

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 10, 2009



Charter Communications, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

000-27927

(Commission File Number)

43-1857213

(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))

ITEM 5.02 DEPARTURE OF DIRECTORS; CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATION ARRANGEMENTS OF CERTAIN OFFICERS.

This Form 8-K/A supplements the disclosures in Item 5.02 of the Form 8-K of Charter Communications, Inc., (the "Company") dated November 30, 2009.

Election of Compensation and Benefits Committee

As of December 10, 2009, the Board of Directors (the "Board") of the Company elected the following directors to the Compensation and Benefits Committee of the Board: Robert Cohn, W. Lance Conn and Eric L. Zinterhofer. Mr. Conn was elected to be the chair of the Compensation and Benefits Committee.

As of December 15, 2009, the Board announced that David C. Merritt has been appointed to the Board. Mr. Merritt will serve as chair of the Audit Committee of the Board. Christopher M. Temple will join Mr. Merritt as a member of the Audit Committee. The Nominating and Governance Committee will consist of William L. McGrath, John D. Markley, Jr., and Bruce A. Karsh, who will serve as the chair. A copy of the press release is attached hereto as Exhibit 99.1.

ITEM 7.01 REGULATION FD.

The Company has made information available on its website (www.charter.com under the "Investor and News Center" tab), describing the post emergence capital structure and other information as a result of emerging from its Chapter 11 bankruptcy proceedings on November 30, 2009. A copy of the post emergence capital structure is attached hereto as Exhibit 99.2.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated December 15, 2009. *
99.2	Post Emergence Capital Structure. **

* filed herewith

** furnished herewith

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

Dated: December 15, 2009

By:/s/ Kevin D. Howard

Name: Kevin D. Howard

Title: Senior Vice President, Controller and Chief Accounting Officer

EXHIBIT

Exhibit No.	Description
99.1	Press Release dated December 15, 2009. *
99.2	Post Emergence Capital Structure. **

* filed herewith

** furnished herewith



NEWS

David C. Merritt Appointed to Charter Communications Board of Directors

Board committee appointments made

St. Louis, Missouri – December 15, 2009 - Charter Communications, Inc. (along with its subsidiaries, the “Company” or “Charter”) today announced that David C. Merritt has been appointed to Charter’s Board of Directors (the “Board”). Mr. Merritt previously served on Charter’s board since 2003.

Mr. Merritt will serve as chair of the Audit Committee of the Board. Christopher M. Temple will join Mr. Merritt as a member of the Audit Committee.

“We are extremely pleased that Dave Merritt will serve on Charter’s Board, which is committed to building value for the Company and its stakeholders,” said Neil Smit, President and Chief Executive Officer. “Dave’s financial expertise, discipline and leadership skills complement the broad range of experience possessed by our other Board members.”

The Board elected Robert Cohn, W. Lance Conn and Eric L. Zinterhofer to the Compensation and Benefits Committee of the Board. Mr. Conn will serve as the chair of the Compensation and Benefits Committee.

The Nominating and Governance Committee will consist of William L. McGrath, John D. Markley, Jr., and Bruce A. Karsh, who will serve as the chair.

Mr. Merritt was originally elected to the board of directors of Charter in July 2003, and was also appointed as Chairman of Charter’s Audit Committee at that time. Effective March 2009, he is a managing director of BC Partners, Inc., a financial advisory firm. From October 2007 to March 2009, Mr. Merritt served as Senior Vice President and Chief Financial Officer of iCRETE, LLC. From October 2003 to September 2007, Mr. Merritt was a Managing Director of Salem Partners, LLC, an investment banking firm. He was a Managing Director in the Entertainment Media Advisory Group at Gerard Klauer Mattison & Co., Inc., a company that provided financial advisory services to the entertainment and media industries from January 2001 through April 2003. In December 2003, he became a director of Outdoor Channel Holdings, Inc. and serves as Chairman of its audit committee. From 1975 to 1999, Mr. Merritt was an audit and consulting partner of KPMG serving in a variety of capacities during his years with the firm, including national partner in charge of the media and entertainment practice. In February 2006, Mr. Merritt became a director of Calpine Corporation and serves as Chairman of its Audit Committee. Mr. Merritt holds a B.S. degree in business and accounting from California State University – Northridge.

About Charter

Charter Communications, Inc. 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 Digital Cable® video entertainment programming, Charter High-Speed® Internet access, and Charter Telephone®. Charter Business™ similarly provides scalable, tailored, and cost-effective broadband communications solutions to business organizations, such as business-to-business Internet access, data networking, video and music entertainment services, and business telephone. Charter's advertising sales and production services are sold under the Charter Media® brand. More information about Charter can be found at www.charter.com.

Contacts:

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Charter Communications, Inc.



POST EMERGENCE CAPITAL STRUCTURE AND OTHER INFORMATION

- On November 30, 2009, Charter Communications, Inc. emerged from its Chapter 11 bankruptcy proceedings.
- The Company intends to apply for listing of its New Class A Stock on The NASDAQ Stock Market LLC. Such application to become effective not earlier than January 14, 2010. Shares of New Class A Stock are currently quoted under the symbol CCMMV.OB on the OTC Bulletin Board.

Charter's Post-Emergence Capital Structure Summary

Equity

- 111,990,247 shares of New Common Stock outstanding, consisting of:
 - o New Class A Stock - 109,748,948 shares
 - o New Class B Stock - 2,241,299 shares
 - 5,520,001 shares of PIK Preferred Stock
 - o Aggregate liquidation preference of approximately \$138 million
 - Warrants to purchase shares of New Class A Common Stock held by Charter Investment, Inc. (Paul Allen)
 - o 4,669,384 warrants outstanding exercisable to purchase a like number of new Class A Common Stock
 - o Exercisable at \$19.80 per share
 - o Term: Seven (7) years
 - Warrants to purchase shares of New Class A Common Stock issued to holders of CIH notes
 - o 6,413,988 warrants outstanding exercisable to purchase a like number of new Class A Common Stock
 - o Exercisable at \$46.86 per share
 - o Term: Five (5) years
 - o CUSIP: 16117M131
 - Warrants to purchase shares of New Class A Common Stock issued to holders of CCH notes
 - o 1,282,798 warrants outstanding exercisable to purchase a like number of new Class A Common Stock
 - o Exercisable at \$51.28 per share
 - o Term: Five (5) years
 - o CUSIP: 16117M123
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Debt

Debt issued pursuant to the Plan of Reorganization:

- **CCH II, LLC**
 - o New 13.5% Senior Notes due 2016 outstanding (issued by CCH II, LLC, and CCH II Capital Corp.): \$1,766,206,512
 - CUSIP: 12502CAS0
 - CUSIP: 12502CAT8

Debt remaining in place pursuant to the Plan of Reorganization and Confirmation Order:

- **CCO Holdings, LLC**
 - o Outstanding 8 ³/₄% senior notes due 2013: \$800,000,000
 - o Credit facility: \$350,000,000
 - **Charter Communications Operating, LLC**
 - o 8.000% senior second-lien notes due 2012: \$1,100,000,000
 - o 8 ³/₈% senior second-lien notes due 2014: \$770,409,000
 - o 10.875% senior second-lien notes due 2014: \$545,896,000
 - o Credit facility: \$8,194,104,000
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Distributions Under the Plan

- 21,081,302 shares of New Class A Stock were issued pro rata to holders of CCH I Notes Claims

<u>CUSIP</u>	<u>Principal Amount</u>	<u>Total Shares Issued</u>	<u>New Class A Stock per \$1,000 of Principal Amount of Bonds</u>
12502B AC7	\$ 3,524,014,000	18,767,997	5.325744
12502B AE3	\$ 461,997,000	2,308,009	4.995723
12502B AB9	\$ 150,000	799	5.326667
12502B AD5	\$ 9,000	45	5.000000
12502B AA1	\$ 836,000	4,452	5.325359

- 2,241,299 shares of New Class B Stock were issued to Charter Investment Inc. (which is owned by Paul Allen)
- 5,520,001 shares of preferred stock having an aggregate liquidation preference of \$138 million were issued to holders of Charter Communication Inc.'s (i) 5.875% Convertible Senior Notes due 2009; and (ii) 6.50% Convertible Senior Notes due 2012

<u>CUSIP</u>	<u>Rate</u>	<u>Maturity Date</u>	<u>New Preferred Stock per \$1,000 of Principal Amount of Bonds</u>
16117MAD9	5.875%	2009	11.332000
16117MAE7	5.875%	2009	11.331166
16117MAF4	6.500%	2012	11.446307

- Warrants to purchase 4,669,384 shares of New Class A Stock were issued to Charter Investment, Inc. at an exercise price of \$19.80 per share
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· Warrants to purchase 6,413,988 shares of New Class A Stock were issued to holders of CIH Notes with an exercise price of \$46.86 per share

CUSIP	Rate	Maturity Date	Warrant Shares per \$1,000 of Principal Amount of Bonds
12501BAP9	9.920%	4/1/2014	2.561192
12501BAE4	10.000%	5/15/2014	2.532000
12501BAQ7	10.000%	5/15/2014	2.532281
12501BAN4	11.125%	1/15/2014	2.496981
12501BAR5	11.750%	5/15/2014	2.547839
12501BAT1	12.125%	1/15/2015	2.501799
U12516AF4	12.125%	1/15/2015	2.500000
12501BAS3	13.500%	1/15/2014	2.508422

· Warrants to purchase approximately 1,282,798 shares of New Class A Stock were issued to holders of CCH Notes with an exercise price of \$51.28 per share

CUSIP	Rate	Maturity Date	Warrant Shares per \$1,000 of Principal Amount of Bonds
16117PAY6	9.625%	11/15/2009	2.214286
16117PAZ3	9.625%	11/15/2009	2.215169
16117PAF7	9.920%	4/1/2011	2.243409
16117PAK6	10.000%	4/1/2009	2.244244
16117PBB5	10.000%	5/15/2011	2.218095
16117PAL4	10.250%	1/15/2010	2.183475
16117PAT7	10.750%	10/1/2010	2.252049
16117PAV2	11.125%	1/15/2010	2.187176
16117PAM2	11.750%	1/15/2010	2.189798
16117PBD1	11.750%	5/15/2011	2.231725
16117PBH2	12.125%	1/15/2012	2.191382
16117PAW0	13.500%	1/15/2011	2.197191

· New 13.5% Senior Notes due 2016 ("CCH II Notes") outstanding (issued by CCH II, LLC, and CCH II Capital Corp): \$1,766,206,512

· CCH II Notes issued in the CCH II note exchange:

<u>CUSIP</u>	<u>Rate</u>	<u>Maturity Date</u>		<u>Total New Notes per \$1,000 of Principal Amount of Bonds Exchanged</u>
12502CAD3	10.25%	2010	\$	733.37794643
12502CAM3	10.25%	2010	\$	730.70290404
12502CAQ4	10.25%	2013	\$	720.55594815
12502CAR2	10.25%	2013	\$	684.57669941
U125WAE1	10.25%	2013	\$	684.57669941

· Charter Investment, Inc. retained its 1% direct equity interest in Charter Communications Holding Company, LLC., which indirectly holds all of the business operations of Charter Communications, Inc.

New CUSIP NUMBERS:

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Unrestricted New Class A Stock: **16117M305**

15% Pay-in-kind Preferred Stock: **16117M701**

Unrestricted CCH II Notes due 2016: **12502CAS0**

CIH Warrants: **16117M131**

CCH Warrants: **16117M123**