
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): September 18, 2019



Charter Communications, Inc. CCO Holdings, LLC CCO Holdings Capital Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

001-33664
001-37789
333-112593-01
(Commission
File Number)

84-1496755
86-1067239
20-0257904
(I.R.S. Employer
Identification Number)

400 Atlantic Street
Stamford, Connecticut 06901
(Address of principal executive offices including zip code)

(203) 905-7801
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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:

- Written communications pursuant 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 each exchange on which registered
Class A Common Stock, \$.001 Par Value	"CHTR"	NASDAQ Global Select Market

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 September 18, 2019, Charter Communications, Inc. (the “Company”) announced that its subsidiaries, CCO Holdings, LLC and CCO Holdings Capital Corp. (the “Issuers”), commenced a cash tender offer (the “Tender Offer”) for any and all of the Issuers’ outstanding 5.250% senior notes due 2021 (the “Notes”). The complete terms and conditions of the Tender Offer are set forth in an offer to purchase, letter of transmittal and notice of guaranteed delivery (collectively, the “Tender Offer Documents”) that will be sent to registered holders of the Notes and be posted online at www.gbsc-usa.com/Charter. The Tender Offer will expire at 5:00 PM New York City time, on September 27, 2019, unless extended or earlier terminated (the “Expiration Time”). The purchase of the Notes pursuant to the Tender Offer is conditioned upon the consummation of the Issuers’ private offering of senior notes (the “Offering”), which commenced on September 17, 2019.

The consideration for each \$1,000 principal amount of Notes validly tendered and not validly withdrawn and accepted for purchase pursuant to the Tender Offer will be \$1,001.25. Holders will also receive accrued and unpaid interest on the Notes validly tendered and accepted for purchase from the applicable last interest payment date up to, but not including, the date the Issuers initially make payment for such Notes, which date is anticipated to be October 1, 2019 (the “Settlement Date”). Notes tendered by notice of guaranteed delivery and accepted for purchase will be purchased on the third business day after the Expiration Time, but payment of accrued interest on such Notes will only be made to, but not including, the Settlement Date.

A press release announcing the Tender Offer is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The Issuers also issued a notice of conditional redemption providing for the redemption of any and all of the Notes that remain outstanding after completion of the Tender Offer (the “Redemption”). The Redemption is also conditioned upon consummation of the Offering.

The information contained in this Current Report on Form 8-K shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. Further, such information shall not be deemed incorporated by reference into any reports or filings with the Securities Exchange Commission, whether made before or after the date hereof, except as expressly set forth by specific reference in such report or filing.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

**Exhibit
Number**

Description

99.1	Press release regarding offer dated September 18, 2019.
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, each of Charter Communications, Inc., CCO Holdings, LLC and CCO Holdings Capital Corp. has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,
Registrant

By: /s/ Richard R. Dykhouse
Richard R. Dykhouse
Executive Vice President, General Counsel and Corporate Secretary

Date: September 18, 2019

CCO HOLDINGS, LLC,
Registrant

By: /s/ Richard R. Dykhouse
Richard R. Dykhouse
Executive Vice President, General Counsel and Corporate Secretary

Date: September 18, 2019

CCO HOLDINGS CAPITAL CORP.,
Registrant

By: /s/ Richard R. Dykhouse
Richard R. Dykhouse
Executive Vice President, General Counsel and Corporate Secretary

Date: September 18, 2019

**NEWS****Charter Announces Tender Offer for Debt Securities**

STAMFORD, Connecticut – September 18, 2019 – Charter Communications, Inc. (NASDAQ: CHTR) (along with its subsidiaries, “Charter”) today announced that its subsidiaries, CCO Holdings, LLC and CCO Holdings Capital Corp. (collectively, “CCO Holdings”), intend to use the net proceeds from its previously announced offering of senior unsecured notes due 2030 (the “offering”) to finance a tender offer by CCO Holdings (the “tender offer”).

In the tender offer, CCO Holdings is offering to purchase any and all of its outstanding 5.250% senior notes due 2021 (the “Notes”), represented by CUSIP number 1248EPBB8. The tender offer is being made on the terms and subject to the conditions set forth in an Offer to Purchase, dated September 18, 2019 (the “Offer to Purchase”), and the related letter of transmittal and notice of guaranteed delivery. The purchase price for Notes validly tendered and not validly withdrawn and accepted for purchase will be \$1,001.25 per \$1,000 principal amount of Notes, plus accrued and unpaid interest up to, but not including, the settlement date for the tender offer.

The tender offer is scheduled to expire at 5:00 p.m. New York City time, on September 27, 2019 (the “Expiration Time”), unless extended or earlier terminated. Notes tendered may be withdrawn at any time on or prior to the Expiration Time. We expect to make payments for Notes validly tendered and not validly withdrawn on or prior to the Expiration Time, and accepted for purchase, either one business day following the Expiration Time (the “Settlement Date”), or, in the case of Notes tendered in accordance with the guaranteed delivery procedures, three business days following the Expiration Time. Accrued interest up to, but not including, the Settlement Date will be paid in cash on all validly tendered and accepted Notes.

The consummation of the tender offer is conditioned upon consummation of the offering. The tender offer is also subject to the satisfaction or waiver of certain other conditions as set forth in the Offer to Purchase.

The complete terms and conditions of the tender offer are set forth in the Offer to Purchase, which is being sent to holders of the Notes. Holders are urged to read this document carefully before making any decision with respect to the tender offer. Holders of the Notes must make their own decisions as to whether to tender their Notes, and if they decide to do so, the principal amount of the Notes to tender.

Concurrently with the commencement of the tender offer, CCO Holdings issued a conditional notice of redemption to holders of the Notes to redeem any and all Notes that remain outstanding after completion of the tender offer. The Notes will be redeemed at a redemption price equal to 100.000% of the aggregate principal amount thereof, plus accrued and unpaid interest on the Notes redeemed to, but not including, the redemption date. CCO Holdings also issued a conditional notice of partial redemption to redeem \$850 million aggregate principal amount of its 5.750% senior notes due 2024 at a redemption price equal to 101.917% of the principal amount redeemed, plus accrued and unpaid interest to, but not including, the redemption date. The redemptions are expected to be completed on October 18, 2019.

Holders may obtain copies of the Offer to Purchase from the Information Agent and Tender Agent for the tender offer, Global Bondholder Services Corporation, at <http://www.gbsc-usa.com/Charter>, by telephone at (212) 430-3774 (collect), (866) 807-2200 (toll free) or (212) 430-3775 (fax) or by email at contact@gbsc-usa.com.

BofA Merrill Lynch is serving as the Dealer Manager for the tender offer. Questions regarding the tender offer may be directed to BofA Merrill Lynch, Debt Advisory at (888) 292-0070 (toll free) or (980) 386-6026 (collect).

Neither Charter, CCO Holdings, the Dealer Manager, the Information Agent and Tender Agent nor any other person makes any recommendation as to whether holders of Notes should tender their Notes, and no one has been authorized to make such a recommendation.

This announcement is not an offer to purchase, or the solicitation of an offer to sell the Notes. The tender offer may only be made pursuant to the terms of the Offer to Purchase, the Letter of Transmittal and the Notice of Guaranteed Delivery.

About Charter

Charter Communications, Inc. (NASDAQ:CHTR) is a leading broadband communications company and the second largest cable operator in the United States. Charter provides a full range of advanced residential broadband services, including Spectrum TV® programming, Spectrum Internet®, Spectrum Voice®, and Spectrum Mobile™. Under the Spectrum Business® brand, Charter provides scalable, and cost-effective broadband communications solutions to small and medium-sized business organizations, including Internet access, business telephone, and TV services. Through the Spectrum Enterprise brand, Charter is a national provider of scalable, fiber-based technology solutions serving many of America's largest businesses and communications service providers. Charter's advertising sales and production services are sold under the Spectrum Reach® brand. Charter's news and sports networks are operated under the Spectrum Networks brand. More information about Charter can be found at newsroom.charter.com.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This communication includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, regarding, among other things, the potential offering. Although we believe that our plans, intentions and expectations as reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions including, without limitation, the factors described under “Risk Factors” from time to time in our filings with the SEC. Many of the forward-looking statements contained in this communication may be identified by the use of forward-looking words such as “believe,” “expect,” “anticipate,” “should,” “planned,” “will,” “may,” “intend,” and “potential,” among others.

All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this communication.