

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Newhouse Michael A</u>  (Last) (First) (Middle) <u>C/O CHARTER COMMUNICATIONS, INC.</u> <u>400 ATLANTIC STREET, 10TH FLOOR</u>  (Street) <u>STAMFORD CT 06901</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS, INC.</u> <u>/MO/ [ CHTR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/30/2019</u>	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Call option (obligation to sell)	\$475.2027	07/30/2019		S/K		1,975,000		(1)(2)	(1)(2)	Common Stock	1,975,000	(1)(2)(3)(4)	1,975,000	I	Indirect Interest in a Partnership <sup>(5)(6)</sup>
Call option (obligation to sell)	\$475.2027	07/30/2019		S/K		1,481,250		(1)(2)	(1)(2)	Common Stock	1,481,250	(1)(2)(3)(4)	1,481,250	I	Indirect Interest in a Partnership <sup>(5)(6)</sup>
Call option (obligation to sell)	\$475.2027	07/30/2019		S/K		493,750		(1)(2)	(1)(2)	Common Stock	493,750	(1)(2)(3)(4)	493,750	I	Indirect Interest in a Partnership <sup>(5)(6)</sup>
Put option (right to sell)	\$327.726	07/30/2019		P/K		1,975,000		(1)(2)	(1)(2)	Common Stock	1,975,000	(1)(2)(3)(4)	1,975,000	I	Indirect Interest in a Partnership <sup>(5)(6)</sup>
Put option (right to sell)	\$327.726	07/30/2019		P/K		1,481,250		(1)(2)	(1)(2)	Common Stock	1,481,250	(1)(2)(3)(4)	1,481,250	I	Indirect Interest in a Partnership <sup>(5)(6)</sup>
Put option (right to sell)	\$327.726	07/30/2019		P/K		493,750		(1)(2)	(1)(2)	Common Stock	493,750	(1)(2)(3)(4)	493,750	I	Indirect Interest in a Partnership <sup>(5)(6)</sup>

**Explanation of Responses:**

- On July 30, 2019, Advance/Newhouse Partnership ("A/N") established a credit facility backed by an equity collar transaction and an aggregate of 3,950,000 Class B Common Units of Charter Communications Holdings, LLC ("Units") to provide financial flexibility to support its ongoing estate planning and its investment program and for other general corporate purposes. A/N entered into Share Collar Transactions (the "Transactions") with unaffiliated banks, pursuant to which A/N wrote European call options and purchased European put options over an aggregate of 3,950,000 shares of Class A common stock (the "Common Stock") of Charter Communications, Inc. (the "Issuer"). The Transactions will be settled in cash unless A/N elects physical settlement, in which case it expects to exchange Units for Class A Common Stock sufficient to satisfy its obligations under the Transactions.
- The Transaction expires evenly over a series of expiration dates from August 15, 2022 to September 6, 2022, inclusive.
- On the relevant expiration date, the call option will automatically be exercised (and the put option will expire unexercised) if the volume weighted average price of the Common Stock on the relevant expiration date (the "Reference Price") is greater than or equal to the call option strike price; the put option will automatically be exercised (and the call option will expire unexercised) if the Reference Price is less than or equal to the put option strike price; and the call option and the put option will each expire unexercised if the Reference Price is greater than the put option strike price but less than the call option strike price.
- The Transaction is a "zero-cost collar", in which no premium was exchanged for either the call option or the put option.
- The Reporting Person, by virtue of his affiliations with Advance Long-Term Management Trust, a New Jersey trust ("ALTMT"), Advance Publications, Inc., a New York corporation ("API"), and Newhouse Broadcasting Corporation ("NBCo"), and affiliation with and interest in other non-controlling holders of equity of API and NBCo, may be deemed to beneficially own the shares of Common Stock and Class B Common Units of Charter Holdings owned directly by A/N. ALTMT is the general partner of Newhouse Family Holdings, L.P., a Delaware limited partnership, which owns all of the voting shares of API. API and NBCo indirectly own all of the partnership interests of A/N.
- The Reporting Person disclaims beneficial ownership of the shares of Common Stock and Class B Common Units of Charter Holdings owned by A/N and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.

/s/ Michael A. Newhouse      07/30/2019

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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