

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report

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

Date of Report (Date of earliest event reported): October 13, 2009



Charter Communications, Inc.

(Exact name of registrant as specified in its charter)

(Debtor - In - Possession as of March 27, 2009)

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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On March 27, 2009, Charter Communications, Inc. (the "Company"), its subsidiaries and certain of its affiliates filed voluntary petitions in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code. Prior to filing the petitions in Bankruptcy Court and as part of its pre-arranged joint plan of reorganization (as amended, the "Plan"), the Company had entered into separate Restructuring Agreements, (as amended, the "Restructuring Agreements"), with certain of its noteholders and with Mr. Paul G. Allen, the Company's chairman and primary shareholder. The forms of Restructuring Agreements were originally filed by the Company on Form 8-K on February 13, 2009. Among other things, the Restructuring Agreements are subject to termination if the effective date of the Plan shall not have occurred on or before October 14, 2009.

On October 13, 2009, the parties to the Restructuring Agreements each entered into a Third Amendment to the Restructuring Agreement so that each of the Restructuring Agreements, as amended, are now subject to termination if the effective date of the Plan shall not have occurred on or before November 2, 2009.

The Third Amendments to the Restructuring Agreements are available at www.kccllc.net/charter.

ITEM 8.01. OTHER EVENTS.

On October 15, 2009, the Bankruptcy Court announced in open court that it would confirm the Plan and issue a confirmation order within the next several weeks.

The Company's press release commenting on the intention to issue the confirmation order is attached hereto as Exhibit 99.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit Number	Description
99.1	Press Release dated October 15, 2009 announcing intention to issue court confirmation order. *

* filed 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: October 19, 2009

By:/s/ Kevin D. Howard
Name: Kevin D. Howard
Title: Vice President, Controller and Chief Accounting Officer

EXHIBIT INDEX

**Exhibit
Number**

Description

99.1

Press Release dated October 15, 2009 announcing intention to issue court confirmation order. *

* filed herewith



NEWS

FOR RELEASE: October 15, 2009

CHARTER COMMUNICATIONS COMMENTS ON COURT RULING CONCERNING INTENDED CONFIRMATION OF PLAN OF REORGANIZATION

St. Louis, Missouri – Charter Communications, Inc. (along with its subsidiaries, the “Company” or “Charter”) today commented on statements made by the judge overseeing its case in the United States Bankruptcy Court for the Southern District of New York (the “Court”). The Court indicated that it would confirm Charter’s pre-arranged Joint Plan of Reorganization and issue a confirmation order within the next several weeks. The Company expects to emerge from Chapter 11 shortly thereafter.

“The Court’s bench ruling today is a major milestone, having found in favor of Charter on all significant issues,” said Neil Smit, President and Chief Executive Officer. “I am proud that Charter has consistently put customers first and has posted solid operating results throughout this process, which is a testament to our dedicated employees and supportive stakeholders. We will emerge as a stronger company with a significantly improved capital structure. We look forward to continuing to serve our customers with enhanced products, services and support.”

About Charter Communications®

Charter Communications, Inc. (Pink OTC: CHTRQ) 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. On March 27, 2009, Charter filed a pre-arranged plan and Chapter 11 petitions in the United States Bankruptcy Court for the Southern District of New York. Charter believes its operations are strong and expects to continue operating as usual during the financial restructuring. More information about Charter can be found at www.charter.com.

Cautionary Statement Regarding Forward-Looking Statements:

This release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, regarding, among other things, our plans, strategies and prospects, both business and financial. Although we believe that our plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions, including, without limitation, the factors described under "Risk Factors" from time to time in our filings with the Securities and Exchange Commission ("SEC"). Many of the forward-looking statements contained in this release may be identified by the use of forward-looking words such as "believe," "expect," "anticipate," "should," "planned," "will," "may," "intend," "estimated," "aim," "on track," "target," "opportunity" and "potential," among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this release are set forth in other reports or documents that we file from time to time with the SEC, including our quarterly reports on Form 10-Q filed in 2009 and our most recent annual report on Form 10-K and include, but are not limited to:

- the completion of the Company's restructuring including the outcome and impact on our business of the proceedings under Chapter 11 of the Bankruptcy Code;
- the ability of the Company to satisfy closing conditions under the agreements-in-principle with certain of our bondholders and amended pre-arranged Joint Plan of Reorganization ("the Plan") and related documents and to have the Plan confirmed by the Bankruptcy Court;
- the availability and access, in general, of funds to meet interest payment obligations under our debt and to fund our operations and necessary capital expenditures, either through cash on hand, cash flows from operating activities, further borrowings or other sources and, in particular, our ability to fund debt obligations (by dividend, investment or otherwise) to the applicable obligor of such debt;
- our ability to comply with all covenants in our indentures and credit facilities, any violation of which, if not cured in a timely manner, could trigger a default of our other obligations under cross-default provisions;
- our ability to repay debt prior to or when it becomes due and/or successfully access the capital or credit markets to refinance that debt through new issuances, exchange offers or otherwise, including restructuring our balance sheet and leverage position, especially given recent volatility and disruption in the capital and credit markets;
- the impact of competition from other distributors, including but not limited to incumbent telephone companies, direct broadcast satellite operators, wireless broadband providers, and digital subscriber line ("DSL") providers;
- difficulties in growing and operating our telephone services, while adequately meeting customer expectations for the reliability of voice services;
- our ability to adequately meet demand for installations and customer service;
- our ability to sustain and grow revenues and cash flows from operating activities by offering video, high-speed Internet, telephone and other services, and to maintain and grow our customer base, particularly in the face of increasingly aggressive competition;
- our ability to obtain programming at reasonable prices or to adequately raise prices to offset the effects of higher programming costs;
- general business conditions, economic uncertainty or downturn, including the recent volatility and disruption in the capital and credit markets and the significant downturn in the housing sector and overall economy; and
- the effects of governmental regulation on our business.

All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this release.

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