

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Apollo Management Holdings GP, LLC</u> (Last) (First) (Middle) 9 WEST 57TH STREET (Street) NEW YORK NY 10019 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/14/2010	3. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS, INC. /MO/ [CHTR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	34,759,665	I	See footnote ⁽¹⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Warrants	11/30/2009	11/30/2014	Class A Common Stock	46.86	I	See footnote ⁽¹⁾

1. Name and Address of Reporting Person*
Apollo Management Holdings GP, LLC
 (Last) (First) (Middle)
 9 WEST 57TH STREET
 (Street)
 NEW YORK NY 10019
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Apollo Management VI, L.P.
 (Last) (First) (Middle)
 9 WEST 57TH STREET
 (Street)
 NEW YORK NY 10019
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Apollo Management VII, L.P.
 (Last) (First) (Middle)
 9 WEST 57TH STREET
 (Street)
 NEW YORK NY 10019
 (City) (State) (Zip)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[AIF VI Management, LLC](#)

(Last) (First) (Middle)

9 WEST 57TH STREET

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[AIF VII Management, LLC](#)

(Last) (First) (Middle)

9 WEST 57TH STREET

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Apollo Management, L.P.](#)

(Last) (First) (Middle)

9 WEST 57TH STREET

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Apollo Management GP, LLC](#)

(Last) (First) (Middle)

9 WEST 57TH STREET

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Apollo Value Management, L.P.](#)

(Last) (First) (Middle)

9 WEST 57TH STREET

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Apollo Management Holdings, L.P.](#)

(Last) (First) (Middle)

9 WEST 57TH STREET

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Apollo Value Advisors, LP

(Last) (First) (Middle)

9 WEST 57TH STREET

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

Explanation of Responses:

1. See Exhibit 99.1

See signatures attached as
Exhibit 99.2

09/14/2010

** 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 5 (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.

(1) The amount reported includes an aggregate of 35,691,033 shares of Class A common stock and shares of Class A common stock issuable upon the exercise of warrants of Charter Communications, Inc. (the “Issuer”), of which 32,858,748 shares, and warrants exercisable for 745,094 shares, are owned of record by AP Charter Holdings, L.P. (“AP Charter”); 1,264,996 shares and warrants exercisable for 121,370 shares are owned of record by Red Bird, L.P. (“Red Bird”); 450,653 shares and warrants exercisable for 45,243 shares are owned of record by Blue Bird, L.P. (“Blue Bird”); and 185,268 shares and warrants exercisable for 19,661 shares are owned of record by Green Bird, L.P. (“Green Bird”, and together with Blue Bird, and Red Bird, the “Apollo Partnerships”).

The general partner of AP Charter is AP Charter Holdings GP, LLC (“AP Charter GP”). The managers of AP Charter GP are Apollo Management VI, L.P. (“Management VI”) and Apollo Management VII, L.P. (“Management VII”). The general partner of Management VI is AIF VI Management, LLC (“AIF VI LLC”), and the general partner of Management VII is AIF VII Management, LLC (“AIF VII LLC”). Apollo Management, L.P. (“Apollo Management”) is the sole member and manager of each of AIF VI LLC and AIF VII LLC. The general partner of Apollo Management is Apollo Management GP, LLC (“Management GP”).

The general partner of Red Bird is Red Bird GP, Ltd. (“Red Bird GP”) and the general partner of Blue Bird is Blue Bird GP, Ltd. (“Blue Bird GP”). The general partner of Green Bird is Green Bird GP, Ltd. (“Green Bird GP”). Apollo SVF Management, L.P. (“SVF Management”) is the director of each of Red Bird GP and Blue Bird GP, and Apollo Value Management, L.P. (“Value Management”) is the director of Green Bird GP. The general partner of SVF Management is Apollo SVF Management GP, LLC (“SVF Management GP”), and the general partner of Value Management is Apollo Value Management GP, LLC (“Value Management GP”). Apollo Capital Management, L.P. (“Capital Management”) is the sole member and manager of each of SVF Management GP and Value Management GP. The general partner of Capital Management is Apollo Capital Management GP, LLC (“Capital Management GP”).

Apollo Management Holdings, L.P. (“Management Holdings”) is the sole member and manager of each of Management GP and Capital Management GP, and Apollo Management Holdings GP, LLC (“Management Holdings GP”) is the general partner of Management Holdings.

The sole shareholder of Red Bird GP is Apollo SOMA Advisors, L.P. (“SOMA Advisors”), the sole shareholder of Blue Bird GP is Apollo SVF Advisors, L.P. (“SVF Advisors”), and the sole shareholder of Green Bird GP is Apollo Value Advisors, L.P. (“Value Advisors”). The general partner of SOMA Advisors is Apollo SOMA Capital Management, LLC (“SOMA Capital Management”), the general partner of SVF Advisors is Apollo SVF Capital Management, LLC (“SVF Capital Management”), and the general partner of Value Advisors is Apollo Value Capital Management, LLC (“Value Capital Management”). Apollo Principal Holdings II, L.P. (“Principal II”) is the sole member and manager of each of SOMA Capital Management, SVF Capital Management and Value Capital Management. Apollo Principal Holdings II GP, LLC (“Principal Holdings GP”) is the general partner of Principal II.

AP Charter does not have voting or dispositive power over the shares owned of record by any of the Apollo Partnerships, and none of the Apollo Partnerships have any voting or dispositive power over the shares owned of record by AP Charter or any of the other Apollo Partnerships. AP Charter has granted a proxy to Management VI and Management VII to vote the shares of the Issuer

that AP Charter holds of record. Leon Black, Joshua Harris and Marc Rowan are the principal executive officers and managers of Management Holdings GP and Principal Holdings GP. AP Charter disclaims beneficial ownership of any shares of the Issuer’s common stock owned of record by any of the Apollo Partnerships, and the Apollo Partnerships each disclaim beneficial ownership of any shares of the Issuer’s common stock owned of record by AP Charter, except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such entity is the beneficial owner of or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. Each of Messrs. Black, Harris and Rowan, Management VI and Management VII, and each of the other general partners, managers and sole shareholders described above disclaims beneficial ownership of any shares of Class A common stock beneficially or of record owned by any of AP Charter or the Apollo Partnerships, except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

The address for AP Charter, AP Charter GP, SOMA Advisors, SVF Advisors, Value Advisors, SOMA Capital Management, SVF Capital Management, Value Capital Management, Principal II and Principal Holdings GP is One Manhattanville Road, Suite 201, Purchase, NY 10577. The address for Red Bird, Red Bird GP, Green Bird, Green Bird GP, Blue Bird, and Blue Bird GP is c/o Walkers Corporate Services Limited, Walker House, 87 Mary Street, George Town, Grand Cayman, KY1-9905. The address for Management VI, Management VII, AIF VI LLC, AIF VII LLC, Apollo Management, Management GP, SVF Management, Value Management, SVF Management GP, Value Management GP, Capital Management, Capital Management GP, Management Holdings, Management Holdings GP, and Messrs. Black, Harris and Rowan is 9 W. 57th Street, 43rd Floor, New York, NY 10019.

This Statement on Form 3 is filed by AP Charter Holdings, L.P., Red Bird L.P., Blue Bird, L.P., Green Bird, L.P., AP Charter Holdings GP, LLC, Red Bird GP, Ltd., Blue Bird GP, Ltd., Green Bird GP, Ltd., Apollo Management VI, L.P., Apollo Management VII, L.P., AIF VI Management, LLC, AIF VII Management, LLC, Apollo Management, L.P., Apollo Management GP, LLC, Apollo SVF Management, L.P., Apollo Value Management, L.P., Apollo SVF Management GP, LLC, Apollo Value Management GP, LLC, Apollo Capital Management, L.P., Apollo Capital Management GP, LLC., Apollo Management Holdings, L.P., Apollo Management Holdings GP, LLC, Apollo SOMA Advisors, L.P., Apollo SVF Advisors, L.P., Apollo Value Advisors, L.P., Apollo SOMA Capital Management, LLC, Apollo SVF Capital Management, LLC, Apollo Value Capital Management, LLC, Apollo Principal Holdings II, L.P., and Apollo Principal Holdings II GP, LLC.

Name of Designated Filer: Apollo Management Holdings GP, LLC

Date of Event Requiring Statement: September 14, 2010

Issuer Name and Ticker or Trading Symbol: Charter Communications, Inc.

AP CHARTER HOLDINGS, L.P.

By: AP Charter Holdings GP, LLC
Its General Partner

By: Apollo Management VI, L.P.,
Its Manager

By: AIF VI Management, LLC
Its General Partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

RED BIRD, L.P.

By: Red Bird GP, Ltd.
Its General Partner

By: Apollo SVF Management, L.P.
Its Director

By: Apollo SVF Management GP, LLC
Its General Partner

By: /s/ Avi Katz
Name: Avi Katz
Title: Vice President

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BLUE BIRD, L.P.

By: Blue Bird GP, Ltd.
Its General Partner

By: Apollo SVF Management, L.P.
Its Director

By: Apollo SVF Management GP, LLC
Its General Partner

By: /s/ Avi Katz
Name: Avi Katz
Title: Vice President

GREEN BIRD, L.P.

By: Green Bird GP, Ltd.
Its General Partner

By: Apollo Value Management, LP.
Its Director

By: Apollo Value Management GP, LLC
Its General Partner

By: /s/ Avi Katz
Name: Avi Katz
Title: Vice President

AP CHARTER HOLDINGS GP, LLC.

By: Apollo Management VI, L.P.
Its Manager

By: AIF VI Management, LLC
Its General Partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

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APOLLO MANAGEMENT VI, L.P.

By: AIF VI Management, LLC
Its General Partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

AIF VI MANAGEMENT, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO MANAGEMENT VII, L.P.

By: AIF VII Management, LLC
Its General Partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

AIF VII MANAGEMENT, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO SOMA ADVISORS, L.P.

By: Apollo SOMA Capital Management, LLC
Its General Partner

By: /s/ Avi Katz
Name: Avi Katz
Title: Vice President

APOLLO SOMA CAPITAL MANAGEMENT, LLC

By: /s/ Avi Katz
Name: Avi Katz
Title: Vice President

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APOLLO SVF ADVISORS, L.P.

By: Apollo SVF Capital Management, LLC
Its General Partner

By: /s/ Avi Katz
Name: Avi Katz
Title: Vice President

APOLLO SVF CAPITAL MANAGEMENT, LLC

By: /s/ Avi Katz
Name: Avi Katz
Title: Vice President

APOLLO VALUE ADVISORS, L.P.

By: Apollo Value Capital Management, LLC
Its General Partner

By: /s/ Avi Katz
Name: Avi Katz
Title: Vice President

APOLLO VALUE CAPITAL MANAGEMENT, LLC

By: /s/ Avi Katz
Name: Avi Katz
Title: Vice President

RED BIRD GP, LTD.

By: Apollo SVF Management, L.P.
Its Director

By: Apollo SVF Management GP, LLC
Its General Partner

By: /s/ Avi Katz
Name: Avi Katz
Title: Vice President

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BLUE BIRD GP, LTD.

By: Apollo SVF Management, L.P.
Its Director

By: Apollo SVF Management GP, LLC
Its General Partner

By: /s/ Avi Katz
Name: Avi Katz
Title: Vice President

GREEN BIRD GP, LTD.

By: Apollo Value Management, L.P.
Its Director

By: Apollo Value Management GP, LLC
Its General Partner

By: /s/ Avi Katz
Name: Avi Katz
Title: Vice President

APOLLO SVF MANAGEMENT, L.P.

By: Apollo SVF Management GP, LLC
Its General Partner

By: /s/ Avi Katz
Name: Avi Katz
Title: Vice President

APOLLO SVF MANAGEMENT GP, LLC

By: /s/ Avi Katz
Name: Avi Katz
Title: Vice President

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APOLLO VALUE MANAGEMENT, L.P.

By: Apollo Value Management GP, LLC
Its General Partner

By: /s/ Avi Katz
Name: Avi Katz
Title: Vice President

APOLLO VALUE MANAGEMENT GP, LLC

By: /s/ Avi Katz
Name: Avi Katz
Title: Vice President

APOLLO MANAGEMENT, L.P.

By: APOLLO MANAGEMENT GP, LLC
Its General Partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO CAPITAL MANAGEMENT, L.P.

By: APOLLO CAPITAL MANAGEMENT GP, LLC
Its General Partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO CAPITAL MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

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APOLLO MANAGEMENT HOLDINGS, L.P.

By: APOLLO MANAGEMENT HOLDINGS GP, LLC
Its General Partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO PRINCIPAL HOLDINGS II, L.P.

By: APOLLO PRINCIPAL HOLDINGS II GP, LLC
Its General Partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO PRINCIPAL HOLDINGS II GP, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President