

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Apollo Management Holdings GP, LLC</u> (Last) (First) (Middle) <u>9 W. 57TH STREET</u> <u>43RD FLOOR</u> (Street) <u>NEW YORK NY 10019</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS, INC.</u> <u>/MO/ [CHTR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/08/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>08/10/2012</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

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			
Class A common stock	08/08/2012		X		19,518 ⁽¹⁾	A	\$46.86	31,997,059 ⁽¹⁾	I	See footnote ⁽¹⁾

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)		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)					

1. Name and Address of Reporting Person*
Apollo Management Holdings GP, LLC
 (Last) (First) (Middle)
9 W. 57TH STREET
43RD FLOOR
 (Street)
NEW YORK NY 10019
 (City) (State) (Zip)

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

1. Name and Address of Reporting Person*
Apollo Principal Holdings I GP, LLC
 (Last) (First) (Middle)

TWO MANHATTANVILLE ROAD
SUITE 203

(Street)

PURCHASE NY 10577

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Apollo Principal Holdings I, L.P.](#)

(Last)

(First)

(Middle)

TWO MANHATTANVILLE ROAD
SUITE 203

(Street)

PURCHASE NY 10577

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

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

(Last)

(First)

(Middle)

TWO MANHATTANVILLE ROAD

(Street)

PURCHASE NY 10577

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Apollo Capital 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 Capital 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 Alternative Assets, L.P.](#)

(Last)

(First)

(Middle)

87 MARY STREET, GEORGE TOWN

(Street)

GRAND CAYMAN E9 KY1-9005

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Apollo Principal Holdings II GP, LLC](#)

(Last)

(First)

(Middle)

9 W. 57TH ST.
43RD FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Apollo Principal Holdings II, L.P.

(Last) (First) (Middle)
9 W. 57TH STREET
43RD FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

Explanation of Responses:

1. See Exhibit 99.1.

[see signatures attached as
Exhibit 99.2] 08/20/2012

** 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.

- (1) This Amendment to the Form 4 initially filed on August 10, 2012, as amended on August 15, 2012 (the "Form 4"), is filed solely for the purpose of correcting the number of shares of the Class A common stock, par value \$0.001 (the "Common Stock") of Charter Communications, Inc. (the "Issuer") that were reported as having been acquired upon exercise of the warrants as reported in the Form 4, and to correct the number of securities reported as beneficially owned following the exercise of the warrants.

This Amendment to the Form 4 also corrects the number of shares reported as issued to AAA Co-Invest VI BC, Ltd. ("AAA VI") and AAA Co-Invest VII BC, Ltd. ("AAA VII") upon exercise of the warrants as originally reported in footnote (1) to the Form 4. Based on information provided by the Issuer on August 17, 2012, following the exercise of the warrants, the number of shares of Common Stock held of record by AAA VI was 11,623 shares of Common Stock, and the number of shares of Common Stock held of record by AAA VII was 7,895 shares of Common Stock.

The Form 4 filed by the reporting persons on August 15, 2012 (the "August 15th Form 4") did not reflect the corrections made in this Amendment to the Form 4. Following the transactions reported in the August 15th Form 4, the correct number of shares beneficially owned by the reporting persons was an aggregate of 28,330,726 shares of Common Stock, including: (i) 27,455,376 shares of Common Stock held of record by AP Charter Holdings (Sub II), LLC ("AP Charter Sub II"); (ii) 764,663 shares of Common Stock held of record by Red Bird, L.P. ("Red Bird"); (iii) 41,921 shares of Common Stock held of record by Blue Bird, L.P. ("Blue Bird"); (iv) 39,335 shares of Common Stock held of record by Green Bird, L.P. ("Green Bird"), (v) 11,623 shares of Common Stock held of record by AAA Co-Invest VI BC, Ltd. ("AAA VI"), and (vi) 7,895 shares of Common Stock held of record by AAA Co-Invest VII BC, Ltd. ("AAA VII"). The amount reported as beneficially owned also includes 9,913 shares of Common Stock that are held of record by Permal Apollo Value Investment Fund Ltd. ("Permal Fund").

This Amendment to the Form 4 is filed solely to make the corrections as described above and does not reflect the acquisition or the disposition of any securities.

This Amendment to Statement on Form 4 is filed by: (i) AP Charter Holdings (Sub II), LLC, (ii) Red Bird, L.P., (iii) Blue Bird, L.P., (iv) Green Bird, L.P., (v) AAA Co-Invest VI BC, Ltd., (vi) AAA Co-Invest VII BC, Ltd., (vii) AP Charter Holdings (Sub II MM), LLC; (viii) AP Charter Holdings, L.P., (ix) Apollo Advisors VI, L.P., (x) Apollo Capital Management VI, LLC, (xi) Apollo Advisors VII, L.P., (xii) Apollo Capital Management VII, LLC, (xiii) Apollo Principal Holdings I, L.P., (xiv) Apollo Principal Holdings I GP, LLC, (xv) Red Bird GP, Ltd., (xvi) Blue Bird GP, Ltd., (xvii) Green Bird GP, Ltd., (xviii) AAA Guarantor — Co-Invest VI, L.P., (xix) AAA Guarantor — Co-Invest VII, L.P., (xx) Apollo SVF Management, L.P., (xxi) Apollo SVF Management GP, LLC, (xxii) Apollo Value Management, L.P., (xxiii) Apollo Value Management GP, LLC, (xxiv) Apollo Capital Management, L.P., (xxv) Apollo Capital Management GP, LLC, (xxvi) Apollo SOMA Advisors, L.P., (xxvii) Apollo SOMA Capital Management, LLC, (xxviii) Apollo SVF Advisors, L.P., (xxix) Apollo SVF Capital Management, LLC, (xxx) Apollo Value Advisors, L.P., (xxxi) Apollo Value Capital Management, LLC, (xxxii) Apollo Principal Holdings II, L.P., (xxxiii) Apollo Principal Holdings II GP, LLC, (xxxiv) AAA MIP Limited, (xxxv) Apollo Alternative Assets, L.P., (xxxvi) Apollo International Management, L.P., (xxxvii) Apollo International Management GP, LLC, (xxxviii) Apollo Management Holdings, L.P., and (xxxix) Apollo Management Holdings GP, LLC

Name of Designated Filer: Apollo Management Holdings GP, LLC

Date of Event Requiring Statement: August 8, 2012

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

AP CHARTER HOLDINGS (SUB II), LLC

By: AP Charter Holdings (Sub II MM), LLC
its sole member and manager

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/ Laurie D. Medley

Name: Laurie D. Medley

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/ Laurie D. Medley

Name: Laurie D. Medley

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/ Laurie D. Medley

Name: Laurie D. Medley

AAA CO-INVEST VI BC, LTD.

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Director

AAA CO-INVEST VII BC, LTD.

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Director

AP CHARTER HOLDINGS (SUB II MM), LLC

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

AP CHARTER HOLDINGS, L.P.

By: Apollo Advisors VI, L.P.
its general partner

By: Apollo Capital Management VI, LLC,
its general partner

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

APOLLO ADVISORS VI, L.P.

By: Apollo Capital Management VI, LLC,
its general partner

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

APOLLO CAPITAL MANAGEMENT VI, LLC

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

APOLLO ADVISORS VII, L.P.

By: Apollo Capital Management VII, LLC,
its general partner

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

APOLLO CAPITAL MANAGEMENT VII, LLC

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

APOLLO PRINCIPAL HOLDINGS I, L.P.

By: Apollo Principal Holdings I GP, LLC,
its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

APOLLO PRINCIPAL HOLDINGS I GP, LLC

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

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/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

BLUE BIRD GP, LTD.

By: Apollo SVF Management, L.P.
its director

By: Apollo SVF Management GP, LLC
its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

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/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

AAA GUARANTOR – CO-INVEST VI, L.P.

By: AAA MIP Limited
its general partner

By: Apollo Alternative Assets, L.P.
its investment manager

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

By: /s/ Laurie D. Medley

Laurie D. Medley

Vice President

AAA GUARANTOR – CO-INVEST VII, L.P.

By: AAA MIP Limited
its general partner

By: Apollo Alternative Assets, L.P.
its investment manager

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

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

APOLLO SVF MANAGEMENT, L.P.

By: Apollo SVF Management GP, LLC
its general partner

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

APOLLO SVF MANAGEMENT GP, LLC

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

APOLLO VALUE MANAGEMENT, L.P.

By: Apollo Value Management GP, LLC
its general partner

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

APOLLO VALUE 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

APOLLO SOMA ADVISORS, L.P.

By: Apollo SOMA Capital Management, LLC
its general partner

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

APOLLO SOMA CAPITAL MANAGEMENT, LLC

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

APOLLO SVF ADVISORS, L.P.

By: Apollo SVF Capital Management, LLC
its general partner

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

APOLLO SVF CAPITAL MANAGEMENT, LLC

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

APOLLO VALUE ADVISORS, L.P.

By: Apollo Value Capital Management, LLC
its general partner

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

APOLLO VALUE CAPITAL MANAGEMENT, 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

AAA MIP LIMITED

By: Apollo Alternative Assets, L.P.

its investment manager

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC,
its general partner

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

APOLLO ALTERNATIVE ASSETS, L.P.

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

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

APOLLO INTERNATIONAL MANAGEMENT, L.P.

By: Apollo International Management GP, LLC
its general partner

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

APOLLO INTERNATIONAL MANAGEMENT GP, LLC

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

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
