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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM 8-K**

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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): **November 17, 2004**

**Charter Communications Holdings, LLC**  
**Charter Communications Holdings Capital Corporation**

*(Exact name of registrants as specified in their charter)*

**Delaware**

**Delaware**

*(State or Other Jurisdiction of Incorporation or Organization)*

**333-77499**

**333-77499-01**

*(Commission File Number)*

**43-1843179**

**43-1843177**

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

**12405 Powerscourt Drive**

**St. Louis, Missouri 63131**

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

**(314) 965-0555**

*(Registrants' telephone number, including area code)*

**Not Applicable**

*(Former name or former address, if changed since last report)*

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**ITEM 8.01. OTHER EVENTS.**

Charter Communications, Inc. ("Charter"), the indirect parent company and manager of Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation, today announced that it has agreed to issue and sell in a private transaction \$750 million original principal amount of Convertible Senior Notes due 2009. Charter has granted the initial purchasers an option to purchase up to an additional \$112.5 million original principal amount of such notes to cover over-allotments. The notes will have an annual interest rate of 5.875%, payable semi-annually, and will be convertible into 413.2231 shares of Charter's Class A common stock per \$1,000 original purchase amount of notes, which represents an initial conversion price of approximately \$2.42 per share. The entirety of the press release appearing in Exhibit 99.1 hereto is not filed but is furnished pursuant to Regulation FD.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

The following exhibit is not filed but furnished pursuant to Item 8.01:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated November 17, 2004. (Incorporated by reference to Exhibit 99.1 to the current report on Form 8-K of Charter Communications, Inc. filed on November 17, 2004 (File No. 000-27927)).

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation have duly caused this Current Report to be signed on their behalf by the undersigned hereunto duly authorized.

### **CHARTER COMMUNICATIONS HOLDINGS, LLC**

#### **Registrant**

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: November 17, 2004

By: /s/ Paul E. Martin

Name: Paul E. Martin

*Title: Interim Co-Chief Financial Officer, Senior Vice President and Controller  
(Co-Principal Financial Officer and Principal Accounting Officer)*

### **CHARTER COMMUNICATIONS HOLDINGS CAPITAL CORPORATION**

#### **Registrant**

Dated: November 17, 2004

By: /s/ Paul E. Martin

Name: Paul E. Martin

*Title: Interim Co-Chief Financial Officer, Senior Vice President and Controller  
(Co-Principal Financial Officer and Principal Accounting Officer)*

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## EXHIBIT INDEX

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