

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): October 24, 2023



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 Washington Blvd.

Stamford, Connecticut 06902

(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 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

On October 25, 2023, Charter Communications, Inc. (the “Company”) announced that Thomas M. Rutledge will retire as Executive Chairman of the Board of Directors of the Company (the “Board”) effective November 30, 2023, as contemplated by his amended and restated employment agreement, but will continue to serve as a director emeritus. Mr. Rutledge’s previously announced retirement as Executive Chairman was not the result of any dispute or disagreement with the Company on any matter relating to the operations, policies or practices of the Company. As a director emeritus, Mr. Rutledge will receive notice of and attend Board meetings, but will not have a vote on matters presented. As a director emeritus, Mr. Rutledge will receive annual compensation under the Company’s compensation program for non-employee directors to the same extent as a non-employee director.

In connection with Mr. Rutledge’s appointment as a director emeritus on October 24, 2023, the Board approved a restricted stock grant to Mr. Rutledge to be made on November 30, 2023 with a value of \$80,000, which was calculated by prorating the amount of the annual restricted stock grant made to each of the Company’s non-employee directors under the Company’s compensation program for non-employee directors. The Board also approved a restricted stock grant of the annual non-employee director retainer to Mr. Rutledge with a value of \$48,000, which was calculated by prorating the amount of the annual retainer paid to each of the Company’s non-employee directors under the Company’s compensation program for non-employee directors, which Mr. Rutledge may elect to receive in cash or equity in lieu of cash. If Mr. Rutledge elects to receive the annual non-employee director retainer in equity, this restricted stock grant will be made on November 30, 2023. The Company’s compensation program for non-employee directors is more fully described in the proxy statement for the Company’s 2023 Annual of Stockholders filed by the Company with the Securities and Exchange Commission on March 16, 2023.

In conjunction with Mr. Rutledge’s retirement from the Board, on October 24, 2023 the Board appointed Christopher L. Winfrey to the Board effective November 30, 2023 to fill the vacancy resulting from Mr. Rutledge’s resignation. On October 24, 2023, the Board also appointed Eric L. Zinterhofer as Non-Executive Chairman of the Board effective November 30, 2023 upon the retirement of Mr. Rutledge as Executive Chairman.

**ITEM 7.01. REGULATION FD DISCLOSURE.**

On October 25, 2023, the Company issued a press release announcing Mr. Rutledge’s retirement and Mr. Winfrey and Mr. Zinterhofer’s respective appointments. The press release is attached hereto as Exhibit 99.1.

The information furnished in this Current Report on Form 8-K under Item 7.01 and the exhibit attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

<b>Exhibit</b>	<b>Description</b>
99.1	<a href="#">Press Release dated October 25, 2023</a>
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/ Kevin D. Howard  
Kevin D. Howard  
Executive Vice President, Chief Accounting Officer and Controller

Date: October 25, 2023

CCO Holdings, LLC  
Registrant

By: /s/ Kevin D. Howard  
Kevin D. Howard  
Executive Vice President, Chief Accounting Officer and Controller

Date: October 25, 2023

CCO Holdings Capital Corp.  
Registrant

By: /s/ Kevin D. Howard  
Kevin D. Howard  
Executive Vice President, Chief Accounting Officer and Controller

Date: October 25, 2023



# NEWS

## **TOM RUTLEDGE TO BECOME BOARD MEMBER EMERITUS, ERIC ZINTERHOFER APPOINTED NON-EXECUTIVE CHAIRMAN OF THE BOARD, CHRIS WINFREY APPOINTED TO CHARTER COMMUNICATIONS' BOARD**

**STAMFORD, Connecticut - October 25, 2023** - Charter Communications, Inc. (NASDAQ: CHTR) (along with its subsidiaries, "Charter") today announced that Tom Rutledge will continue to serve the company as a Board Member Emeritus upon his previously announced retirement from the Charter Board of Directors as Executive Chairman on November 30, 2023. The Board also appointed Charter's President and Chief Executive Officer, Chris Winfrey to the Board to fill the vacancy created upon Mr. Rutledge's retirement. The Board appointed Charter's Lead Independent Director, Eric Zinterhofer as non-executive Chairman of the Board effective November 30, 2023.

"I am very pleased that Tom has agreed to stay on as Board Member Emeritus," said Mr. Winfrey. "I have valued his wisdom acquired from over 50 years as a pioneer in the cable business, and I look forward to his involvement and valuable counsel going forward. It is exceptional when a Board can continue to benefit from the ongoing involvement of two director emeritus with the experience, expertise and successful history like that of Tom Rutledge and Dr. John Malone."

"I look forward to returning to the Chairman role and welcome Chris to the Board," said Mr. Zinterhofer. "Chris and I have worked together over the last three decades. As part of this successful transition plan, I am also grateful that we will continue to benefit from Tom's deep knowledge and ongoing counsel as Board Member Emeritus."

Mr. Rutledge retired as CEO of Charter in 2022 after leading Charter for 10-years and five decades in the industry. He was named President and CEO of Charter in 2012 and Chairman in 2016. Prior to joining Charter, Mr. Rutledge served as Chief Operating Officer of Cablevision Systems from 2004 till 2011. In 1977, he joined American Television and Communications (ATC), a predecessor of Time Warner Cable, as a manager trainee where he served in a series of progressively senior leadership roles, eventually becoming President of Time Warner Cable in 2001. He began his cable career in 1972 at Eastern Telecom working as a technician while going to college. Mr. Rutledge is a recipient of the NCTA Vanguard Award for Distinguished Leadership and is a member of the Cable TV Pioneers, the Cable Hall of Fame and the Broadcasting and Cable Hall of Fame.

Mr. Winfrey became President and CEO of Charter in 2022. He has played a significant role in Charter's growth and transformation over the last decade. He was named Chief Operating Officer in 2021 and joined Charter as Chief Financial Officer in 2010. Prior to joining Charter, Mr. Winfrey served as Chief Financial Officer, and as Managing Director for cable operations, broadcasting and satellite entities at Unitymedia GmbH, Germany's second-largest cable operator. Earlier in his career, Mr. Winfrey served as Senior Vice President, Corporate Finance and Development at Cablecom, GmbH, Director of Financial Planning and Analysis and Director of Operations Services of NTL Incorporated's continental European operations, and as a senior associate in the private equity group at Communications Equity Associates. He has spent more

than 25 years in the cable industry, and in 2015 received The Internet & Television Association's (NCTA) Vanguard Award for Young Leadership.

Mr. Zinterhofer has been the Lead Independent Director of Charter's board of directors since May 2016. He was elected to the board of Charter in November 2009 and served as non-executive Chairman of the board from December 2009 through May 2016. In 2010, Mr. Zinterhofer founded Searchlight Capital Partners, L.P., a private equity firm. Previously, he served as a senior partner at Apollo Management, L.P. and was with Apollo from 1998 until May 2010. Mr. Zinterhofer is a director of Univision Holdings, Inc., Hemisphere Media Group, and Liberty Latin America Ltd. Mr. Zinterhofer received B.A. degrees with Honors in Economics and European History from the University of Pennsylvania and received an M.B.A. from Harvard Business School.

## **About Charter**

Charter Communications, Inc. (NASDAQ: CHTR) is a leading broadband connectivity company and cable operator serving more than 32 million customers in 41 states through its Spectrum brand. Over an advanced communications network, the Company offers a full range of state-of-the-art residential and business services including Spectrum Internet<sup>®</sup>, TV, Mobile and Voice.

For small and medium-sized companies, Spectrum Business<sup>®</sup> delivers the same suite of broadband products and services coupled with special features and applications to enhance productivity, while for larger businesses and government entities, Spectrum Enterprise<sup>®</sup> provides highly customized, fiber-based solutions. Spectrum Reach<sup>®</sup> delivers tailored advertising and production for the modern media landscape. The Company also distributes award-winning news coverage and sports programming to its customers through Spectrum Networks. More information about Charter can be found at [corporate.charter.com](http://corporate.charter.com).

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