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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): June 18, 2010



**Charter Communications, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

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

**001-33664**

*(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))
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**Item 1.01. Entry into a Material Definitive Agreement****Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

As of June 18, 2010, Charter Communications, Inc. (the "Company") unconditionally guaranteed, on a senior unsecured basis, the principal of, premium, if any, and interest on the approximately \$1.8 billion of 13.50% Senior Notes due 2016 (the "Notes") of CCH II, LLC and CCH II Capital Corp., the Company's indirect subsidiaries (the "Issuers"), in the amounts and at the times when due and the payment or performance of all other obligations of the Issuers under the Notes. The Notes were issued pursuant to an indenture dated as of November 30, 2009, among the Issuers and The Bank of New York Mellon Trust Company, NA, as trustee. The Description of the Notes is set forth in the Issuers' registration statement on Form S-4/A, registration no. 333-164381, and such Description is incorporated herein by reference.

The Company's guarantee is filed herewith as Exhibit 4.1.

**Item 9.01. Financial Statements and Exhibits****Exhibits:**

- 4.1\* Charter Communications, Inc.'s guarantee of CCH II, LLC's and CCH II Capital Corp.'s 13.50% Senior Notes due 2016.
- 10.1 Indenture relating to the 13.50% Senior Notes due 2016, dated as of November 30, 2009, by and among CCH II, LLC and CCH II Capital Corp. and The Bank of New York Mellon Trust Company, NA (incorporated by reference to Exhibit 10.1 to the current report on Form 8-K of Charter Communications, Inc. filed on December 4, 2009 (File No. 001-33664)).

\* Filed herewith.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CHARTER COMMUNICATIONS, INC.

Date: June 22, 2010

By: /s/ Patricia A. Baldes  
Name: Patricia A. Baldes  
*Title: Vice President Financial Reporting*

**NOTE GUARANTEE**

For value received, the undersigned hereby unconditionally guarantees, on a senior unsecured basis, to the Holder of this Note the cash payments in United States dollars of principal of, premium, if any, and interest on this Note in the amounts and at the times when due and interest on the overdue principal, premium, if any, and interest, if any, of this Note, if lawful, and the payment or performance of all other Obligations of the Issuers under the Indenture or this Note, to the Holder of this Note and the Trustee, in accordance with the Note, Article 10 of the Indenture and this Note Guarantee, including the terms stated in the Note, the Indenture and this Note Guarantee. The validity and enforceability of this Note Guarantee shall not be affected by the fact that it is not affixed to any particular Note. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Indenture dated as of November 30, 2009 among CCH II, LLC, a Delaware limited liability company, CCH II Capital Corp., a Delaware corporation, the undersigned, and The Bank of New York Mellon Trust Company, NA, as trustee (as amended or supplemented, the "Indenture").

**THIS NOTE GUARANTEE SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK BUT WITHOUT GIVING EFFECT TO APPLICABLE PRINCIPLES OF CONFLICTS OF LAW TO THE EXTENT THAT THE APPLICATION OF THE LAW OF ANOTHER JURISDICTION WOULD BE REQUIRED THEREBY.** The undersigned hereby agrees to submit to the jurisdiction of the courts of the State of New York in any action or proceeding arising out of or relating to this Note Guarantee.

This Note Guarantee is subject to release upon the terms set forth in the Indenture.

CHARTER COMMUNICATIONS, INC.

By: /s/ Thomas M. Degnan  
Name: Thomas M. Degnan  
Title: Vice President – Finance and Corporate Treasurer