

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM 8-K**

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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 30, 2008

**Charter Communications Holdings, LLC**  
**Charter Communications Holdings Capital Corporation**  
**CCH II, LLC**  
**CCH II Capital Corp.**  
**CCO Holdings, LLC**  
**CCO Holdings Capital Corp.**  
*(Exact name of registrants as specified in their charters)*

**Delaware**

*(State or Other Jurisdiction of Incorporation or Organization)*

333-77499	43-1843179
333-77499-01	43-1843177
333-111423	03-0511293
333-111423-01	13-4257703
333-112593	86-1067239
333-112593-01	20-0259004

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*(Commission File Number)*

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*(I.R.S. Employer Identification Number)*

**12405 Powerscourt Drive**  
**St. Louis, Missouri 63131**

*(Address of principal executive offices including zip code)*

**(314) 965-0555**

*(Registrants' 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 registrants under any of the following provisions:

- Written communications pursuant to 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))
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**ITEM 8.01 OTHER EVENTS.**

On October 30, 2008, Charter Communications, Inc., the direct parent company of Charter Communications Holdings, LLC, Charter Communications Holdings Capital Corporation, CCH II, LLC, CCH II Capital Corp., CCO Holdings, LLC and CCO Holdings Capital Corp., announced the final results of the cash tender offer (the "Tender Offer") by its indirect subsidiary, Charter Communications Holding Company, LLC, for certain of the outstanding senior notes of Charter Communications Holdings, LLC (the "Notes"). As of expiration, approximately \$160 million of Notes were validly tendered for exchange, of which 100% of the \$70 million of Notes with Acceptance Priority Level 1 and 36% of the \$90 million of Notes with Acceptance Priority Level 2 will be accepted for purchase. The total principal amount of Notes accepted was approximately \$102 million. Total consideration, including accrued and unpaid interest, was \$100 million. The final settlement was completed on October 31, 2008.

A copy of the press release dated October 30, 2008, announcing the final results of the Tender Offer is attached as Exhibit 99.1.

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

The following exhibit is filed pursuant to Item 8.01:

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release dated October 30, 2008 announcing the final results of the Tender Offer (Incorporated by reference to Exhibit 99.1 to the current report on Form 8-K of Charter Communications, Inc. filed on November 3, 2008 (File No. 000-27927)).

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, Charter Communications Holdings, LLC, Charter Communications Holdings Capital Corporation, CCH II, LLC, CCH II Capital Corp., CCO Holdings, LLC, and CCO Holdings Capital Corp. have duly caused this current report to be signed on its behalf by the undersigned, thereunto duly authorized.

### **Charter Communications Holdings, LLC**

#### **Registrant**

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: November 3, 2008

By:/s/ Kevin D. Howard

Name: Kevin D. Howard

*Title: Vice President, Controller and Chief Accounting Officer*

### **Charter Communications Holdings Capital Corporation**

#### **Registrant**

Dated: November 3, 2008

By:/s/ Kevin D. Howard

Name: Kevin D. Howard

*Title: Vice President, Controller and Chief Accounting Officer*

### **CCH II, LLC**

#### **Registrant**

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: November 3, 2008

By:/s/ Kevin D. Howard

Name: Kevin D. Howard

*Title: Vice President, Controller and Chief Accounting Officer*

### **CCH II Capital Corp.**

#### **Registrant**

Dated: November 3, 2008

By:/s/ Kevin D. Howard

Name: Kevin D. Howard

*Title: Vice President, Controller and Chief Accounting Officer*

### **CCO Holdings, LLC**

#### **Registrant**

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: November 3, 2008

By:/s/ Kevin D. Howard

Name: Kevin D. Howard

*Title: Vice President, Controller and Chief Accounting Officer*

**CCO Holdings Capital Corp.**  
**Registrant**

Dated: November 3, 2008

By:/s/ Kevin D. Howard

Name: Kevin D. Howard

*Title: Vice President, Controller and Chief Accounting Officer*

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## Exhibit Index

**Exhibit  
Number**

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**Description**

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99.1

Press release dated October 30, 2008 announcing the final results of the Tender Offer (Incorporated by reference to Exhibit 99.1 to the current report on Form 8-K of Charter Communications, Inc. filed on November 3, 2008 (File No. 000-27927)).