

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Charter Communications, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.001 per share

(Title of Class of Securities)

16117M305

(CUSIP Number)

Ross A. Oliver
Crestview Partners
667 Madison Avenue, 10th Floor
New York, NY 10065
(212) 906-0700

Copies to:

Paul R. Kingsley
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

May 20, 2013

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.		16117M305	
1.	Names of Reporting Persons. Crestview, L.L.C.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) OO		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>		
6.	Citizenship or Place of Organization Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0	
	8.	Shared Voting Power 5,001,479	
	9.	Sole Dispositive Power 0	
	10.	Shared Dispositive Power 5,001,479	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 5,001,479		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>		
13.	Percent of Class Represented by Amount in Row (11) 4.94%		
14.	Type of Reporting Person (See Instructions) CO		

CUSIP No.		16117M305	
1.	Names of Reporting Persons. Encore, LLC		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) OO		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>		
6.	Citizenship or Place of Organization Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 1,518,671	
	8.	Shared Voting Power 0	
	9.	Sole Dispositive Power 1,518,671	
	10.	Shared Dispositive Power 0	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,518,671		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>		
13.	Percent of Class Represented by Amount in Row (11) 1.50%		
14.	Type of Reporting Person (See Instructions) CO		

CUSIP No.		16117M305	
1.	Names of Reporting Persons. Crestview Partners, L.P.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) OO		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>		
6.	Citizenship or Place of Organization Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power	0
	8.	Shared Voting Power	1,518,671
	9.	Sole Dispositive Power	0
	10.	Shared Dispositive Power	1,518,671
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,518,671		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>		
13.	Percent of Class Represented by Amount in Row (11) 1.50%		
14.	Type of Reporting Person (See Instructions) PN		

CUSIP No.		16117M305	
1.	Names of Reporting Persons. Crestview Partners (PF), L.P.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) OO		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>		
6.	Citizenship or Place of Organization Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0	
	8.	Shared Voting Power 1,518,671	
	9.	Sole Dispositive Power 0	
	10.	Shared Dispositive Power 1,518,671	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,518,671		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>		
13.	Percent of Class Represented by Amount in Row (11) 1.50%		
14.	Type of Reporting Person (See Instructions) PN		

CUSIP No.		16117M305	
1.	Names of Reporting Persons. Crestview Holdings (TE), L.P.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) OO		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>		
6.	Citizenship or Place of Organization Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power	0
	8.	Shared Voting Power	1,518,671
	9.	Sole Dispositive Power	0
	10.	Shared Dispositive Power	1,518,671
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,518,671		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>		
13.	Percent of Class Represented by Amount in Row (11) 1.50%		
14.	Type of Reporting Person (See Instructions) PN		

CUSIP No.		16117M305	
1.	Names of Reporting Persons. Encore (ERISA), Ltd.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) OO		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>		
6.	Citizenship or Place of Organization Cayman Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power	0
	8.	Shared Voting Power	1,518,671
	9.	Sole Dispositive Power	0
	10.	Shared Dispositive Power	1,518,671
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,518,671		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>		
13.	Percent of Class Represented by Amount in Row (11) 1.50%		
14.	Type of Reporting Person (See Instructions) CO		

CUSIP No.		16117M305	
1.	Names of Reporting Persons. Crestview Partners, (ERISA) L.P.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) OO		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>		
6.	Citizenship or Place of Organization Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power	0
	8.	Shared Voting Power	1,518,671
	9.	Sole Dispositive Power	0
	10.	Shared Dispositive Power	1,518,671
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,518,671		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>		
13.	Percent of Class Represented by Amount in Row (11) 1.50%		
14.	Type of Reporting Person (See Instructions) PN		

CUSIP No.		16117M305	
1.	Names of Reporting Persons. Crestview Offshore Holdings (Cayman), L.P.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) OO		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>		
6.	Citizenship or Place of Organization Cayman Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power	0
	8.	Shared Voting Power	1,518,671
	9.	Sole Dispositive Power	0
	10.	Shared Dispositive Power	1,518,671
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,518,671		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>		
13.	Percent of Class Represented by Amount in Row (11) 1.50%		
14.	Type of Reporting Person (See Instructions) PN		

CUSIP No.		16117M305	
1.	Names of Reporting Persons. Crestview Partners GP, L.P.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) OO		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>		
6.	Citizenship or Place of Organization Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power	0
	8.	Shared Voting Power	1,520,150
	9.	Sole Dispositive Power	0
	10.	Shared Dispositive Power	1,520,150
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,520,150		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>		
13.	Percent of Class Represented by Amount in Row (11) 1.50%		
14.	Type of Reporting Person (See Instructions) PN		

CUSIP No.		16117M305	
1.	Names of Reporting Persons. Encore II, LLC		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) OO		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>		
6.	Citizenship or Place of Organization Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 3,481,329	
	8.	Shared Voting Power 0	
	9.	Sole Dispositive Power 3,481,329	
	10.	Shared Dispositive Power 0	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,481,329		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>		
13.	Percent of Class Represented by Amount in Row (11) 3.44%		
14.	Type of Reporting Person (See Instructions) CO		

CUSIP No.		16117M305	
1.	Names of Reporting Persons. Crestview Partners II, L.P.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) OO		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>		
6.	Citizenship or Place of Organization Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power	0
	8.	Shared Voting Power	3,481,329
	9.	Sole Dispositive Power	0
	10.	Shared Dispositive Power	3,481,329
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,481,329		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>		
13.	Percent of Class Represented by Amount in Row (11) 3.44%		
14.	Type of Reporting Person (See Instructions) PN		

CUSIP No.		16117M305	
1.	Names of Reporting Persons. Crestview Partners II (FF), L.P.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) OO		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>		
6.	Citizenship or Place of Organization Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power	0
	8.	Shared Voting Power	3,481,329
	9.	Sole Dispositive Power	0
	10.	Shared Dispositive Power	3,481,329
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,481,329		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>		
13.	Percent of Class Represented by Amount in Row (11) 3.44%		
14.	Type of Reporting Person (See Instructions) PN		

CUSIP No.		16117M305	
1.	Names of Reporting Persons. Crestview Partners II (TE), L.P.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) OO		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>		
6.	Citizenship or Place of Organization Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power	0
	8.	Shared Voting Power	3,481,329
	9.	Sole Dispositive Power	0
	10.	Shared Dispositive Power	3,481,329
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,481,329		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>		
13.	Percent of Class Represented by Amount in Row (11) 3.44%		
14.	Type of Reporting Person (See Instructions) PN		

CUSIP No.		16117M305	
1.	Names of Reporting Persons. Crestview Offshore Holdings II (Cayman), L.P.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) OO		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>		
6.	Citizenship or Place of Organization Cayman Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power	0
	8.	Shared Voting Power	3,481,329
	9.	Sole Dispositive Power	0
	10.	Shared Dispositive Power	3,481,329
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,481,329		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>		
13.	Percent of Class Represented by Amount in Row (11) 3.44%		
14.	Type of Reporting Person (See Instructions) PN		

CUSIP No.		16117M305	
1.	Names of Reporting Persons. Crestview Offshore Holdings II (FF Cayman), L.P.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) OO		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>		
6.	Citizenship or Place of Organization Cayman Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0	
	8.	Shared Voting Power 3,481,329	
	9.	Sole Dispositive Power 0	
	10.	Shared Dispositive Power 3,481,329	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,481,329		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>		
13.	Percent of Class Represented by Amount in Row (11) 3.44%		
14.	Type of Reporting Person (See Instructions) PN		

CUSIP No.		16117M305	
1.	Names of Reporting Persons. Crestview Offshore Holdings II (892 Cayman), L.P.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) OO		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>		
6.	Citizenship or Place of Organization Cayman Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power	0
	8.	Shared Voting Power	3,481,329
	9.	Sole Dispositive Power	0
	10.	Shared Dispositive Power	3,481,329
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,481,329		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>		
13.	Percent of Class Represented by Amount in Row (11) 3.44%		
14.	Type of Reporting Person (See Instructions) PN		

CUSIP No.		16117M305	
1.	Names of Reporting Persons. Crestview Partners II GP, L.P.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) OO		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>		
6.	Citizenship or Place of Organization Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power	0
	8.	Shared Voting Power	3,482,808
	9.	Sole Dispositive Power	0
	10.	Shared Dispositive Power	3,482,808
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,482,808		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>		
13.	Percent of Class Represented by Amount in Row (11) 3.44%		
14.	Type of Reporting Person (See Instructions) PN		

CUSIP No.		16117M305	
1.	Names of Reporting Persons. Crestview Advisors, L.L.C.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>		
3.	SEC Use Only		
4.	Source of Funds (See Instructions) OO		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>		
6.	Citizenship or Place of Organization Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power	1,479
	8.	Shared Voting Power	0
	9.	Sole Dispositive Power	1,479
	10.	Shared Dispositive Power	0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,479		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>		
13.	Percent of Class Represented by Amount in Row (11) 0.001%		
14.	Type of Reporting Person (See Instructions) CO		

This amendment No. 5 relates to the Schedule 13D filed by Crestview L.L.C. (“**Crestview**”), Encore, LLC (“**Encore**”), Crestview Partners, L.P. (“**Crestview Partners**”), Crestview Partners (PF), L.P. (“**Crestview PF**”), Crestview Holdings (TE), L.P. (“**Crestview TE**”), Encore (ERISA), Ltd. (“**Encore ERISA**”), Crestview Partners (ERISA), L.P. (“**Crestview ERISA**”), Crestview Offshore Holdings (Cayman), L.P. (“**Crestview Offshore**”), Crestview Partners GP, L.P. (“**Crestview Partners GP**”), Encore II, LLC (“**Encore II**”), Crestview Partners II, L.P. (“**Crestview Partners II**”), Crestview Partners II (FF), L.P. (“**Crestview II FF**”), Crestview Partners II (TE), L.P. (“**Crestview II TE**”), Crestview Offshore Holdings II (Cayman), L.P. (“**Crestview Offshore II**”), Crestview Offshore Holdings II (FF Cayman), L.P. (“**Crestview Offshore II FF**”), Crestview Offshore Holdings II (892 Cayman), L.P. (“**Crestview Offshore II 892**”), Crestview Partners II GP, L.P. (“**Crestview Partners II GP**”) and Crestview Advisors, L.L.C. (“**Crestview Advisors**”) with the Securities and Exchange Commission on May 11, 2012 (the “**Schedule 13D**”), relating to the Class A Common Stock, par value \$0.001 per share (the “**Shares**”), of Charter Communications, Inc. (the “**Issuer**”). Unless set forth below, all Items are unchanged from the Schedule 13D. Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5(a) is hereby amended and restated in its entirety:

- (a) See item 9 on Cover Pages to this Schedule 13D.

For the purpose of Rule 13d-3 promulgated under the Exchange Act, after giving effect to the transactions described in Item 5(c) below, the Reporting Persons beneficially own an aggregate of 5,001,479 Shares, representing approximately 4.94% of the outstanding Shares of the Issuer based on 101,250,955 Shares outstanding as of March 31, 2013, as reported in the Issuer’s Annual Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2013.

Encore is the direct beneficial owner of 1,518,671 Shares. Crestview Partners, Crestview PF, Crestview TE, Encore ERISA and Crestview Offshore are members of Encore. Crestview ERISA is the sole shareholder of Encore ERISA. Crestview Partners GP serves as the general partner of Crestview Partners, Crestview PF, Crestview TE, Crestview ERISA and Crestview Offshore (collectively, the “**Crestview I Funds**”).

Encore II is the direct beneficial owner of 3,481,329 Shares. Crestview Partners II GP serves as the general partner of Crestview Partners II, Crestview II FF, Crestview II TE, Crestview Offshore II, Crestview Offshore II FF and Crestview Offshore II 892 (collectively, the “**Crestview II Funds**”), each of which is a member of Encore II.

Crestview serves as the general partner of Crestview Partners GP and Crestview Partners II GP.

Crestview Advisors is the direct beneficial owner of 1,479 Shares. The 1,479 directly beneficial owned by Crestview Advisors does not include the 1,285 restricted Shares described in Item 3 above. Crestview Advisors provides investment advisory and management services to the Crestview I Funds and the Crestview II Funds.

Each Reporting Person disclaims beneficial ownership of the Shares except and to the extent of its pecuniary interest therein. Except as set forth in this Item 5(a), none of the Reporting Persons owns beneficially any Shares.

Item 5(c) is hereby amended by adding the following:

- (c) Between May 13, 2013 and May 20, 2013, Encore and Encore II sold 192,330 and 440,889 Shares, respectively, at a weighted average price of approximately \$113.19 per share in open market transactions.

Item 5(e) is hereby amended and restated in its entirety:

- (e) As of May 20, 2013, the Reporting Persons ceased to be the owners of more than five percent of the Shares of the Issuer. See Item 5(c) above.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 22, 2013

Crestview, L.L.C.

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Senior Counsel & Chief Compliance Officer

Encore, LLC

By: Crestview Partners, L.P., as member
By: Crestview Partners GP, L.P., as general partner
By: Crestview, L.L.C., as general partner

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Senior Counsel & Chief Compliance Officer

Crestview Partners, L.P.

Crestview Partners (PF), L.P.

Crestview Holdings (TE), L.P.

Crestview Partners (ERISA), L.P.

Crestview Offshore Holdings (Cayman), L.P.

By: Crestview Partners GP, L.P., as general partner
By: Crestview, L.L.C., as general partner

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Senior Counsel & Chief Compliance Officer

Crestview Partners GP, L.P.

By: Crestview, L.L.C., as general partner

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Senior Counsel & Chief Compliance Officer

Encore (ERISA), Ltd.

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Director

Encore II, LLC

By: Crestview Partners II, L.P., as member
By: Crestview Partners II GP, L.P., as general partner
By: Crestview, L.L.C., as general partner

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Senior Counsel & Chief Compliance Officer

Crestview Partners II, L.P.
Crestview Partners II (FF), L.P.
Crestview Partners II (TE), L.P.
Crestview Offshore Holdings II (Cayman), L.P.
Crestview Offshore Holdings II (FF Cayman), L.P.
Crestview Offshore Holdings II (892 Cayman), L.P.
By: Crestview Partners II GP, L.P., as general partner
By: Crestview, L.L.C., as general partner

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Senior Counsel & Chief Compliance Officer

Crestview Partners II GP, L.P.
By: Crestview, L.L.C., as general partner

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Senior Counsel & Chief Compliance Officer

Crestview Advisors, L.L.C.

By: /s/ Ross A. Oliver
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