

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): December 9, 2008

**Charter Communications Holdings, LLC**  
**Charter Communications Holdings Capital Corporation**  
**CCH II, LLC**  
**CCH II Capital Corp.**  
**CCO Holdings, LLC**  
**CCO Holdings Capital Corp.**  
*(Exact name of registrants as specified in their charters)*

**Delaware**

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

333-77499	43-1843179
333-77499-01	43-1843177
333-111423	03-0511293
333-111423-01	13-4257703
333-112593	86-1067239
333-112593-01	20-0259004

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*(Commission File Number)*

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*(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)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants 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))

**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

**ITEM 8.01 OTHER EVENTS.**

Effective December 9, 2008, Nathaniel A. Davis resigned as a member of the Board of Directors (the "Board") of Charter Communications, Inc. (the "Company"), the indirect parent company of Charter Communications Holdings, LLC, Charter Communications Holdings Capital Corporation, CCH II, LLC, CCH II Capital Corp., CCO Holdings, LLC and CCO Holdings Capital Corp., and as a member of the Audit Committee of the Board. On December 10, 2008, the Board elected director John H. Tory to the Audit Committee to replace Mr. Davis, giving the Audit Committee three independent members in compliance with NASDAQ rules. On December 11, 2008, the Company notified NASDAQ of Mr. Davis' resignation and Mr. Tory's appointment.

On December 10, 2008, the Board elected Robert P. May as the chairperson of the Compensation and Benefits Committee of the Board to replace Marc Nathanson who had previously resigned from the Board.

Also, on December 10, 2008, the Board eliminated the vacancies created by the resignations of Messrs. Davis and Nathanson by reducing the number of Board members from eleven to nine.

Attached as Exhibit 99.1 is a copy of the press release announcing Mr. Davis' resignation.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

The following exhibit is filed pursuant to Item 5.02:

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release announcing Nathaniel A. Davis' resignation as a director of Charter Communications, Inc. (Incorporated by reference to Exhibit 99.1 to the current report on Form 8-K of Charter Communications, Inc. filed on December 11, 2008 (File No. 000-27927)).

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, Charter Communications Holdings, LLC, Charter Communications Holdings Capital Corporation, CCH II, LLC, CCH II Capital Corp., CCO Holdings, LLC, and CCO Holdings Capital Corp. have duly caused this current report to be signed on its behalf by the undersigned, thereunto duly authorized.

### **Charter Communications Holdings, LLC**

#### **Registrant**

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: December 11, 2008

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: *Executive Vice President, General Counsel and Secretary*

### **Charter Communications Holdings Capital Corporation**

#### **Registrant**

Dated: December 11, 2008

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: *Executive Vice President, General Counsel and Secretary*

### **CCH II, LLC**

#### **Registrant**

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: December 11, 2008

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: *Executive Vice President, General Counsel and Secretary*

### **CCH II Capital Corp.**

#### **Registrant**

Dated: December 11, 2008

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: *Executive Vice President, General Counsel and Secretary*

### **CCO Holdings, LLC**

#### **Registrant**

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: December 11, 2008

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: *Executive Vice President, General Counsel and Secretary*

### **CCO Holdings Capital Corp.**

#### **Registrant**

Dated: December 11, 2008

By:/s/ Grier C. Raclin



## Exhibit Index

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