FORM 3

**5823 WIDEWATERS PARKWAY** 

1. Name and Address of Reporting Person\*

950 FINGERBOARD ROAD

STATEN ISLAND NY

NY

(State)

**ADVANCE PUBLICATIONS, INC** 

(First)

13057

(Zip)

(Middle)

10305

(Street)

(City)

(Last)

(Street)

E. SYRACUSE

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden
hours per response: 0.5

|   |                       |  |   |                    | SECURITIES  |   |  |   | hours per response: 0.5                                     |  |
|---|-----------------------|--|---|--------------------|---|---|--|---|---|--|
|   |                       |  |   |                    | on 16(a) of the Securities Exchange<br>of the Investment Company Act o  |   |  |   |   |  |
| 1. Name and Address of Reporting Person*  ADVANCE/NEWHOUSE  PARTNERSHIP |                       |  | 2. Date of Event<br>Requiring Statement<br>(Month/Day/Year)<br>05/18/2016 |                    | 3. Issuer Name and Ticker or Trading Symbol CHARTER COMMUNICATIONS, INC. /MO/ [ CHTR ]  |   |  |   |   |  |
| (Last) (First) (Middle) 5823 WIDEWATERS PARKWAY                         |                       |  |   |                    | Relationship of Reporting Person(s) to Issuer (Check all applicable)      Director X 10% Owner Officer (give title below)  Other (specific below) |   | (Month/Day/Year)  Other (specify below)  6. Individual or Joi Applicable Line) Form filed Y Form filed |   |   |  |
| (Street) EAST SYRACUSE NY 13057   |                       | Form filed by One Reporting Person     |   |                    |   |   |  |   |   |  |
| (City)  | (State)               | (Zip)                                  |   |                    |   |   |  |   |   |  |
|   |                       |  | Table I - I   | Non-Deriv          | ative Securities Benefici   | ally Owned  |  |   |   |  |
| 1. Title of Security (Instr. 4)   |                       |  |   |                    | 2. Amount of Securities<br>Beneficially Owned (Instr. 4)  | 3. Ownership<br>Form: Direct<br>or Indirect (I)<br>(Instr. 5) | (D) (Instr. 5)   |   | Beneficial Ownership  |  |
|   |                       |  |   |                    | ive Securities Beneficiall<br>rants, options, convertib   |   | )  |   |   |  |
| 1. Title of Derivative Security (Instr. 4)                              |                       |  | 2. Date Exercisable and Expiration Date (Month/Day/Year)                  |                    | or  |   | Conversion or Exercise   | 5.<br>Ownership<br>Form:                    | 6. Nature of Indirect<br>Beneficial<br>Ownership (Instr. 5) |  |
|   |                       |  | Date<br>Exercisable   | Expiration<br>Date | Title   | Amount or<br>Number of<br>Shares                              | Price of<br>Derivative<br>Security   | Direct (D)<br>or Indirect<br>(I) (Instr. 5) |   |  |
| Class B Common Units of Charter Holdings<br>Communications, Inc         |                       |  | 05/18/2016 <sup>(1)</sup>   | (1)                | Charter Communications<br>Class A Common Stock  | 30,995,834(2)   | (2)  | I   | See Footnote <sup>(1)</sup>                                 |  |
| Convertible Preferred Units of Charter<br>Holdings Communicatio         |                       |  | 05/18/2016 <sup>(1)</sup>   | (1)                | Charter Communications<br>Class A Common Stock  | 9,333,500(3)  | 267.85 <sup>(3)</sup>  | I   | See Footnote <sup>(1)</sup>                                 |  |
| 1. Name and Add   |                       | ing Person <sup>*</sup><br>DUSE PARTNE | <u>RSHIP</u>  |                    |   |   |  |   |   |  |
| (Last) 5823 WIDEW   | (First)<br>VATERS PAF | (Mid                                   | ldle)   |                    |   |   |  |   |   |  |
| (Street) EAST SYRACUSE NY 1309  |                       |  | 957   |                    |   |   |  |   |   |  |
| (City) (State) (Zip)  |                       | )                                      |   |                    |   |   |  |   |   |  |
| 1. Name and Add   |                       | ing Person <sup>*</sup> DCASTING C     | <u>ORP</u>  |                    |   |   |  |   |   |  |
| (Last) (First) (Middle)   |                       |  |   |                    |   |   |  |   |   |  |

| (City)  | (State) | (Zip) |  |  |  |  |  |
|---|---------|-------|--|--|--|--|--|
| 1. Name and Address of Reporting Person*  NEWHOUSE FAMILY HOLDINGS, L.P.                  |         |       |  |  |  |  |  |
| (Last) (First) (Middle) ONE WORLD TRADE CENTER  |         |       |  |  |  |  |  |
| (Street) NEW YORK   | NY      | 10007 |  |  |  |  |  |
| (City)  | (State) | (Zip) |  |  |  |  |  |
| 1. Name and Address of Reporting Person* <u>ADVANCE LONG-TERM MANAGEMENT</u> <u>TRUST</u> |         |       |  |  |  |  |  |
| (Last) (First) (Middle) C/O ROBINSON MILLER LLC ONE NEWARK CENTER, 19TH FLOOR             |         |       |  |  |  |  |  |
| (Street)<br>NEWARK  | NJ      | 07102 |  |  |  |  |  |
| (City)  | (State) | (Zip) |  |  |  |  |  |

## **Explanation of Responses:**

- 1. Advance Newhouse Partnership, a New York Partnership ("A/N"), acquired the Class B Common Units (the "Class B Common Units") and the Convertible Preferred Units the ("Convertible Preferred Units") of Charter Holdings Communications, Inc. ("Charter Holdings") disclosed on this Form 3 on May 18, 2016. A/N is entitled to voting rights with respect to the Class B Common Units and the Convertible Preferred Units through ownership of one share of Class B Common Stock, par value \$0.001, of the Issuer.
- 2. Upon exchange by A/N, the 30,995,834 Class B Common Units owned by A/N will be exchangeable, at the Issuer's option, into either (i) shares of Class A Common Stock on a one-for-one basis or (ii) cash based on the volume-weighted average price of the Class A Common Stock for the two consecutive trading days immediately prior to the date of delivery of an exchange notice by A/N.
- 3. Each of the 25,000,000 Convertible Preferred Units with face amount of \$100 is convertible, in the hands of A/N and its affiliates, into 0.37334 of a Class B Common Unit and, in the hands of any other person, into 0.37334 of a share of Class A Common Stock, representing a conversion price of \$267.85, subject to customary anti-dilution adjustments.

Each of Newhouse Broadcasting Corporation ("NBCo"), Advance Publications, Inc. ("API"), Newhouse Family Holdings, L.P. ("NFH") and Advance Long-Term Management Trust ("Advance Long-Term Trust") may be deemed to beneficially own the Convertible Preferred Units and Class B Common Units held by A/N due to their control of A/N. NBCo is the indirect majority owner of A/N. API indirectly holds a 38.76% interest in A/N. NFH is included as a reporting person solely because it holds 100% of the common shares of API, which have the power to elect the board of directors of API. Advance Long-Term Trust is included as a Reporting Person solely because it is the sole general partner of NFH.

> /s/ Michael A. Newhouse, Vice President, Advance/Newhouse 05/27/2016 <u>Partnership</u> /s/ Michael A. Newhouse, Co-President, Advance 05/27/2016 Publications, Inc. /s/ Michael A. Newhouse, Trustee, Advance Long-Term 05/27/2016 **Management Trust** /s/ Michael A. Newhouse, Executive Vice President, 05/27/2016 **Newhouse Broadcasting** Corporation /s/ Michael A. Newhouse, Trustee, Advance Long-Term Management Trust, the General 05/27/2016

Partner of Newhouse Family

Holdings L.P.

\*\* Signature of Reporting Person Date

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

- \* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

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