

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): April 30, 2013



Charter Communications, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

001-33664

(Commission File Number)

43-1857213

(I.R.S. Employer Identification Number)

400 Atlantic Street, 10th Floor

Stamford, Connecticut 06901

(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))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

Issuance of Senior Notes due 2024

On May 3, 2013 (the “Closing Date”), CCO Holdings, LLC and CCO Holdings Capital Corp. (together with CCO Holdings, LLC, the “Issuers”) subsidiaries of Charter Communications, Inc. (the “Company”) issued \$1.0 billion aggregate principal amount of 5.75% senior notes due 2024 (the “Notes”). The offering and sale of the Notes were made pursuant to a shelf registration statement on Form S-3, initially filed with the Securities and Exchange Commission on January 4, 2011, as amended on May 3, 2011, as further amended on November 9, 2011, and a prospectus supplement dated April 19, 2013. The Issuers' payment obligations under the Notes are fully and unconditionally guaranteed on a senior unsecured basis by the Company.

The Notes resulted in net proceeds of approximately \$988.5 million, after deducting underwriting discounts and commissions. The net proceeds of this issuance will be used to repurchase or redeem the Issuers' 7.875% senior notes due 2018, to pay related fees and expenses and for general corporate purposes.

In connection therewith, the Issuers entered into the following agreements:

Indenture

On the Closing Date, the Issuers (and the Company as parent guarantor party thereto) entered into an Eighth Supplemental Indenture with The Bank of New York Mellon Trust Company, N. A. as trustee (the “Trustee”) providing for the issuance of the Notes (the “Supplemental Indenture”) and the terms thereof. The Supplemental Indenture supplements a base indenture previously entered into on May 10, 2011 between the Issuers, the Company, as guarantor and the Trustee (the “Base Indenture” and together with the Supplemental Indenture, the “Indenture”) providing for the issuance of the Notes generally. The Indenture provides, among other things, that the Notes are general unsecured obligations of the Issuers. Interest is payable on the Notes on each January 15 and July 15, commencing July 15, 2013. The Company may redeem some or all of the Notes at any time prior to July 15, 2018 at a redemption price equal to 100% of the principal amount thereof plus accrued and unpaid interest, if any, on such Notes plus an applicable make-whole premium. On or after July 15, 2018, the Issuers may redeem some or all of the Notes at redemption prices set forth in the Supplemental Indenture. In addition, at any time prior to July 15, 2016, the Issuers may redeem up to 35% of the aggregate principal amount of the Notes at a redemption price equal to 105.750% of the principal amount thereof plus accrued and unpaid interest to the redemption date, with the net cash proceeds of certain equity offerings, provided that certain conditions are met.

The Issuers' payment obligations under the Notes are fully and unconditionally guaranteed on a senior unsecured basis by the Company.

The terms of the Indenture, among other things, limit the ability of the Issuers to incur additional debt and issue preferred stock; pay dividends or make other restricted payments; make certain investments; create liens; allow restrictions on the ability of certain of its subsidiaries to pay dividends or make other payments to it; sell assets; merge or consolidate with other entities; and enter into transactions with affiliates.

Subject to certain limitations, in the event of a Change of Control (as defined in the Supplemental Indenture), the Issuers will be required to make an offer to purchase the Notes at a price equal to 101% of the aggregate principal amount of the Notes repurchased, plus accrued and unpaid interest, if any, to the date of repurchase.

The Indenture provides for customary events of default which include (subject in certain cases to customary grace and cure periods), among others, nonpayment of principal or interest; breach of other covenants or agreements in the Indenture; failure to pay certain other indebtedness; failure to pay certain final judgments; failure of certain guarantees to be enforceable; and certain events of bankruptcy or insolvency. Generally, if an event of default occurs, the Trustee or the holders of at least 25% in aggregate principal amount of the then outstanding series of Notes may declare all the Notes of such series to be due and payable immediately.

Term F Loan Incremental Activation Notice

On May 3, 2013, Charter Communications Operating, LLC, (“Charter Operating”), an indirect subsidiary of the Company executed a Term F Loan Incremental Activation Notice (the “Notice”) under its existing Credit Agreement, dated as of March 18, 1999, as amended and restated as of April 11, 2012 (as further amended, restated, supplemented or otherwise modified from time to time), by and among Charter Operating, CCO Holdings, LLC, the financial institutions party thereto from time to time and Bank of America, N.A. as the Administrative Agent (the “Credit Agreement”).

The Notice established a new tranche of Term F Loan Commitments in an aggregate principal amount of \$1.2 billion, which was fully drawn on May 3, 2012. Amounts drawn under the Term F Loan Commitments were used to prepay and terminate Charter Operating's existing Term C Loans and Term D Loans and to pay transaction related fees and expenses.

The maturity date of all Term F Loans is January 3, 2021. Term F Loans will, at the option of Charter Operating, bear interest at the Eurodollar Rate plus 2.25% or ABR plus 1.25%, as applicable.

ITEM 2.03. CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT.

The information under "Indenture" and "Term F Loan Incremental Activation Notice" in Item 1.01 above are incorporated herein by reference.

ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

The Company held its Annual Meeting of Stockholders on April 30, 2013. The meeting included the election of directors and one other matter. Of the total 101,136,436 shares of Class A common stock of the Company issued, outstanding and eligible to vote at the meeting, 94,927,487 shares, representing the same number of votes, were represented in person or by proxy at the meeting. The votes cast for all matters are set forth below:

1. Election of Class A Directors

Nominees	Number of Votes FOR	Number of Votes WITHHELD	Broker Non-Votes
W. Lance Conn	73,462,612	18,953,363	2,511,512
Darren Glatt	91,013,641	1,402,334	2,511,512
Craig A. Jacobson	91,972,409	443,566	2,511,512
Bruce A. Karsh	91,933,280	482,695	2,511,512
Edgar Lee	91,941,519	474,456	2,511,512
Jeffrey A. Marcus	89,861,759	2,554,216	2,511,512
John D. Markley, Jr.	91,972,400	443,575	2,511,512
David C. Merritt	91,960,931	455,044	2,511,512
Stan Parker	91,960,931	455,044	2,511,512
Thomas M. Rutledge	91,969,878	446,097	2,511,512
Eric L. Zinterhofer	89,786,623	2,629,352	2,511,512

2. Vote to amend the Company's 2009 Stock Incentive Plan.

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
56,527,821	35,884,328	3,826	2,511,512

3. Vote to ratify the appointment of KPMG LLP as Company's independent public accounting firm

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
94,854,207	72,008	1,272	—

No other matters were considered and voted on by the stockholders at the annual meeting.

ITEM 8.01. OTHER EVENTS.

On May 3, 2013, the Company announced that the Issuers have received and purchased approximately \$296 million aggregate principal amount of the 2018 Notes validly tendered by 5:00 p.m., Eastern Daylight Time (EDT), on May 2, 2013.

The Company simultaneously announced that it was irrevocably calling for redemption on June 3, 2013 all 2018 Notes that remain outstanding after the expiration of the tender offer, at the redemption price of \$1,059.06 for every \$1,000 principal amount of 2018 Notes redeemed, plus accrued and unpaid interest to, but excluding the redemption date.

The press releases announcing the closing on the sale of the Notes and the initial results of the tender offer are attached as Exhibits 99.1 and 99.2, respectively.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit Number	Description
5.1	Opinion of Kirkland & Ellis LLP.*
99.1	Press release announcing the closing on the sale of the Notes dated May 3, 2013.*
99.2	Press release announcing initial results of the tender offer dated May 3, 2013. *

* filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. 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

Senior Vice President - Finance, Controller and
Chief Accounting Officer

Date: May 3, 2013

EXHIBIT INDEX

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[LETTERHEAD OF KIRKLAND & ELLIS LLP]

May 3, 2013

Charter Communications, Inc.
CCO Holdings Capital Corp.
CCO Holdings, LLC
400 Atlantic Street, 10th Floor
Stamford, Connecticut 06901

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We are issuing this opinion letter in our capacity as legal counsel to Charter Communications, Inc. (the “Company”), CCO Holdings Capital Corp., a Delaware corporation (“CCOH Capital”), and CCO Holdings, LLC, a Delaware limited liability company (together with CCOH Capital, the “Issuers”), in connection with the issuance and sale by the Issuers of the Issuers' \$1,000,000,000 aggregate principal amount of 5.750% Senior Notes due 2024 (the “Notes”) under the Securities Act of 1933, as amended (the “Securities Act”), which were guaranteed by the Company (the “Guarantee”).

In that connection, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including (i) the articles of incorporation, articles of organization, bylaws and operating agreement of the Issuers and the Company, as applicable, (ii) the registration statement on Form S-3 (No. 333-171526) (as amended, the “Registration Statement”) to which this letter is an exhibit, (iii) the indenture, dated May 10, 2011, by and among the Issuers, the Company, as guarantor and The Bank of New York Mellon Trust Company, N.A., as trustee, including the supplemental indenture thereto dated the date hereof (collectively, the “Indenture”), and (iv) copies of the Notes.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto, and the due authorization, execution and delivery of all documents by the parties thereto. As to any facts material to the opinions expressed herein that we have not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Issuers and the Company.

Our opinion expressed below is subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of (i) any bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar law affecting the enforcement of creditors' rights generally, (ii) general principals of equity (regardless of whether enforcement is considered in a proceeding in equity or at law), and (iii) public policy considerations that may limit the rights of parties to obtain certain remedies.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that (i) the Notes have been duly authorized and are binding obligations of the Issuers and (ii) the Guarantee is duly authorized and is a binding obligation of the Company.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. We also consent to the reference to our firm under the heading "Legal Matters" in the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of the rules and regulations of the Securities and Exchange Commission.

Our advice on every legal issue addressed in this letter is based exclusively on the internal law of the State of New York, the Limited Liability Company Act of the State of Delaware and the General Corporation Law of the State of Delaware.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion speaks only as of the date hereof and we assume no obligation to revise or supplement this opinion.

We have also assumed that the execution and delivery of the Indenture, the Notes and the Guarantee and the performance by the Issuers and the Company of their obligations thereunder do not and will not violate, conflict with or constitute a default under any agreement or instrument to which either of the Issuers or the Company is bound.

This opinion is furnished to you in connection with the filing of the Registration Statement and in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and is not to be used, circulated, quoted or otherwise relied upon for any other purposes.

Yours very truly,

/s/ KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS LLP



NEWS

Charter Closes on \$1 Billion in Senior Unsecured Notes and \$1.2 Billion Term Loan F

STAMFORD, Connecticut - May 3, 2013 - Charter Communications, Inc. (NASDAQ: CHTR) (along with its subsidiaries, the "Company" or "Charter") today announced that its subsidiaries, CCO Holdings, LLC and CCO Holdings Capital Corp., have closed on the public sale of \$1 billion in aggregate principal amount of senior unsecured notes due in 2024 (the "Notes"). The Notes bear an interest rate of 5.750 percent per annum and were issued at par.

The Notes resulted in proceeds of approximately \$987 million after deducting underwriting discounts, commissions and other expenses. Charter intends to use the net proceeds from the sale of the Notes to repurchase or redeem CCO Holdings' outstanding 7.875% senior notes due 2018, to pay related fees and expenses and for general corporate purposes.

The offering and sale of the Notes was made pursuant to a shelf registration statement on Form S-3 previously filed with the Securities and Exchange Commission, as amended and prospectus supplement dated April 19, 2013.

Charter also announced today its subsidiary, Charter Communications Operating, LLC, has entered into a Term Loan F pursuant to the terms of its Amended and Restated Credit Agreement providing for \$1.2 billion of term loans with a final maturity date of January 3, 2021. Pricing on the new term loans was set at LIBOR plus 225 basis points with a LIBOR floor of 0.75% and 0.25% of original issue discount. The proceeds from Term Loan F will be used, together with other funds, to refinance \$532 million principal amount of Term Loan C due 2016, and \$743 million principal amount of Term Loan D due 2019.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), regarding, among other things, our plans, strategies and prospects, both business and financial. Although we believe that our plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions including, without limitation, the factors described under “Risk Factors” from time to time in our filings with the Securities and Exchange Commission (“SEC”). Many of the forward-looking statements contained in this release may be identified by the use of forward-looking words such as “believe,” “expect,” “anticipate,” “should,” “planned,” “will,” “may,” “intend,” “estimated,” “aim,” “on track,” “target,” “opportunity,” “tentative,” “positioning,” “designed,” “create,” and “potential,” among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this release are set forth in other reports or documents that we file from time to time with the SEC, and include, but are not limited to:

- our ability to sustain and grow revenues and cash flow from operations by offering video, Internet, telephone, advertising and other services to residential and commercial customers, to adequately meet the customer experience demands in our markets and to maintain and grow our customer base, particularly in the face of increasingly aggressive competition, the need for innovation and the related capital expenditures and the difficult economic conditions in the United States;
- the impact of competition from other market participants, including but not limited to incumbent telephone companies, direct broadcast satellite operators, wireless broadband and telephone providers, digital subscriber line (“DSL”) providers, and video provided over the Internet;
- general business conditions, economic uncertainty or downturn, high unemployment levels and the level of activity in the housing sector;
- our ability to obtain programming at reasonable prices or to raise prices to offset, in whole or in part, the effects of higher programming costs (including retransmission consents);
- the development and deployment of new products and technologies;
- the effects of governmental regulation on our business;
- the availability and access, in general, of funds to meet our debt obligations prior to or when they become due and to fund our operations and necessary capital expenditures, either through (i) cash on hand, (ii) free cash flow, or (iii) access to the capital or credit markets; and
- our ability to comply with all covenants in our indentures and credit facilities any violation of which, if not cured in a timely manner, could trigger a default of our other obligations under cross-default provisions.

All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this release.

Contact:

Media:

Anita Lamont

314-543-2215

Analysts:

Stefan Anninger

203-905-7955



NEWS

Charter Announces Initial Results of Tender Offer and Consent Solicitations

STAMFORD, Connecticut - May 3, 2013 - Charter Communications, Inc. (NASDAQ: CHTR) (along with its subsidiaries, the "Company" or "Charter") today announced the results of the tender offer by its subsidiaries, CCO Holdings Capital Corp. and CCO Holdings, LLC (together, the "Issuers"), commenced April 19, 2013 for the outstanding debt securities listed below and tendered and not withdrawn by 5:00 p.m., New York City time, on Thursday, May 2, 2013 (the "Early Tender/Consent Deadline").

Securities	CUSIP Number	Aggregate Principal Amount Outstanding	Tender Consideration(1)	Consent Payment(2)	Total Consideration(1)
7.875% Senior Notes due 2018	1248EP AJ2, U12501 AD1	\$900,000,000	\$1,033.25	\$30.00	\$1,063.25

(1) Does not include accrued and unpaid interest, which will be paid on Notes accepted for purchase

(2) Represents a consent fee for the Notes tendered on or prior to the Consent Payment Deadline.

Holders of approximately \$296 million aggregate principal amount of the Issuers' 7.875% Senior Notes due 2018 (the "Notes") have validly tendered their Notes. The aggregate purchase price (including the consent payment listed above) will not exceed \$316 million. The Notes validly tendered at or prior to the Consent Payment Deadline were accepted for purchase today, May 3, 2013.

The Notes were sold to qualified institutional buyers in reliance on Rule 144A and outside the United States to non-U.S. persons in reliance on Regulation S. The Notes have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

Charter also solicited consents (the "Consent Solicitation") from the holders of the Notes to proposed amendments to, among other things, eliminate substantially all of the restrictive covenants and certain events of default, and eliminate or modify related provisions contained in the indenture governing the Notes. The Consent Solicitation expired at 5:00 p.m. EST, on May 2, 2013 (the "Consent Payment Deadline"). The Issuers have received consents from holders of approximately 32.94% of the Notes as of the Early Tender/Consent Deadline. The consents received are not sufficient to effect the proposed amendments to the indenture governing the Notes as set forth in the Offer to Purchase and Consent Solicitation Statement, dated April 19, 2013 and the related Letter of Instruction, pursuant to which the tender offer and Consent Solicitation are being made.

Charter intends to redeem (the "Redemption") the remaining aggregate principal amount of the outstanding Notes not validly tendered in the tender offer prior to the Consent Payment Deadline as permitted by the terms of the indenture governing the Notes. Charter intends to consummate the Redemption on June 3, 2013.

The tender offer is scheduled to expire at 11:59 p.m. EST, on May 16, 2013, unless extended or earlier terminated (the "Expiration Date"). The payment date for any additionally tendered Notes accepted for purchase will be promptly after the Expiration Date.

Holders may obtain copies of the Offer to Purchase from the Information Agent for the tender offer, Global Bondholder Services Corporation, at (212) 430-3774 (collect) and (866) 389-1500 (toll free).

BofA Merrill Lynch, Barclays Capital Inc. and Citigroup Global Markets Inc. are serving as the Dealer Managers for the tender offer. Questions regarding the tender offer and Consent Solicitation may be directed to BofA Merrill Lynch, Debt Advisory Services at (888) 292-0070 (toll free) or (646) 292-0070 (collect); Barclays Capital Inc., Liability Management Group at (800) 438-3242 (toll free) or (212) 528-7581 (collect); or Citigroup Global Markets Inc., Liability Management Group at (800) 558-3745 (toll free) or (212) 723-6106 (collect).

Neither the Company, the Issuers, the Dealer Managers, the Information Agent nor any other person makes any recommendation as to whether holders of Notes should tender their Notes, and no one has been authorized to make such a recommendation.

This announcement is not an offer to purchase, or the solicitation of an offer to sell the Notes. The tender offer may only be made pursuant to the terms of the Offer to Purchase and Consent Solicitation and the related Letter of Instructions.

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This release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), regarding, among other things, our plans, strategies and prospects, both business and financial. Although we believe that our plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions including, without limitation, the factors described under “Risk Factors” from time to time in our filings with the Securities and Exchange Commission (“SEC”). Many of the forward-looking statements contained in this release may be identified by the use of forward-looking words such as “believe,” “expect,” “anticipate,” “should,” “planned,” “will,” “may,” “intend,” “estimated,” “aim,” “on track,” “target,” “opportunity,” “tentative,” “positioning,” “designed,” “create,” and “potential,” among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this release are set forth in other reports or documents that we file from time to time with the SEC, and include, but are not limited to:

- our ability to sustain and grow revenues and cash flow from operations by offering video, Internet, telephone, advertising and other services to residential and commercial customers, to adequately meet the customer experience demands in our markets and to maintain and grow our customer base, particularly in the face of increasingly aggressive competition, the need for innovation and the related capital expenditures and the difficult economic conditions in the United States;
- the impact of competition from other market participants, including but not limited to incumbent telephone companies, direct broadcast satellite operators, wireless broadband and telephone providers, digital subscriber line (“DSL”) providers, and video provided over the Internet;
- general business conditions, economic uncertainty or downturn, high unemployment levels and the level of activity in the housing sector;
- our ability to obtain programming at reasonable prices or to raise prices to offset, in whole or in part, the effects of higher programming costs (including retransmission consents);
- the development and deployment of new products and technologies;
- the effects of governmental regulation on our business;
- the availability and access, in general, of funds to meet our debt obligations prior to or when they become due and to fund our operations and necessary capital expenditures, either through (i) cash on hand, (ii) free cash flow, or (iii) access to the capital or credit markets; and
- our ability to comply with all covenants in our indentures and credit facilities any violation of which, if not cured in a timely manner, could trigger a default of our other obligations under cross-default provisions.

All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this release.

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