combination of additional debt and available cash on hand. We expect this additional debt to be comprised of (i) new unsecured, unsubordinated debt of RCI guaranteed on an unsecured and unsubordinated basis by RCP that will mature prior to the notes and be denominated in Canadian dollars, (ii) advances under our bank credit facility and/or (iii) proceeds from our accounts receivable securitization program.

CONSOLIDATED CAPITALIZATION

The following table summarizes our consolidated cash and cash equivalents and our consolidated capitalization as at December 31, 2013, on an actual basis and as adjusted to give effect to:

our application of approximately US$750.0 million (approximately $797.7 million at the exchange rate set forth in the immediately succeeding paragraph), excluding consent payments and accrued interest, of our cash on hand to acquire, pursuant to a tender offer by our wholly-owned subsidiary Rogers Data Centres Alberta Inc. ("RDCAI") that expired on February 27, 2014, and/or repay at maturity all of our 6.375% Senior Notes Due 2014 (the "6.375% Notes") subsequent to December 31, 2013 and prior to the closing of this offering,

our anticipated application of approximately US$350.0 million (approximately $372.3 million at the exchange rate set forth in the immediately succeeding paragraph), excluding consent payments and accrued interest, of our cash on hand to acquire, pursuant to a pending tender offer by RDCAI that is scheduled to expire on March 13, 2013, and/or repay at maturity all of our 5.50% Senior Notes Due 2014 (the "5.50% Notes") in March 2014,

the issuance of the notes offered hereby,

our anticipated incurrence of an estimated approximately $ of additional debt to finance a portion of the amount required to acquire the New Wireless Spectrum licenses (see "Summary—Expected Additional Debt"), and

our anticipated application of the proceeds of such additional debt financing, together with the estimated net proceeds of the notes offered hereby and substantially all of our available cash on hand (without taking into account actual fluctuations in our available cash subsequent to December 31, 2013, other than to give effect to the adjustments described above), to fund the $3.29 billion cash investment required to acquire the New Wireless Spectrum licenses.

The following table should be read together with our Annual MD&A and our audited consolidated financial statements and the related notes thereto as at and for the years ended December 31, 2013 and 2012, which are incorporated by reference into the prospectus. For the purposes of this table, all U.S. dollar amounts have been translated into Canadian dollars based on the closing rate of exchange as reported by the Bank of Canada on December 31, 2013 of US$1.00 = $1.0636.

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	December 31, 2013	
	Actual	As Adjusted
	(In millions of Canadian dollars)	
Cash and cash equivalents (bank advances) (1)	$ 2,301	$
Short-term borrowings (2)	$ 650	$
Long-term debt (including current portion):		
Credit facilities(3)	$ —	$
Outstanding Public Debt:(4)		
6.375% Senior Notes Due 2014(1)	798	—
5.50% Senior Notes Due 2014(1)	372	—
7.50% Senior Notes Due 2015	585	585
6.75% Senior Notes Due 2015	298	298
5.80% Senior Notes Due 2016	1,000	1,000
3.00% Senior Notes Due 2017	500	500
6.80% Senior Notes Due 2018	1,489	1,489
5.38% Senior Notes Due 2019	500	500
4.70% Senior Notes Due 2020	900	900
5.34% Senior Notes Due 2021	1,450	1,450
4.00% Senior Notes Due 2022	600	600
3.00% Senior Notes Due 2023	532	532
4.10% Senior Notes Due 2023	904	904
8.75% Senior Debentures Due 2032	213	213
7.50% Senior Notes Due 2038	372	372
6.68% Senior Notes Due 2039	500	500
6.11% Senior Notes Due 2040	800	800
6.56% Senior Notes Due 2041	400	400
4.50% Senior Notes Due 2043	532	532
5.45% Senior Notes Due 2043	691	691
Notes offered hereby	—	
Expected additional debt(5)	—	
Fair value increment (decrement) arising from purchase accounting	—	—
Deferred transaction costs(6)	(93)	
Total long-term debt (including current portion)	$ 13,343	$
Shareholders' equity	$ 4,669	$ 4,669
Total capitalization	$ 18,662	$

(1) The "as adjusted" cash and cash equivalents line item above gives effect to (a) the purchase by RDCAI on February 27, 2014 of approximately US$508.4 million of the 6.375% Notes, which were tendered to RDCAI in connection with its offer to purchase our 6.375% Notes, which expired on February 27, 2014 (the "6.375% Notes Tender Offer"), and our repayment at maturity on March 3, 2014 of the principal due on approximately US$241.6 million of the 6.375% Notes that were not tendered in the 6.375% Notes Tender Offer (such purchase and repayment, the "6.375% Notes Payment") and (b) the future purchase by RDCAI of all of the 5.50% Notes validly tendered to RDCAI in connection with its pending offer to purchase our 5.50% Notes, which is scheduled to expire on March 13, 2014 (the "5.50% Notes Tender Offer" and, together with the 6.375% Notes Tender Offer, the "2014 Tender Offers"), and our expected repayment at maturity on March 17, 2014 of the principal due on the balance of the outstanding 5.50% Notes that are not tendered in the 5.50% Notes Tender Offer (such purchase and repayment, the

"5.50% Notes Payment"). The 6.375% Notes Payment was funded, and we expect that RDCAI or RCI, as applicable, will fund the 5.50% Notes Payment, with cash on hand. The "as adjusted" column does not give effect to (x) the consent payment of US$2.50 per US$1,000 principal amount for 6.375% Notes and 5.50% Notes that were or will be tendered in connection with the 2014 Tender Offers or (y) any accrued interest paid on the 6.375% Notes or the 5.50% Notes in connection with their purchase as part of the 2014 Tender Offers or upon their maturity. All 6.375% Notes and 5.50% Notes purchased by RDCAI pursuant to the 6.375% Notes Tender Offer and the 5.50% Notes Tender Offer, respectively, will remain outstanding beyond the initial stated maturity date of such notes. Such notes are not reflected in the "as adjusted" column, however, as the amounts recorded in respect thereof are or will be eliminated in our consolidated financial statements. The "as adjusted" cash and cash equivalents line item also gives effect to the estimated application of substantially all of our remaining available cash on hand (without taking into account actual fluctuations in our available cash subsequent to December 31, 2013, other than to give effect to the adjustments described above) to fund a portion of the $3.29 billion cash investment required to acquire the New Wireless Spectrum licenses. The actual amount of cash on hand used to acquire the New Wireless Spectrum licenses may differ from the estimated amount reflected in the "as adjusted" column.

(2) These amounts arise out of the accounts receivable securitization program that RCI entered into on December 31, 2012 (the "Securitization Program") and are recorded as a current liability. The Securitization Program enables RCI to sell certain trade receivables into the program with the proceeds recorded in current liabilities as revolving floating rate loans of up to $900 million, which are secured by those trade receivables. The terms of the Securitization Program are committed until its expiry on December 31, 2015. For further details in respect of the Securitization Program, see Note 16 to our audited consolidated financial statements as at and for the years ended December 31, 2013 and 2012. We expect to fund a portion of the amount required to acquire the New Wireless Spectrum licenses through proceeds from the Securitization Program, a preliminary estimate of which is reflected in the "as adjusted" column. The actual amount of proceeds used to acquire the New Wireless Spectrum licenses may differ from the estimated amount reflected in the "as adjusted" column.

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(3) We have a total of $2.5 billion of bank credit and letter of credit facilities. Each of these facilities is unsecured and guaranteed by RCP and ranks equally in right of payment with all of our senior notes and debentures. For further details in respect of our bank credit facility and letter of credit facilities, see Note 18 to our audited consolidated financial statements as at and for the years ended December 31, 2013 and 2012. We expect to fund a portion of the amount required to acquire the New Wireless Spectrum licenses through advances under our bank credit facility, a preliminary estimate of which is reflected in the “as adjusted” column. The actual amount of advances used to acquire the New Wireless Spectrum licenses may differ from the estimated amount reflected in the “as adjusted” column.

(4) As of the date hereof, all of our outstanding public debt is unsecured. RCI’s obligations under this public debt are guaranteed by (or are the co-obligations of, as applicable) RCP. For further details in respect of our public debt, see Note 18 to our audited consolidated financial statements as at and for the years ended December 31, 2013 and 2012.

(5) We expect this additional debt to be comprised of new unsecured, unsubordinated debt of RCI guaranteed on an unsecured and unsubordinated basis by RCP that will mature prior to the notes and be denominated in Canadian dollars, a preliminary estimate of which is reflected in the “as adjusted” column. We intend to use the net proceeds of any such additional debt to fund a portion of the amount required to acquire the New Wireless Spectrum licenses. The tenor, amount, interest rate and other terms of any such additional debt will depend on market conditions and other factors that may exist at the time of incurrence thereof or at the times we are required to make the relevant payments for the acquisition of the New Wireless Spectrum licenses. We make no assurance that we will be able to complete any debt financing on attractive terms or at all. The closing of this offering of the notes is not contingent on our receipt of the proceeds from any such additional debt financing.

(6) The as adjusted deferred transaction costs line item above has been increased by $ million, which is our estimate of the underwriters’ commission, any discounts, and other expenses we expect to incur in connection with this offering.

EARNINGS COVERAGE

The following pro forma earnings coverage ratio and associated financial information has been calculated on a consolidated basis for the 12-month period ended December 31, 2013 based on our audited consolidated financial statements for the year ended December 31, 2013 and have been prepared in accordance with IFRS as issued by the IASB. The pro forma information gives effect to:

(i) the 6.375% Notes Payment;

(ii) the 5.50% Notes Payment;

(iii) the issuance of the notes under this prospectus supplement;

(iv) the assumed incurrence of $ of new unsecured, unsubordinated obligations of RCI guaranteed on an unsecured and unsubordinated basis by RCP that will mature prior to the notes and be denominated in Canadian dollars, to fund a portion of our investment in the New Wireless Spectrum licenses;

(v) the assumed receipt of $ of additional proceeds from the Securitization Program, to fund a portion of our investment in the New Wireless Spectrum licenses; and

(vi) the assumed incurrence of $ of debt under our bank credit facility, to fund a portion of our investment in the New Wireless Spectrum licenses,

as if each such transaction had occurred on January 1, 2013.

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		12 Months Ended December 31, 2013
Earnings before borrowing costs and income taxes	$	2,986 million
Pro forma borrowing cost requirements(1)	$	million
Pro forma earnings coverage ratio(2)		x

(1) Pro forma borrowing cost requirements refers to our aggregate interest expense in respect of our financial liabilities, including deferred financing fees for the year ended December 31, 2013, as adjusted to reflect the items noted in the first paragraph of this "Earnings Coverage" section. For purposes of calculating pro forma borrowing cost requirements, we have made certain assumptions regarding the interest expense associated with the debt that we expect to incur and the Securitization Program proceeds we expect to receive in connection with the acquisition of the New Wireless Spectrum licenses. We believe these assumptions are reasonable, but we make no assurance that the actual interest expense will not be greater than the interest expense we have assumed. If the actual interest expense is greater than the interest expense we have assumed, the pro forma earnings coverage ratio may decrease.

(2) Pro forma earnings coverage ratio refers to the ratio of (i) our earnings before borrowing costs and income taxes for the year ended December 31, 2013, and (ii) our pro forma borrowing cost requirements for the year ended December 31, 2013.

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DESCRIPTION OF THE NOTES

The % senior notes due 2044 (the “notes”) constitute a series of “senior debt securities” as described in the accompanying prospectus. The notes will be issued under a supplemental indenture (the “Supplemental Indenture”) which, for purposes of the notes, will supplement the terms and conditions applicable to “senior debt securities” in the indenture dated as of August 6, 2008 between RCI and The Bank of New York Mellon, as trustee (as supplemented by supplemental indentures from time to time, excluding supplemental indentures establishing the terms of a series of debt securities, the “Base Indenture”). References in this prospectus supplement to the “Indenture” are to the Base Indenture as supplemented by the Supplemental Indenture.

This description of the particular terms of the notes supplements and, to the extent inconsistent therewith, replaces the descrip