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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): September 9, 2005

**Charter Communications Holdings, LLC**  
**Charter Communications Holdings Capital Corporation**

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

**Delaware**

**Delaware**

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

**333-77499**

**333-77499-01**

*(Commission File Number)*

**43-1843179**

**43-1843177**

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

**12405 Powerscourt Drive**

**St. Louis, Missouri 63131**

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

**(314) 965-0555**

*(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 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 September 12, 2005, Charter Communications, Inc. ("Charter"), the indirect parent company and manager of Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation, announced the results to date of the exchange offers by Charter Communications Holdings, LLC ("Charter Holdings"), CCH I, LLC ("CCH I") and CCH I Holdings, LLC ("CIH") for any and all of certain outstanding debt securities of Charter Holdings in a private placement for new debt securities of CCH I and CIH. CCH I, CIH and Charter Holdings are indirect, wholly-owned subsidiaries of Charter.

A press release announcing the results of the number of securities tendered by the early termination date, September 9, 2005, is attached hereto as Exhibit 99.1.

**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 September 12, 2005. (Incorporated by reference to Exhibit 99.1 to the current report on Form 8-K of Charter Communications, Inc. filed on September 15, 2005 (File No. 000-27927)).

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation have duly caused this Current Report to be signed on their behalf by the undersigned hereunto duly authorized.

### CHARTER COMMUNICATIONS HOLDINGS, LLC

#### **Registrant**

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: September 15, 2005

By:/s/ Paul E. Martin  
Name: Paul E. Martin  
Title: *Senior Vice President,  
Interim Chief Financial Officer,  
Principal Accounting Officer and  
Corporate Controller  
(Principal Financial Officer and  
Principal Accounting Officer)*

### CHARTER COMMUNICATIONS HOLDINGS

#### CAPITAL CORPORATION

#### **Registrant**

Dated: September 15, 2005

By:/s/ Paul E. Martin  
Name: Paul E. Martin  
Title: *Senior Vice President,  
Interim Chief Financial Officer,  
Principal Accounting Officer and  
Corporate Controller  
(Principal Financial Officer and  
Principal Accounting Officer)*

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## EXHIBIT INDEX

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