

FORM 8-K

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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 15, 2001

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CHARTER COMMUNICATIONS HOLDINGS, LLC

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CHARTER COMMUNICATIONS HOLDINGS CAPITAL CORPORATION

-----  
(Exact name of registrants as specified in their charters)

Delaware

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Delaware

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(State or Other Jurisdiction of Incorporation or Organization)

333-77499

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333-77499-01

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Commission File Number

43-1843179

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43-1843177

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(Federal Employer  
Identification Number)

12444 Powerscourt Drive - Suite 400  
St. Louis, Missouri

-----  
(Address of Principal Executive Offices)

(Registrant's telephone number, including area code)

63131

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(Zip Code)

(314) 965-0555

## ITEM 5. OTHER ITEMS.

On March 15, 2001, Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation announced that they have extended until March 19, 2001, their offer to exchange their outstanding \$900 million of 10.75% Senior Notes due 2009, \$500 million of 11.125% Senior Notes due 2011 and, \$350.6 million of 13.5% Senior Discount Notes due 2011 with a principal at maturity of \$675 million (collectively, the "Old Notes") for \$900 million of 10.75% Senior Notes due 2009, \$500 million of 11.125% Senior Notes due 2011 and, \$350.6 million of 13.5% Senior Discount Notes due 2011 with a principal at maturity of \$675 million (collectively, the "New Notes"). The exchange offer was scheduled to expire on March 15, 2001, unless extended.

The New Notes have been registered under the Securities Act of 1933, as amended (the "Securities Act"). The Old Notes, which were not registered under the Securities Act, were sold to qualified institutional buyers in reliance on Rule 144A of the Securities Act on January 10, 2001.

A copy of the press release announcing the extension is being filed as Exhibit 99.1 with this report.

ITEM 7. EXHIBITS.

99.1 Press release dated March 15, 2001.\*

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\*filed herewith

## SIGNATURES

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

CHARTER COMMUNICATIONS  
HOLDINGS, LLC, a registrant

Dated March 15, 2001

By: /s/ KENT D. KALKWARF

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Name: Kent D. Kalkwarf  
Title: Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer  
and Principal Accounting  
Officer)

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications Holdings Capital Corporation has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS  
HOLDINGS CAPITAL CORPORATION, a  
registrant

Dated March 15, 2001

By: /s/ KENT D. KALKWARF

-----  
Name: Kent D. Kalkwarf  
Title: Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer  
and Principal Accounting  
Officer)

EXHIBIT INDEX

99.1 Press release dated March 15, 2001.

NEWS

[CHARTER COMMUNICATIONS LOGO]

FOR RELEASE: THURSDAY, MARCH 15, 2001

CHARTER COMMUNICATIONS ANNOUNCES SECOND EXTENSION OF EXCHANGE OFFER  
FOR \$1.75 BILLION SENIOR AND SENIOR DISCOUNT NOTES

Exchange offer extended to March 19, 2001

ST. LOUIS - Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation, subsidiaries of Charter Communications, Inc. (Nasdaq: CHTR), today announced that they are extending their offer (the "Exchange Offer") to exchange their outstanding \$900 million of 10.75% Senior Notes due 2009, \$500 million of 11.125% Senior Notes due 2011 and, \$350.6 million of 13.5% Senior Discount Notes due 2011 with a principal at maturity of \$675 million (collectively, the "Old Notes") for \$900 million of 10.75% Senior Notes due 2009, \$500 million of 11.125% Senior Notes due 2011 and, \$350.6 million of 13.5% Senior Discount Notes due 2011 with a principal at maturity of \$675 million (collectively, the "New Notes").

The exchange offer was scheduled to expire at 5:00 p.m. Eastern Time, on March 15, 2001, unless extended. As of yesterday, approximately \$749 million in aggregate principal amount of 10.75% Senior Notes due 2009, \$391 million in aggregate principal of 11.125% Senior Notes due 2011, and \$636 million in aggregate principal of 13.5% Senior Discount Notes due 2011 have been confirmed as tendered in exchange for a like principal amount of New Notes.

The new expiration date for the Exchange Offer is 5:00 p.m. Eastern Time, on March 19, 2001.

The New Notes have been registered under the Securities Act of 1933, as amended (the "Securities Act"). The Old Notes were sold to qualified institutional buyers in reliance on Rule 144A of the Securities Act on January 10, 2001. The Old Notes were not registered under the

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Securities Act and 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. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Old Notes or the New Notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

With nearly 6.4 million customers, Charter Communications, a Wired World(TM) company, is among the nation's largest broadband communications companies. Charter offers an array of advanced broadband services, including cable television under the Charter Cable TV(TM) brand; advanced digital video programming services under the Charter Digital Cable(TM) brand; and high-speed Internet access via Charter Pipeline(TM). Charter's Class A common stock is traded on the Nasdaq National Market under the ticker symbol "CHTR." More information about Charter can be found on the Internet at [www.charter.com](http://www.charter.com).

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Statements in this press release regarding Charter Communications' business that are not historical facts may be "forward-looking statements." Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Important factors that could cause actual results to differ materially from any such forward-looking statements are identified in the reports and documents Charter files from time to time with the U.S. Securities and Exchange Commission.

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MEDIA

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