

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): April 5, 2007

**Charter Communications Holdings, LLC**  
**Charter Communications Holdings Capital Corporation**

*(Exact name of registrants as specified in their charter)*

**Delaware**

**Delaware**

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

**333-77499**

**333-77499-01**

*(Commission File Number)*

**43-1843179**

**43-1843177**

*(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 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))
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**ITEM 8.01. OTHER EVENTS.**

On April 5, 2007, Charter Communications, Inc., the indirect parent company and manager of Charter Communications Holdings, LLC ("Charter Holdings") and Charter Communications Holdings Capital Corporation, announced the final results of Charter Holdings' cash tender offer (the "Tender Offer") for certain of Charter Holdings' outstanding senior notes (the "Notes"). The Tender Offer expired at 5:00 PM EDT, on Tuesday, April 3, 2007, and the purchase settled on April 5, 2007. As of expiration, \$168.9 million Notes were validly tendered for exchange, a portion of which were accepted as described in the attached press release, for total consideration, including accrued and unpaid interest, of \$100 million.

A press release announcing the results and settlement is attached hereto as Exhibit 99.1.

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

The following exhibits are filed pursuant to Item 8.01:

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release announcing final results of the Tender Offer dated April 5, 2007 (Incorporated by reference to Exhibit 99.1 to the current report on Form 8-K of Charter Communications, Inc. filed on April 10, 2007 (File No. 000-27927)).

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation have duly caused this Current Report to be signed on their behalf by the undersigned hereunto duly authorized.

### CHARTER COMMUNICATIONS HOLDINGS, LLC

#### **Registrant**

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: April 10, 2007

By:/s/ Kevin D. Howard

Name: Kevin D. Howard

Title: Vice President and Chief Accounting Officer

### CHARTER COMMUNICATIONS HOLDINGS

#### CAPITAL CORPORATION

#### **Registrant**

Dated: April 10, 2007

By:/s/ Kevin D. Howard

Name: Kevin D. Howard

Title: Vice President and Chief Accounting Officer

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## Exhibit Index

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