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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): November 17, 2004**

**CC V HOLDINGS, LLC**  
**CC V HOLDINGS FINANCE, INC.**

*(Exact name of registrants as specified in its charter)*

**Delaware**

**Delaware**

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

**333-75415**

**333-75415-03**

*(Commission File Number)*

**13-4029965**

**13-4029969**

*(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)*

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**ITEM 8.01. OTHER EVENTS.**

Charter Communications, Inc. ("Charter"), the indirect parent company and manager of CC V Holdings, LLC and CC V Holdings Finance, Inc., today announced that it has agreed to issue and sell in a private transaction \$750 million original principal amount of Convertible Senior Notes due 2009. Charter has granted the initial purchasers an option to purchase up to an additional \$112.5 million original principal amount of such notes to cover over-allotments. The notes will have an annual interest rate of 5.875%, payable semi-annually, and will be convertible into 413.2231 shares of Charter's Class A common stock per \$1,000 original purchase amount of notes, which represents an initial conversion price of approximately \$2.42 per share. The entirety of the press release appearing in Exhibit 99.1 hereto is not filed but is furnished pursuant to Regulation FD.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

The following exhibit is not filed but furnished pursuant to Item 8.01:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated November 17, 2004. (Incorporated by reference to Exhibit 99.1 to the current report on Form 8-K of Charter Communications, Inc. filed on November 17, 2004 (File No. 000-27927)).

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, CC V Holdings, LLC and CC V Holdings Finance, Inc. have duly caused this Current Report to be signed on their behalf by the undersigned hereunto duly authorized.

### CC V HOLDINGS, LLC

Registrant

By: CHARTER COMMUNICATIONS, INC., Registrants' Manager

Dated: November 17, 2004

By: /s/ Paul E. Martin

Name: Paul E. Martin

Title: Interim Co-Chief Financial Officer, Senior Vice President and Corporate Controller  
(Co-Principal Financial Officer and Principal  
Accounting Officer)

### CC V HOLDINGS FINANCE, INC.

Registrant

Dated: November 17, 2004

By: /s/ Paul E. Martin

Name: Paul E. Martin

Title: Interim Co-Chief Financial Officer, Senior Vice President and Corporate Controller  
(Co-Principal Financial Officer and Principal  
Accounting Officer)

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## EXHIBIT INDEX

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