

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <u>Liberty Broadband Corp</u>			2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS, INC. /MO/ [CHTR ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/02/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
12300 LIBERTY BOULEVARD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ENGLEWOOD CO 80112</u>			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
3.125% Exch. Senior Debentures due 2054 (obligation to sell)	(1)(2)	07/02/2024		S <sup>(1)(2)</sup>			\$860,000,000	(2)	(3)	Class A Common Stock	2,188,012	\$860,000,000	\$860,000,000 <sup>(1)</sup>	D	
3.125% Exch. Senior Debentures due 2053 (obligation to sell)	(4)(5)	07/02/2024		P <sup>(4)(5)</sup>		\$300,000,000		(5)	(6)	Class A Common Stock	567,030	\$300,000,000 <sup>(7)</sup>	\$965,000,000	D	

**Explanation of Responses:**

- On July 2, 2024, the reporting person sold, pursuant to a purchase agreement, \$860,000,000 aggregate principal amount of its 3.125% exchangeable senior debentures due 2054 (the "Debentures") in a private sale pursuant to Rule 144A. Each \$1,000 principal amount of Debentures is initially exchangeable for 2.5442 shares of the issuer's Class A common stock, par value \$0.001 per share (the "Common Stock"). Upon exchange at the option of the holder or a purchase of the Debentures pursuant to a holder's put right, the reporting person may elect physical or cash settlement, or a combination thereof.
- Each Debenture is exchangeable at the option of the holder during specified periods as set forth in the Remarks section. Holders of the Debentures may put them to the reporting person on December 15, 2028, or prior thereto following the occurrence of a "fundamental change," and the Debentures may be redeemed by the reporting person, (i) in whole or in part, on or after December 15, 2028 at any time, or (ii) in whole or in part, prior to December 15, 2028, after the occurrence of certain conditions or events.
- The expiration date for the Debentures is June 30, 2054.
- Each \$1,000 principal amount of 3.125% senior debentures due 2053 issued by the reporting person (the "3.125% Debentures") is exchangeable for 1.8901 shares of Common Stock, settled only in cash based on the value of the shares of Common Stock.
- Each 3.125% Debenture is exchangeable at the option of the holder during specified periods. Holders of the 3.125% Debentures may put them to the reporting person on April 6, 2026, or prior thereto following the occurrence of a "fundamental change," and the 3.125% Debentures may be redeemed by the reporting person, (i) in whole or in part, on or after April 6, 2026 at any time, or (ii) in whole, but not in part, prior to April 6, 2026, after the occurrence of certain conditions or events.
- The expiration date for the 3.125% Debentures is March 31, 2053.
- On July 2, 2024, the reporting person repurchased for cash \$300,000,000 aggregate principal amount of the 3.125% Debentures. Holders of the 3.125% Debentures received payment of \$960 for each \$1,000 principal amount of the 3.125% Debentures accepted for purchase, plus accrued and unpaid interest.

**Remarks:**

Each Debenture is exchangeable at the option of the holder, subject to certain terms and conditions, during specified periods after: (i) the calendar quarter ending March 31, 2025, if the market value of the underlying Common Stock exceeds 130% of the adjusted principal amount of the Debenture; (ii) March 31, 2025, if the trading price of a Debenture is less than 98% of the market value of the underlying Common Stock; (iii) the occurrence of a "fundamental change" or a "make-whole fundamental change" with respect to a significant reference company prior to December 15, 2028; (iv) the Debenture is called for redemption; and (v) the issuer of the Common Stock declares or makes a dividend or distribution that, pursuant to the terms of the Debentures, would reduce the principal amount of the Debentures to \$0.00 or such principal amount is otherwise reduced to \$0.00. The Debentures are also exchangeable at any time after October 1, 2028 until the close of business on the second scheduled trading day immediately preceding December 15, 2028, and at any time after April 1, 2054 until the close of business on the second scheduled trading day immediately preceding the maturity date of the Debentures.

Liberty Broadband Corporation By:  
/s/ Brittany A. Uthoff Name: 07/02/2024  
Brittany A. Uthoff Title: Vice  
President

\*\* Signature of Reporting Person Date

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

\* 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.