

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): May 26, 2000

CHARTER COMMUNICATIONS HOLDINGS, LLC

CHARTER COMMUNICATIONS HOLDINGS CAPITAL CORPORATION

(Exact names of registrants as specified in their charters)

Delaware

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

333-77499

333-77499-01

(Commission File Numbers)

43-1843179

43-1843177

(Federal Employer
Identification Numbers)

12444 Powerscourt Drive - Suite 100
St. Louis, Missouri

(Address of Principal Executive Offices)

63131

(Zip Code)

(Registrants' telephone number, including area code)

(314) 965-0555

ITEM 5. OTHER ITEMS.

On May 26, 2000, Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation announced that they have extended until June 1, 2000, their offer to exchange their 10.00% Senior Notes due 2009, 10.25% Senior Notes due 2010 and 11.75% Senior Discount Notes due 2010, which are registered under the Securities Act of 1933, as amended, for any and all of their outstanding 10.00% Senior Notes due 2009, 10.25% Senior Notes due 2010, and 11.75% Senior Discount Notes due 2010, which were not registered under the Securities Act.

A copy of the press release announcing the extension is being filed as Exhibit 99.1 with this report.

ITEM 7. EXHIBITS.

(c) Exhibits.

99.1 Press release dated May 25, 2000.*

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*filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications Holdings, LLC has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS
HOLDINGS, LLC, a registrant

Dated May 26, 2000

By: /s/ KENT D. KALKWARF

Name: Kent D. Kalkwarf
Title: Senior Vice President and
Chief Financial Officer
(Principal Financial Officer)
and Principal Accounting
Officer)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications Holdings Capital Corporation has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS
HOLDINGS CAPITAL CORPORATION, a
registrant

Dated May 26, 2000

By: /s/ KENT D. KALKWARF

Name: Kent D. Kalkwarf
Title: Senior Vice President and
Chief Financial Officer
(Principal Financial Officer)
and Principal Accounting
Officer)

[CHARTER COMMUNICATIONS LOGO]

FOR IMMEDIATE RELEASE

CHARTER COMMUNICATIONS HOLDINGS, CHARTER COMMUNICATIONS CAPITAL CORPORATION
ANNOUNCES EXTENSION OF EXCHANGE OFFER TO JUNE 1, 2000

St. Louis, MO - May 25, 2000 - Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation (collectively, "Charter") today announced that they are extending their offer (the "Exchange Offer") to exchange their (i) 10.00% Senior Notes due 2009, (ii) 10.25% Senior Notes due 2010, and (iii) 11.75% Senior Discount Notes due 2010 (collectively, the "New Notes"), which are registered under the Securities Act of 1933, as amended (the "Securities Act"), for any and all of their outstanding (i) 10.00% Senior Notes due 2009, (ii) 10.25% Senior Notes due 2010, and (iii) 11.75% Senior Discount Notes due 2010 (collectively, the "Old Notes"), which were not registered under the Securities Act.

The Exchange Offer was scheduled to expire at 5:00 p.m., New York City time, on May 25, 2000, unless extended. As of today, approximately (i) \$674.2 million in aggregate principal amount of 10.00% Senior Notes due 2009, (ii) \$324.1 million in aggregate principal amount of 10.25% Senior Notes due 2010, and (iii) \$530.4 million in aggregate principal amount at maturity of 11.75% Senior Discount Notes due 2010 have been confirmed as tendered in exchange for a like principal amount of New Notes.

The new expiration date for the Exchange Offer is 5:00 p.m., New York time, on June 1, 2000.

-More-

Charter add one-

The Old Notes have not been registered under the Securities Act and may not be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the Old Notes or the New Notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Charter is a leading owner and operator of cable television systems.

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For More Information Contact:

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