

FORM 8-K

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 205499

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): December 27, 2000

CHARTER COMMUNICATIONS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

000-27927

Commission File Number

43-1857213

(Federal Employer
Identification Number)

12444 Powerscourt Drive - Suite 400
St. Louis, Missouri

(Address of Principal Executive Offices)

63131

(Zip Code)

(Registrant's telephone number, including area code)

(314) 965-0555

ITEM 5. OTHER ITEMS.

Charter Communications Holdings, LLC ("Charter Holdings") and Charter Communications Holdings Capital Corporation, both beneficially owned subsidiaries of Charter Communications, Inc. (collectively, the "Issuers"), announced plans to raise \$850.0 million in a private placement of senior and senior discount notes (the "Notes"). The net proceeds of the offering will be used to repay \$272.5 million that remains outstanding under the August 2000 \$1.0 billion senior bridge loan of Charter Holdings and to repay a portion of amounts outstanding under the revolving credit facilities of certain subsidiaries of the Issuers of the Notes.

The Issuers plan to sell senior notes due 2008 and 2011, and senior discount notes due 2011 in early January 2001.

A copy of the press release announcing the contemplated financing is being filed as Exhibit 99.1 with this report.

ITEM 7. EXHIBITS.

(a) Exhibits.

99.1 Press release dated December 27, 2000.*

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*filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,
registrant

Dated December 27, 2000

By: /s/ KENT D. KALKWARF

Name: Kent D. Kalkwarf
Title: Senior Vice President and
Chief Financial Officer
(Principal Financial Officer
and Principal Accounting
Officer)

EXHIBIT INDEX

99.1 Press release dated December 27, 2000.

[CHARTER COMMUNICATIONS LOGO]

NEWS

FOR RELEASE: WEDNESDAY, DECEMBER 27, 2000

CHARTER COMMUNICATIONS HOLDINGS, LLC AND
CHARTER COMMUNICATIONS HOLDINGS CAPITAL CORPORATION
TO ISSUE SENIOR AND SENIOR DISCOUNT NOTES

ST. LOUIS - Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation, subsidiaries of Charter Communications, Inc. (Nasdaq: CHTR), today announced their intent to sell \$850 million of Senior and Senior Discount Notes (the "Notes").

The net proceeds of this issuance will be used to repay \$272.5 million that remains outstanding under the August 2000 \$1 billion senior bridge loan of Charter Communications Holdings, LLC and to repay a portion of amounts outstanding under revolving credit facilities.

The Notes are being sold to qualified institutional buyers in reliance on Rule 144A. The Notes will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), 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. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

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With 6.3 million customers, Charter Communications, a Wired World(TM) company, is among the nation's largest broadband communications companies. Charter offers an array of advanced broadband services, including cable television under the Charter Cable TV(TM) brand; advanced digital video programming services under the Charter Digital Cable(TM) brand; and high-speed Internet access via Charter Pipeline(TM). Charter's Class A common stock is traded on the Nasdaq National Market under the ticker symbol "CHTR." More information about Charter can be found on the Internet at www.chartercom.com.

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Statements in this press release regarding Charter Communications' business that are not historical facts may be "forward-looking statements." Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Important factors that could cause actual results to differ materially from any such forward-looking statements are identified in the reports and documents Charter files from time to time with the U.S. Securities and Exchange Commission.

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