

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): March 19, 2007**

**CCH II, LLC**  
**CCH II Capital Corp.**

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

**Delaware**

**Delaware**

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

**333-111423**

**333-111423-01**

*(Commission File Number)*

**03-0511293**

**13-4257703**

*(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.**

Charter Communications, Inc., the indirect parent company and manager of CCH II, LLC and CCH II Capital Corp., announced the results to date of the cash tender offer (the "Tender Offer") by its indirect subsidiary, Charter Communications Holdings, LLC ("Charter Holdings"), for certain of its outstanding senior notes (the "Notes"). Charter Holdings is offering to purchase an amount of its outstanding Notes such that the amount Charter Holdings would be required to pay for the purchase of the Notes in total (including accrued and unpaid interest) in the Tender Offer shall not exceed \$100 million (the "Maximum Payment Amount"), in accordance with the terms and conditions described in the Offer to Purchase dated March 6, 2007.

As of 5:00 PM Eastern Daylight Time, on Monday, March 19, 2007, approximately \$167.7 million in aggregate principal amount of Notes had been validly tendered. The Maximum Payment Amount is not being increased and remains at \$100 million. The Tender Offer will expire at 5:00 PM EDT, on Tuesday, April 3, 2007, unless extended or earlier terminated.

A press release announcing the results to date is attached hereto as Exhibit 99.1.

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

The following exhibit is filed pursuant to Item 8.01:

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release announcing interim results of Tender Offer dated March 20, 2007. (Incorporated by reference to Exhibit 99.1 to the current report on Form 8-K of Charter Communications Holdings, LLC filed on March 21, 2007 (File No. 333-77499)).

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## SIGNATURES

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

### CCH II, LLC

#### **Registrant**

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: March 21, 2007

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: Executive Vice President, General Counsel and Corporate Secretary

### CCH II CAPITAL CORP.

#### **Registrant**

Dated: March 21, 2007

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: Executive Vice President, General Counsel and Corporate Secretary

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## Exhibit Index

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