(City)

(State)

NEWHOUSE FAMILY HOLDINGS, L.P.

1. Name and Address of Reporting Person\*

(Zip)

FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| ı | OMB APPROVAL             |           |  |  |  |  |  |  |
|---|--------------------------|-----------|--|--|--|--|--|--|
| Ì | OMB Number:              | 3235-0287 |  |  |  |  |  |  |
| l | Estimated average burden |           |  |  |  |  |  |  |
| I | hours per response:      | 0.5       |  |  |  |  |  |  |

7. Nature of Indirect Beneficial Ownership (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

See Remarks

Check this box if no longer subject to

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| Section 16.<br>may continu   | Form 4 or Form<br>e. See Instructi                                    | on 1(b).                                   |   |     | Filed       |   |                                   |  | a) of the Secu<br>Investment C              |   |                   | 1934  |                                     |   | hours p  | er respor   | ise:  | 0                          |
|--|---|--|---|-----|-------------|---|-----------------------------------|--|---|---|-------------------|---|-------------------------------------|---|--|---|---|----------------------------|
| 1. Name and Address of Reporting Person* ADVANCE/NEWHOUSE PARTNERSHIP CHTR |   |  |   |     |             |   |                                   |  |   |   |                   |   |                                     | ionship of Re<br>all applicable<br>Director<br>Officer (giv | )  | erson(s)  | 10% Ow<br>Other (sp   |                            |
| 1  |   |  |   |     |             | 3. Date of Earliest Transaction (Month/Day/Year) 04/14/2017 |                                   |  |   |   |                   | -   | below)                              |   |  | below)  |   |                            |
| (Street) EAST SYRACUSE NY 13057-1211 4. If Ame                             |   |  |   |     |             | 4. If Amendment, Date of Original Filed (Month/Day/Year)    |                                   |  |   |   |                   | 6. Individual or Joint/Group Filing (Check Applicable Line<br>Form filed by One Reporting Person<br>X Form filed by More than One Reporting Perso |                                     |   |  |   | ,   |                            |
| (City) (State) (Zip)   |   |  |   |     |             |   |                                   |  |   |   |                   |   |                                     |   |  |   |   |                            |
|  |   | 7  | Γable I - Noι   | n-D | eriva       | tive S  | Secu                              | urities Ac   | quired, Di                                  | sposed  | of, or B          | enefici   | ally Owi                            | ned   |  |   |   |                            |
| 1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)      |   |  |   |     | Exe<br>if a | . Deemed<br>ecution Date,<br>ny<br>onth/Day/Yea             | Transaction Disposed Code (Instr. |  | ed Of (D) (I                                | ities Acquired (A) or<br>d Of (D) (Instr. 3, 4 and 5) |                   | 5. Amount of<br>Securities<br>Beneficially 0<br>Following Re<br>Transaction(s   | Owned ported (Instr. 4              |   | Direct (D)   | 7. Nature<br>Indirect<br>Beneficial<br>Ownershi<br>(Instr. 4) |   |                            |
|  |   |  |   |     |             |   |                                   |  | Code V                                      |   | (1                | D)  | Price                               | (Instr. 3 and 4   | 4)   |   |   |                            |
|  |   |  |   |     |             |   |                                   |  | uired, Dis<br>s, options,                   |   |                   |   |                                     | ed  |  |   |   |                            |
| 1. Title of<br>Derivative<br>Security (Instr.<br>3)                        | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date<br>if any<br>(Month/Day/Ye | ·′  |             | ransaction ode (Instr.                                      |                                   | lumber of ivative curities quired (A) or posed of (Instr. 3, 4 | 6. Date Exer<br>Expiration D<br>(Month/Day/ | ate   | Securities Underl |   | lying                               | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)         | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | ve<br>ies<br>ially<br>ng                                      | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4 | Benefi<br>Owner<br>(Instr. |
|  |   |  |   |     | Code        | v   | (A)                               | (D)  | Date<br>Exercisable                         | Expiration<br>Date                                    | Title             |   | Amount<br>or<br>Number<br>of Shares |   | Transac<br>(Instr. 4   |   |   |                            |
| Class B<br>Common Units<br>of Charter<br>Communications<br>Holdings, LLC   | (1)   | 04/14/2017                                 |   |     | D           |   |                                   | 319,362 <sup>(2)</sup>   | 05/18/2016                                  | (1)   | Commu<br>Cla      | arter<br>nications<br>ss A<br>on Stock  | 319,362                             | \$324.31 <sup>(3)</sup>                                     | 27,98  | 7,457   | I   | See<br>Rema                |
| 1. Name and Ac   |   | orting Person*<br>OUSE PART                | NERSHIP   |     |             |   |                                   |  |   |   |                   |   |                                     |   |  |   |   |                            |
| (Last)<br>6350 COUR  | ,   | irst)                                      | (Middle)  |     |             |   |                                   |  |   |   |                   |   |                                     |   |  |   |   |                            |
| (Street) EAST SYRA   | CUSE N  | Y  | 13057-1   | 211 |             |   |                                   |  |   |   |                   |   |                                     |   |  |   |   |                            |
| (City)   | (S  | itate)                                     | (Zip)   |     |             |   |                                   |  |   |   |                   |   |                                     |   |  |   |   |                            |
| 1. Name and Ac   |   | orting Person* ADCASTING                   | G CORP  |     |             |   |                                   |  |   |   |                   |   |                                     |   |  |   |   |                            |
| (Last)<br>6350 COUR  | •   | irst)                                      | (Middle)  |     |             |   |                                   |  |   |   |                   |   |                                     |   |  |   |   |                            |
| (Street) EAST SYRACUSE NY 13057-1211                                       |   |  |   |     |             |   |                                   |  |   |   |                   |   |                                     |   |  |   |   |                            |
| (City)   | (S  | itate)                                     | (Zip)   |     |             |   |                                   |  |   |   |                   |   |                                     |   |  |   |   |                            |
| 1. Name and Ac   |   | orting Person* <u>CATIONS, II</u>          | <u>NC</u>   |     |             |   |                                   |  |   |   |                   |   |                                     |   |  |   |   |                            |
| (Last)<br>950 FINGER   | •   | irst)<br>OAD                               | (Middle)  |     |             |   |                                   |  |   |   |                   |   |                                     |   |  |   |   |                            |
| (Street) STATEN ISL  | AND N   | Y  | 10305   |     |             |   |                                   |  |   |   |                   |   |                                     |   |  |   |   |                            |

|  | (First)<br>N MILLER LLC<br>C CENTER, 19TH FI<br>NJ | (Middle) LOOR 07102 |
|--|--|---------------------|
| C/O ROBINSO                            | N MILLER LLC                                       | , ,                 |
| ` ,                                    | , ,  | (Middle)            |
| (Last)                                 | (First)  | (Middle)            |
|  |  |                     |
|  | ss of Reporting Person*                            | ANAGEMENT TRUST     |
| (City)                                 | (State)  | (Zip)               |
| (Street) NEW YORK                      | NY   | 10007               |
| —————————————————————————————————————— | TRADE CENTER                                       |                     |
| ONE WORLD                              |  |                     |

### **Explanation of Responses**

- 1. The Class B Common Units of Charter Communications Holdings, LLC ("Charter Holdings") are exchangeable by Advance/Newhouse Partnership, a New York partnership ("A/N") at any time into either, at the Issuer's option, (i) shares of Class A Common Stock of the Issuer on a one-for-one basis or (ii) an amount of cash based on the volume-weighted average price of the Class A Common Stock for the two consecutive trading days prior to the date of delivery of A/N's Exchange Notice (as such term is defined under and pursuant to that certain exchange agreement, dated as of May 18, 2016, between, among others, the Issuer, Charter Holdings and A/N) per Class B Common Unit exchanged and have no expiration date.
- $2. \ Sold\ to\ the\ Issuer\ in\ an\ exempt\ transaction\ pursuant\ to\ Rule\ 16b-3\ under\ the\ Securities\ Exchange\ Act\ of\ 1934,\ as\ amended.$
- 3. Represents the Average Public Per Share Repurchase Price (as such term is defined in Annex A to that certain letter agreement, dated as of December 23, 2106, between the Issuer, Charter Holdings and A/N).

### Remarks:

Each of Newhouse Broadcasting Corporation, Advance Publications, Inc., Newhouse Family Holdings, L.P. and Advance Long-Term Management Trust may be deemed to beneficially own the shares of Class A Common Stock and Class B Common Units held by A/N due to their control of A/N.

| Advance/Newhouse Partnership, By: /s/ Michael A. Newhouse, Vice President  | 04/18/2017 |
|--|------------|
| Advance Publications, Inc., By: /s/<br>Michael A. Newhouse, Co-<br>President   | 04/18/2017 |
| Advance Long-Term Management<br>Trust, By: /s/ Michael A.<br>Newhouse, Trustee   | 04/18/2017 |
| Newhouse Broadcasting Corporation, By: /s/ Michael A. Newhouse, Executive Vice President   | 04/18/2017 |
| Newhouse Family Holdings, L.P.,<br>By: Advance Long-Term<br>Management Trust, as General<br>Partner, By: /s/ Michael A.<br>Newhouse, Trustee | 04/18/2017 |
| ** Signature of Reporting Person   | Date       |

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

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (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.