

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 8-K**

**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 13, 2015**



**Charter Communications, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of incorporation or organization)*

**001-33664**

*(Commission File Number)*

**43-1857213**

*(I.R.S. Employer Identification Number)*

**400 Atlantic Street**

**Stamford, Connecticut 06901**

*(Address of principal executive offices including zip code)*

**(203) 905-7801**

*(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 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))

**ITEM 8.01. OTHER EVENTS.**

On April 13, 2015, Charter Communications, Inc. (“Charter”) announced that its subsidiaries, CCO Holdings, LLC and CCO Holdings Capital Corp. intend to offer to qualified institutional investors under Rule 144A, \$1.5 billion in aggregate principal amount of senior unsecured notes (the “Notes”). The press release announcing the offering is attached as Exhibit 99.1.

Copies of the press release and certain materials presented to potential purchasers of the Notes are attached hereto respectively as Exhibits 99.1 and 99.2. The foregoing description is qualified in its entirety by reference to the text of such press release and investor presentation materials.

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

<b>Exhibit Number</b>	<b>Description</b>
99.1*	Press release regarding offer dated April 13, 2015.
99.2*	Investor presentation materials.

\* filed herewith

## ADDITIONAL INFORMATION

This communication does not constitute an offer to sell or solicitation of an offer to buy any securities or a solicitation of any vote or approval. Charter Communications, Inc. (“Charter”) expects to file a proxy statement with the U.S. Securities and Exchange Commission (“SEC”) in connection with the transactions referred to in this material. This material is not a substitute for the proxy statement or for any other document which Charter may file with the SEC and send to Charter’s stockholders in connection with the proposed transaction. INVESTORS AND SECURITY HOLDERS OF CHARTER ARE URGED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain free copies of the proxy statement (when available) and other documents filed with the SEC by Charter through the web site maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by Charter will be available free of charge on Charter’s website at [charter.com](http://charter.com), in the “Investor and News Center” near the bottom of the page, or by contacting Charter’s Investor Relations Department at 203-905-7955.

## CERTAIN INFORMATION REGARDING PARTICIPANTS

Charter and certain of its directors and executive officers may be deemed to be participants in any solicitation with respect to the proposed transaction under the rules of the SEC. Security holders may obtain information regarding the names, affiliations and interests of Charter’s directors and executive officers in Charter’s Annual Report on Form 10-K for the year ended December 31, 2014, which was filed with the SEC on February 24, 2015, and its proxy statement for the 2015 Annual Meeting, which was filed with the SEC on March 18, 2015. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the interests of these participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will also be included in any proxy statement and other relevant materials to be filed with the SEC when they become available.

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This communication includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), regarding, among other things, our plans, strategies and prospects, both business and financial. Although we believe that our plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions including, without limitation, the factors described under “Risk Factors” from time to time in our filings with the SEC. Many of the forward-looking statements contained in this presentation may be identified by the use of forward-looking words such as “believe”, “expect”, “anticipate”, “should”, “planned”, “will”, “may”, “intend”, “estimated”, “aim”, “on track”, “target”, “opportunity”, “tentative”, “positioning”, “designed”, “create”, “predict”, “project”, “seek”, “would”, “could”, “potential”, “continue”, “ongoing”, “upside”, “increases” and “potential”, among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this presentation are set forth in other reports or documents that we file from time to time with the SEC, and include, but are not limited to:

### *Risks Related to Bright House Networks, LLC. (“Bright House”) and Comcast Corporation (“Comcast”) Transactions*

- the ultimate outcome of the proposed transaction between us and Bright House including the possibility that such transaction may not occur if closing conditions are not satisfied;
- the ultimate outcome of the proposed transactions between us and Comcast including the possibility that such transactions may not occur if closing conditions are not satisfied;
- if any such transactions were to occur, the ultimate outcome and results of integrating operations and application of our operating strategies to the acquired assets and the ultimate ability to realize synergies at the levels currently expected as well as potential programming dis-synergies;
- the impact of the proposed transactions on our stock price and future operating results, including due to transaction and integration costs, increased interest expense, business disruption, and diversion of management time and attention;
- the reduction in our current stockholders’ percentage ownership and voting interest as a result of the proposed transactions;
- the increase in indebtedness as a result of the proposed transactions, which will increase interest expense and may decrease our operating flexibility;

### *Risks Related to Our Business*

- our ability to sustain and grow revenues and cash flow from operations by offering video, Internet, voice, advertising and other services to residential and commercial customers, to adequately meet the customer experience demands in our markets and to maintain and grow our customer base, particularly in the face of increasingly aggressive competition, the need for innovation and the related capital expenditures;
- the impact of competition from other market participants, including but not limited to incumbent telephone companies, direct broadcast satellite operators, wireless broadband and telephone providers, digital subscriber line (“DSL”) providers, video provided over the Internet and providers of advertising over the Internet;
- general business conditions, economic uncertainty or downturn, high unemployment levels and the level of activity in the housing sector;
- our ability to obtain programming at reasonable prices or to raise prices to offset, in whole or in part, the effects of higher programming costs (including retransmission consents);
- the development and deployment of new products and technologies;
- the effects of governmental regulation on our business or potential business combination transactions;
- the availability and access, in general, of funds to meet our debt obligations prior to or when they become due and to fund our operations and necessary capital expenditures, either through (i) cash on hand, (ii) free cash flow, or (iii) access to the capital or credit markets;
- and our ability to comply with all covenants in our indentures and credit facilities, any violation of which, if not cured in a timely manner, could trigger a default of our other obligations under cross-default provisions.

All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this communication.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,  
Registrant

By: /s/ Kevin D. Howard  
Kevin D. Howard  
Senior Vice President - Finance, Controller and  
Chief Accounting Officer

Date: April 13, 2015

EXHIBIT INDEX

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# NEWS

## Charter Offers \$1.5 Billion Senior Unsecured Notes

STAMFORD, Connecticut - April 13, 2015 - Charter Communications, Inc. (NASDAQ: CHTR) (along with its subsidiaries, "Charter") today announced that its subsidiaries, CCO Holdings, LLC and CCO Holdings Capital Corp. (collectively, "CCO Holdings"), intend to offer \$1.5 billion in aggregate principal amount of senior unsecured notes due 2023 and 2025 (the "New Notes").

Charter intends to use the net proceeds from the sale of the New Notes (together with new borrowings under its revolving credit facility) to finance a tender offer for any and all of its outstanding \$1.0 billion 7.25% Senior Notes due 2017 (the "2017 Notes") at a purchase price equal to \$1,040.50 per \$1,000 principal amount thereof plus accrued and unpaid interest and \$700 million 8.125% Senior Notes due 2020 (together with the 2017 Notes, the "Subject Notes") at a purchase price equal to \$1,045.50 per \$1,000 principal amount thereof plus accrued and unpaid interest, to pay related fees and expenses and for general corporate purposes. The tender offer shall commence after 5:01 p.m. New York City time today.

The New Notes will be sold to qualified institutional buyers in reliance on Rule 144A and outside the United States to non-U.S. persons in reliance on Regulation S. The notes have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

The offering is subject to, among other things, market conditions.

Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated will act as the Joint Book-Running Managers for the offering.

This news release is neither an offer to sell nor a solicitation of an offer to buy the New Notes and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation, or sale is unlawful, nor is it an offer to purchase, or the solicitation of an offer to sell the Subject Notes. The tender offer may only be made pursuant to the Offer to Purchase, the Letter of Transmittal and the Notice of Guaranteed Delivery.

***About Charter***

Charter (NASDAQ: CHTR) is a leading broadband communications company and the fourth-largest cable operator in the United States. Charter provides a full range of advanced broadband services, including advanced Charter TV® video entertainment programming, Charter Internet® access, and Charter Phone®. Charter Business® similarly provides scalable, tailored, and cost-effective broadband communications solutions to business organizations, such as business-to-business Internet access, data networking, business telephone, video and music entertainment services, and wireless backhaul. Charter's advertising sales and production services are sold under the Charter Media® brand.

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- and our ability to comply with all covenants in our indentures and credit facilities, any violation of which, if not cured in a timely manner, could trigger a default of our other obligations under cross-default provisions.

All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this communication.

# New Charter Credit Group: 2014 Year End PSUs<sup>1</sup>

Exhibit 99.2

	Existing Charter	—	Charter Swaps	+	Former TWC Assets	+	Bright House	=	New Charter Credit Group
Estimated Video Passings (in millions)	12.9		5.5		7.9		4.7		20.0
Residential PSUs (in thousands)									
Video	4,160		1,530		2,820		2,000		7,450
Internet	4,770		1,890		2,820		1,940		7,640
Voice	2,440		910		1,390		1,090		4,010
Total Residential PSUs	<u>11,370</u>		<u>4,330</u>		<u>7,030</u>		<u>5,030</u>		<u>19,100</u>
Penetration									
Video (% of homes passed)	32%		28%		36%		43%		37%
Internet (% of homes passed)	37%		34%		36%		41%		38%
Voice (% of homes passed)	19%		17%		18%		23%		20%
Commercial PSUs (in thousands)									
Video	130		50		50		40		170
Internet	310		110		140		120		460
Voice	180		70		70		80		260
Total Commercial PSUs	<u>620</u>		<u>230</u>		<u>260</u>		<u>240</u>		<u>890</u>
Commercial Revenue as a % of Total Revenue	11%		10%		11%		11%		11%
Total PSUs	<u>11,990</u>		<u>4,560</u>		<u>7,290</u>		<u>5,270</u>		<u>19,990</u>

<sup>1</sup>) PSU data is rounded to nearest 10,000. Charter customer counts as of 12/31/2014 and include residential and commercial customers based on its reporting methodology. Former TWC assets and Bright House as of 12/31/2014, and based on respective TWC and Bright House reporting methodologies, where there may be small definitional differences. Totals may not recalculate due to rounding.

# New Charter Credit Group: Estimated Financial Data

## 2014 Pro Forma Financial Data

(in millions)

	Existing Charter	—	Charter Swaps	+	Former TWC Assets	+	Bright House	+	GreatLand Management Fee	=	New Charter Credit Group
Revenues											
Video	\$4,443		\$1,644		\$2,600		\$1,545				\$6,944
Internet	2,576		1,011		1,524		1,164				4,253
Voice	575		227		523		392				1,263
Commercial	993		342		609		405				1,665
Advertising Sales	341		94		212		170				629
Other	180		64		105		83		200 <sup>1</sup>		504
<b>Total Revenues</b>	<b>\$9,108</b>		<b>\$3,382</b>		<b>\$5,573</b>		<b>\$3,759</b>		<b>\$200</b>		<b>\$15,258</b>
<b>Adjusted EBITDA<sup>2</sup></b>	<b>\$3,190</b>		<b>\$1,119</b>		<b>\$2,143</b>		<b>\$1,374</b>		<b>\$200</b>		<b>\$5,788</b>
Capital Expenditures	\$2,221		\$694		\$625		\$643		nm		\$2,795
Adj. EBITDA - CapEx	\$969		\$425		\$1,518		\$731		\$200		\$2,993

1) GreatLand management fee derived by multiplying 4.25% by GreatLand pro forma revenue as disclosed in Charter's 8-K filed on April 6<sup>th</sup>, 2015  
2) Pro forma 2014 adjusted EBITDA data is derived using pro forma financial information included in Charter's 8-K filed on April 6, 2015. See pages 1 and 30.

# GAAP Reconciliations

## UNAUDITED RECONCILIATION OF NON-GAAP MEASURES TO GAAP MEASURES (DOLLARS IN MILLIONS)

	-	+	+	+	+	+	=	
	Existing Charter	Charter Swaps	Former TWC Assets	Pro Forma <sup>(1)</sup> Adjustments	Bright House	Pro Forma <sup>(1)</sup> Adjustments	GreatLand Management Fee	New Charter Credit Group
Consolidated net income (loss)	(183)	(178)	757	(324)	751	(248)	200	775
Plus: Interest expense, net	911	(1)	-	297	38	37	-	1,282
Income tax expense (benefit)	236	(119)	467	(208)	-	-	-	376
Depreciation and amortization	2,102	(724)	724	294	416	377	-	3,189
Shared asset charge	-	(52)	115	-	-	-	-	63
Stock compensation expense	55	(21)	29	-	5	-	-	68
Loss on extinguishment of debt	-	-	-	-	-	-	-	-
Equity in income of investee	-	-	-	(35)	-	-	-	(35)
(Gain) loss on derivative instruments, net	7	-	-	-	-	-	-	7
Other, net	62	(24)	1	26	(5)	3	-	63
Adjusted EBITDA <sup>(2)</sup>	<u>\$ 3,190</u>	<u>\$ (1,119)</u>	<u>\$ 2,093</u>	<u>\$ 50</u>	<u>\$ 1,205</u>	<u>\$ 169</u>	<u>\$ 200</u>	<u>\$ 5,788</u>

<sup>(1)</sup> Pro forma results reflect certain acquisitions of cable systems as if they occurred as of January 1, 2012.

<sup>(2)</sup> Adjusted EBITDA is defined as net loss plus net interest expense, income taxes, depreciation and amortization, stock compensation expense, loss on extinguishment of debt, (gain) loss on derivative instruments, net, and other operating expenses, such as merger and acquisition costs, special charges and (gain) loss on sale or retirement of assets. As such, it eliminates the significant non-cash depreciation and amortization expense that results from the capital-intensive nature of our businesses as well as other non-cash or non-recurring items, and is unaffected by our capital structure or investment activities.

The above schedules are presented in order to reconcile adjusted EBITDA, a non-GAAP measure, to the most directly comparable GAAP measure in accordance with Section 401(b) of the Sarbanes-Oxley Act.

