# FORM 4

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287 average burden response: 0.5

> > 7. Nature of Indirect Beneficial Ownership (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

See Remarks

# Check this hox if no longer subject to

6350 COURT STREET

EAST SYRACUSE NY

(State)

13057-1211

(Zip)

(Street)

(City)

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Section 16.	ox if no longer: Form 4 or Form nay continue. S (b).	5	SIA	I L IV		ursuan	it to S					ge Act of 1934 of 1940	_K3HIF		II .	ted avera	age burden nse:	0.
1. Name and Address of Reporting Person*  ADVANCE/NEWHOUSE PARTNERSHIP					CI									all applicable Director	X 10% O		vner	
(Last) (First) (Middle) 6350 COURT STREET						3. Date of Earliest Transaction (Month/Day/Year) 03/09/2018								Officer (giv below)	e uue		Other (s below)	респу
(Street) EAST SYRACUSE NY 13057-1211					4. II	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Indiv	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person  X Form filed by More than One Reporting Person					
(City)	(State	) (Z	ip)															
		Та	able I - No									f, or Benef						
Date					nsaction h/Day/Year)		Deemed cution Date, y oth/Day/Yea	Code (Inst	on Di				5. Amount of Securities Beneficially Following Re Transaction(	Owned eported s)	6. Owner Form: Dor Indirection (Instr. 4	Direct (D) ect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code V		Amount (A) or (D)		Price	(Instr. 3 and 4)				
												or Benefic de securiti		ned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Dat if any (Month/Day/Ye	·	Code (Ins		n Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		e and	7. Title and An Securities Und Derivative Sec 3 and 4)	lerlying	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported		10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Benefi Owner t (Instr.
				Co	Code	v	(A)	(D)	Date Exercisable		iration	Title	Amount or Number of Shares		Transa (Instr. 4	nsaction(s) str. 4)		
Class B Common Units of Charter Communications Holdings, LLC	(1)	03/09/2018			D			80,514 <sup>(2)</sup>	05/18/2016	(	(1)	Charter Communicatio Class A Common Stoo	00,514	\$351.82 <sup>(3)</sup>	21,95	8,896	I	See Remar
1. Name and Ac		orting Person* OUSE PART	NERSHI	<u>P</u>			'						'	•				
(Last) 6350 COUR	(Last) (First) (Middle) 6350 COURT STREET																	
(Street) EAST SYRACUSE NY 13057-1211																		
(City)	(City) (State) (Zip)																	
1. Name and Ad ADVANC TRUST		orting Person <sup>*</sup> ·TERM MAN	<u>IAGEME</u>	<u>NT</u>														
(Last) C/O ROBINS ONE NEWA	SON MILL	rst) ER LLC ER, 19TH FLOO	(Middle)															
(Street) NEWARK																		
(City)	(Si	tate)	(Zip)															
1. Name and Ad		orting Person <sup>*</sup> ADCASTING	G CORP															
(Last)	(Fi	rst)	(Middle)															

1. Name and Address of ADVANCE PUE		<u>NC</u>	
(Last)	(First)	(Middle)	
950 FINGERBOAR	D ROAD		
(Street)			
STATEN ISLAND	NY	10305	
(City)	(State)	(Zip)	
1. Name and Address of NEWHOUSE FA		NGS, L.P.	
		NGS, L.P.	
NEWHOUSE FA	(First)	· 	
NEWHOUSE FA	(First)	· 	
NEWHOUSE FA (Last) ONE WORLD TRA	(First)	· 	

### **Explanation of Responses:**

1. The Class B Common Units of Charter Communications Holdings, LLC ("Charter Holdings") are exchangeable by Advance/Newhouse Partnership, a New York partnership ("A/N") at any time into either, at the Issuer's option, (i) shares of Class A Common Stock of the Issuer on a one-for-one basis or (ii) an amount of cash based on the volume-weighted average price of the Class A Common Stock for the two consecutive trading days prior to the date of delivery of A/N's Exchange Notice (as such term is defined under and pursuant to that certain exchange agreement, dated as of May 18, 2016, between, among others, the Issuer, Charter Holdings and A/N) per Class B Common Unit exchanged and have no expiration date.

- 2. Sold to the Issuer in an exempt transaction pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended.
- 3. Represents the Average Public Per Share Repurchase Price (as such term is defined in Annex A to that certain letter agreement, dated as of December 23, 2016, between the Issuer, Charter Holdings and A/N).

#### Remarks

Each of Newhouse Broadcasting Corporation, Advance Publications, Inc., Newhouse Family Holdings, L.P. and Advance Long-Term Management Trust may be deemed to beneficially own the Class B Common Units held by A/N due to their control of A/N.

Advance/Newhouse Partnership, By: /s/ Michael A. Newhouse, 03/13/2018 Vice President Newhouse Broadcasting Corporation, By: /s/ Michael A. 03/13/2018 Newhouse, Executive Vice President Advance Publications, Inc., By: 03/13/2018 /s/ Michael A. Newhouse, Co-President Newhouse Family Holdings, L.P., By: Advance Long-Term 03/13/2018 Management Trust, as General Partner, By: /s/ Michael A. Newhouse, Trustee Advance Long-Term Management Trust, By: /s/ Michael A. 03/13/2018 Newhouse, Trustee \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.