

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): March 19, 2007

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

(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))
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ITEM 8.01. OTHER EVENTS.

Charter Communications, Inc. announced the results to date of the cash tender offer (the "Tender Offer") by its indirect subsidiary, Charter Communications Holdings, LLC ("Charter Holdings"), for certain of its outstanding senior notes (the "Notes"). Charter Holdings is offering to purchase an amount of its outstanding Notes such that the amount Charter Holdings would be required to pay for the purchase of the Notes in total (including accrued and unpaid interest) in the Tender Offer shall not exceed \$100 million (the "Maximum Payment Amount"), in accordance with the terms and conditions described in the Offer to Purchase dated March 6, 2007.

As of 5:00 PM Eastern Daylight Time, on Monday, March 19, 2007, approximately \$167.7 million in aggregate principal amount of Notes had been validly tendered. The Maximum Payment Amount is not being increased and remains at \$100 million. The Tender Offer will expire at 5:00 PM EDT, on Tuesday, April 3, 2007, unless extended or earlier terminated.

A press release announcing the results to date is attached hereto as Exhibit 99.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

The following exhibits are filed pursuant to Item 8.01:

Exhibit Number	Description
99.1	Press Release announcing interim results of Tender Offer dated March 20, 2007.*

* Filed herewith.

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: March 21, 2007

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: Executive Vice President, General Counsel and Corporate Secretary

CHARTER COMMUNICATIONS HOLDINGS

CAPITAL CORPORATION

Registrant

Dated: March 21, 2007

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: Executive Vice President, General Counsel and Corporate Secretary

Exhibit Index

Exhibit Number	Description
99.1	Press Release announcing interim results of Tender Offer dated March 20, 2007.*

* Filed herewith.



NEWS

Charter Announces Interim Results of \$100 Million Tender Offer for Debt Securities

ST. LOUIS--March 20, 2007--Charter Communications, Inc. (NASDAQ: CHTR) announced the results to date of the cash tender offer (the "Tender Offer") by its indirect subsidiary, Charter Communications Holdings, LLC ("Charter Holdings"), for certain of its outstanding senior notes listed in the table below (the "Notes"). Charter Holdings is offering to purchase an amount of its outstanding Notes such that the amount Charter Holdings would be required to pay for the purchase of the Notes in total (including accrued and unpaid interest) in the Tender Offer shall not exceed \$100 million (the "Maximum Payment Amount"), in accordance with the terms and conditions described in the Offer to Purchase dated March 6, 2007.

As of 5:00 PM Eastern Daylight Time (EDT), on Monday, March 19, 2007, approximately \$167.7 million in aggregate principal amount of Notes had been validly tendered. The total consideration payable for the Notes is a fixed price. All Notes tendered will be accepted for purchase in a specified priority. The following table includes the series of Notes subject to the Tender Offer, the amount validly tendered to date, the acceptance priority of each series, and the consideration for each series:

Title of Security	Amount of Notes Tendered	Acceptance Priority Level	Tender Offer Consideration(1)	Early Tender Premium(1)	Total Consideration(1)
10.00% Senior Notes due 2009	\$ 16,358,000	1	\$ 998.75	\$ 15.00	\$ 1,013.75
10.75% Senior Notes due 2009	\$ 7,368,000	1	\$ 1,013.75	\$ 15.00	\$ 1,028.75
9.625% Senior Notes due 2009	\$ 15,540,000	1	\$ 993.75	\$ 15.00	\$ 1,008.75
10.25% Senior Notes due 2010	\$ 14,620,000	2	\$ 996.25	\$ 15.00	\$ 1,011.25
11.75% Senior Discount Notes due 2010	\$ 5,228,000	2	\$ 1,002.50	\$ 15.00	\$ 1,017.50
11.125% Senior Notes due 2011	\$ 15,050,000	3	\$ 990.00	\$ 15.00	\$ 1,005.00
13.50% Senior Discount Notes due 2011	\$ 6,319,000	3	\$ 1,028.75	\$ 15.00	\$ 1,043.75
9.920% Senior Discount Notes due 2011	\$ 34,425,000	3	\$ 987.50	\$ 15.00	\$ 1,002.50
10.00% Senior Notes due 2011	\$ 5,452,000	3	\$ 987.50	\$ 15.00	\$ 1,002.50
11.75% Senior Discount Notes due 2011	\$ 1,001,000	3	\$ 997.50	\$ 15.00	\$ 1,012.50
12.125% Senior Discount Notes due 2012	\$ 46,348,000	3	\$ 997.50	\$ 15.00	\$ 1,012.50

(1) Per \$1,000 principal amount of Notes that are accepted for purchase

Holders who tendered their Notes at or prior to 5:00 PM EDT, on Monday, March 19, 2007, (the “Early Tender Time”), will receive the Total Consideration, which includes an Early Tender Premium, in each case as set forth in the preceding table. The Tender Offer will expire at 5:00 PM EDT, on Tuesday, April 3, 2007, unless extended or earlier terminated (the “Expiration Time”). The Early Tender Premium has been extended for holders of Notes designated as “Acceptance Priority Level” 1 and 2 such that Notes tendered after the Early Tender Time but at or prior to the Expiration Time will receive the Total Consideration. Holders of Notes designated as Acceptance Priority Level 3 that tender their Notes after the Early Tender Time but at or prior to the Expiration Time will receive the Tender Offer Consideration, which is the Total Consideration less the Early Tender Premium. In addition, in all cases, holders of Notes that are accepted for purchase will receive accrued and unpaid interest from the last interest payment date for such series of Notes to, but not including, the date the Notes are purchased.

Because the amount Charter Holdings would be required to pay for the purchase of the tendered Notes, together with accrued and unpaid interest, exceeds the Maximum Payment Amount, Charter Holdings will (subject to the terms and conditions of the Tender Offer) accept Notes for purchase in accordance with the Acceptance Priority Level set forth in the preceding table. Based on tenders to date and subject to additional tenders received prior to the Expiration Time and consummation of the offer:

- Acceptance Priority Level 1: 100% of the \$39.3 million Notes tendered due 2009 would be accepted for purchase,
- Acceptance Priority Level 2: 100% of the \$19.8 million Notes tendered due 2010 would be accepted for purchase, and
- Acceptance Priority Level 3: A portion of the \$108.6 million Notes tendered due 2011 and 2012 would be accepted for purchase.

Final proration of the tenders of the Notes, up to the Maximum Payment Amount, will be determined based on the amount of Notes tendered prior to Expiration Time and, accordingly, the foregoing interim results are subject to change. Notes tendered prior to the Early Tender Time do not have priority acceptance over Notes tendered between the Early Tender Time and the Expiration Time.

Except as set forth in the Offer to Purchase or as required by applicable law, Notes tendered prior to 5:00 PM EDT, on Monday, March 19, 2007 (the "Withdrawal Deadline"), may no longer be withdrawn, and Notes tendered after the Withdrawal Deadline but before the Expiration Time may not be withdrawn except to the extent required by law. Charter Holdings may increase the Maximum Payment Amount for the Notes at its discretion without extending the Withdrawal Deadline.

The Tender Offer is conditioned on the satisfaction of certain limited conditions. If any of the conditions are not satisfied, Charter Holdings is not obligated to accept for payment, purchase, or pay for, and may delay the acceptance for payment of, any tendered Notes, in each event, subject to applicable laws, and may terminate the Tender Offer.

Citigroup Corporate and Investment Banking is the Dealer Manager for the Tender Offer. Global Bondholder Services Corporation is the Information Agent and Depositary. This press release is neither an offer to purchase nor a solicitation of an offer to sell the Notes. The offer is made only by an Offer to Purchase dated March 6, 2007, and the information in this news release is qualified by reference to the Offer to Purchase. Persons with questions regarding the offer should contact the Dealer Manager at (212) 723-6106 or toll-free at (800) 558-3745, or the Information Agent at (212) 430-3774 or toll-free at (866) 294-2200.

About Charter Communications

Charter Communications, Inc. is a leading broadband communications company and the third-largest publicly traded cable operator in the United States. Charter provides a full range of advanced broadband services, including advanced Charter Digital® video entertainment programming, Charter High-Speed™ Internet access service, and Charter Telephone™ services. 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.

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Contact:

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 (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), regarding, among other things, our plans, strategies and prospects, both business and financial. Charter will not undertake to revise forward-looking projections to reflect events after this date. 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. 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 reports or documents that we file from time to time with the SEC, and include, but are not limited to:

- the availability, in general, of funds to meet interest payment obligations under our debt and to fund our operations and necessary capital expenditures, either through cash flows from operating activities, further borrowings or other sources and, in particular, our ability to be able to provide under the applicable debt instruments such funds (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 could trigger a default of our other obligations under cross-default provisions;
- our ability to pay or refinance debt prior to or when it becomes due and/or to take advantage of market opportunities and market windows to refinance that debt through new issuances, exchange offers or otherwise, including restructuring our balance sheet and leverage position;
- competition from other video programming distributors, including incumbent telephone companies, direct broadcast satellite operators, wireless broadband providers and DSL providers;
- unforeseen difficulties we may encounter in our continued introduction of our telephone services such as our ability to meet heightened customer expectations for the reliability of voice services compared to other services we provide and our ability to meet heightened 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 a stable customer base, particularly in the face of increasingly aggressive competition from other service providers;
- our ability to obtain programming at reasonable prices or to pass programming cost increases on to our customers;
- general business conditions, economic uncertainty or slowdown; and
- the effects of governmental regulation, including but not limited to local franchise authorities, 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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