

**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): August 22, 2012**



**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)*

**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 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 2022***

On August 22, 2012 (the "Closing Date"), CCO Holdings, LLC and CCO Holdings Capital Corp. and together with CCO Holdings, the "Issuers") subsidiaries of Charter Communications, Inc. (the "Company") issued \$1.25 billion aggregate principal amount of 5.250% Senior Notes due 2022 (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, and a prospectus supplement dated August 8, 2012. 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 \$1.22 billion, after deducting underwriting discounts and commissions. The net proceeds of this issuance, among other things, will be used, as previously announced: (i) for general corporate purposes, including repaying amounts outstanding under the Charter Communications Operating, LLC revolving credit facility; (ii) to pay fees and expenses related to the offering; and (iii) to fund the redemption of the CCH II, LLC and CCH II Capital Corp 13.5% senior notes due 2016 on or before November 30, 2012.

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

***Indenture***

On the Closing Date, the Issuers (and the Company as parent guarantor party thereto) entered into a Fourth 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 March 30 and September 30, commencing March 30, 2013. The Company may redeem some or all of the Notes at any time prior to September 30, 2017 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 September 30, 2017, 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 September 30, 2015, the Issuers may redeem up to 35% of the aggregate principal amount of the Notes at a redemption price equal to 105.250% 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.

**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" in Item 1.01 above is incorporated herein by reference.

**ITEM 8.01 OTHER EVENTS.**

The press release announcing the closing on the sale of the Notes is attached as Exhibit 99.1.

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

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Kirkland & Ellis LLP. *
99.1	Press release announcing the closing on the sale of the Notes dated August 22, 2012. *

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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 Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,  
Registrant

By: /s/ Patricia A. Baldes  
Patricia A. Baldes  
Vice President - Financial Reporting

Date: August 22, 2012

EXHIBIT INDEX

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## [LETTERHEAD OF KIRKLAND &amp; ELLIS LLP]

August 22, 2012

Charter Communications, Inc.  
CCO Holdings Capital Corp.  
CCO Holdings, LLC  
12405 Powerscourt Drive  
St. Louis, Missouri 63131

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' \$1,250,000,000 aggregate principal amount of 5.250% Senior Notes due 2022 (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 \$1.25 Billion Senior Unsecured Notes

**St. Louis, Missouri** - August 22, 2012 - 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., closed on the public sale of \$1.25 billion in aggregate principal amount of senior unsecured notes due 2022. The notes bear an interest rate of 5.25 percent per annum and were issued at a price of 99.026 percent of the aggregate principal amount.

The notes resulted in net proceeds to the Company of approximately \$1.22 billion after deducting underwriting discounts and commissions. Charter intends to use the net proceeds from the sale of the notes for general corporate purposes, including repaying amounts outstanding under the Charter Communications Operating, LLC revolving credit facility, to pay fees and expenses related to the offering and to fund the redemption of the CCH II, LLC 13.5% senior notes due 2016 on or before November 30, 2012. The offering and sale of the notes were made pursuant to an automatic shelf registration statement on Form S-3 previously filed with the Securities and Exchange Commission ("SEC") and prospectus supplement dated August 8, 2012.

### About Charter

Charter (NASDAQ: CHTR) is a leading broadband communications company and the fourth-largest cable operator in the United States. Charter provides a full range of advanced broadband services, including advanced Charter TV® video entertainment programming, Charter Internet® access, and Charter Phone®. Charter Business® similarly provides scalable, tailored, and cost-effective broadband communications solutions to business organizations, such as business-to-business Internet access, data networking, business telephone, video and music entertainment services, and wireless backhaul. Charter's advertising sales and production services are sold under the Charter Media® brand. More information about Charter can be found at [charter.com](http://charter.com).

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## 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," 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 free cash flow 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 development and deployment of new products and technologies;
- 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 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.