

FORM 8-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): January 4, 2002

CHARTER COMMUNICATIONS HOLDINGS, LLC
CHARTER COMMUNICATIONS HOLDINGS CAPITAL CORPORATION
(Exact name of registrants as specified in their charters)

Delaware
Delaware

(State or Other Jurisdiction of Incorporation or Organization)

333-77499
333-77499-01
(Commission File Number)

43-1843179
43-1843177
(Federal Employer
Identification Number)

12405 Powerscourt Drive
St. Louis, Missouri
(Address of Principal Executive Offices)

63131
(Zip Code)

(Registrants' telephone number, including area code)

(314) 965-0555

ITEM 5. OTHER ITEMS

On January 4, 2002, Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation announced their intent to offer Senior and Senior Discount Notes for estimated proceeds of \$600 million. A copy of the press release is being filed as Exhibit 99.1 with this report.

ITEM 7. EXHIBITS

Press release dated January 4, 2002.*

* 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,
Registrant

Dated: January 4, 2002

By: /s/ KENT D. KALKWARF

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,
Registrant

Dated: January 4, 2002

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

Exhibit Number - - - - -	Description - - - - -
99.1	Press release dated January 4, 2002.

[CHARTER COMMUNICATIONS LOGO]

NEWS

FOR RELEASE: JANUARY 4, 2002

CHARTER COMMUNICATIONS HOLDINGS, LLC AND
CHARTER COMMUNICATIONS HOLDINGS CAPITAL CORPORATION
TO OFFER SENIOR AND SENIOR DISCOUNT NOTES

ST. LOUIS - Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation, subsidiaries of Charter Communications, Inc. (Nasdaq: CHTR), today announced their intent to offer Senior and Senior Discount Notes (the "Notes") for estimated proceeds of \$600 million.

The net proceeds of this issuance will be used to repay, but not to reduce permanently, indebtedness under the revolving credit facilities of the company's subsidiaries and for other general corporate purposes.

The Notes will be offered 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 will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), 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. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any notes, nor shall there be any sale of the 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 7 million customers in 40 states, Charter Communications, a Wired World Company(TM), is among the nation's largest broadband communications companies. Charter provides a full range of advanced broadband services to the home, including cable television on an advanced digital video programming platform, marketed under the Charter Digital Cable(TM) brand; and high-speed Internet access marketed under the Charter Pipeline(TM) brand. Commercial high-speed data, video and Internet solutions are provided under the Charter Business Networks(TM) brand. Advertising sales and production services are sold under the Charter Media(TM) brand.

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.

CONTACTS:

MEDIA

Andy Morgan, 314-543-2217
amorgan@chartercom.com

ANALYSTS

Ralph Kelly, 314-543-2388
rkelly@chartercom.com