

FORM 8-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 10, 2001

CHARTER COMMUNICATIONS HOLDINGS, LLC
CHARTER COMMUNICATIONS HOLDINGS CAPITAL CORPORATION

(Exact name of registrants as specified in their charters)

Delaware
Delaware

(State or Other Jurisdiction of Incorporation or Organization)

333-77499
333-77499-01

Commission File Number

43-1843179
43-1843177

(Federal Employer
Identification Number)

12444 Powerscourt Drive - Suite 400
St. Louis, Missouri

(Address of Principal Executive Offices)

63131

(Zip Code)

(Registrant's telephone number, including area code)

(314) 965-0555

Item 5. Other Items.

On May 10, 2001, Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation announced that they had entered into an agreement to sell \$350 million of 9.625% Senior Notes due 2009, \$575 million of 10% Senior Notes due 2011 and \$1.02 billion of 11.750% Senior Discount Notes due 2011. A copy of the press release relating to the sale of these notes is being filed as Exhibit 99.2 with this report. The Purchase Agreement, the Indentures and the Exchange and Registration Agreements are also filed as exhibits.

Item 7. Exhibits

Press release dated May 10, 2001.*

Purchase Agreement relating to 9.625% Senior Notes due 2009, 10.000% Senior Notes due 2011, 11.750% Senior Discount Notes due 2011 dated May 10, 2001 (incorporated herein by reference to exhibit 10.1 to the Current Report on Form 8-K filed by Charter Communications, Inc. (SEC File Number 000-27927) on June 1, 2001).

Indenture dated as of May 15, 2001 between Charter Communications

Holdings, LLC, Charter Communications Holdings Capital Corporation and BNY Midwest Trust Company as Trustee governing 9.625% Senior Notes due 2009 (incorporated herein by reference to exhibit 10.2(a) to the Current Report on Form 8-K filed by Charter Communications, Inc. (SEC File Number 000-27927) on June 1, 2001).

Exchange and Registration Rights Agreement relating to 9.625% Senior Notes due 2009, dated as of May 15, 2001, among Charter Communications Holding Company, LLC, Charter Communications Capital Corporation, Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated, Banc of America Securities LLC, Bear, Stearns & Co. Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Salomon Smith Barney Inc., JP Morgan, a Division of Chase Securities Inc., Credit Lyonnais Securities (USA) Inc., Fleet Securities, Inc., BMO Nesbitt Burns Corp. and Dresdner Kleinwort Wasserstein Securities LLC (incorporated herein by reference to exhibit 10.2(b) to the Current Report on Form 8-K filed by Charter Communications, Inc. (SEC File Number 000-27927) on June 1, 2001).

Indenture dated as of May 15, 2001 between Charter Communications Holdings, LLC, Charter Communications Holdings Capital Corporation and BNY Midwest Trust Company as Trustee governing 10.000% Senior Notes due 2011 (incorporated herein by reference to exhibit 10.3(a) to the Current Report on Form 8-K filed by Charter Communications, Inc. (SEC File Number 000-27927) on June 1, 2001).

Exchange and Registration Rights Agreement relating to 10.000% Senior Notes due 2011, dated as of May 15, 2001, among Charter Communications Holding Company, LLC, Charter Communications Capital Corporation, Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated, Banc of America Securities LLC, Bear, Stearns & Co. Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Salomon Smith Barney Inc., JP Morgan, a Division of Chase Securities Inc., Credit Lyonnais Securities (USA) Inc., Fleet Securities, Inc., BMO Nesbitt Burns Corp. and Dresdner Kleinwort Wasserstein Securities LLC (incorporated herein by reference to exhibit 10.3(b) to the Current Report on Form 8-K filed by Charter Communications, Inc. (SEC File Number 000-27927) on June 1, 2001).

Indenture dated as of May 15, 2001 between Charter Communications Holdings, LLC, Charter Communications Holdings Capital Corporation and BNY Midwest Trust Company as Trustee governing 11.750% Senior Discount Notes due 2011 (incorporated herein by reference to exhibit 10.4(a) to the Current Report on Form 8-K filed by Charter Communications, Inc. (SEC File Number 000-27927) on June 1, 2001).

Exchange and Registration Rights Agreement relating to 11.750% Senior Discount Notes due 2011, dated as of May 15, 2001, among Charter Communications Holding Company, LLC, Charter Communications Capital Corporation, Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated, Banc of America Securities LLC, Bear, Stearns & Co. Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Salomon Smith Barney Inc., JP Morgan, a Division of Chase Securities Inc., Credit Lyonnais Securities (USA) Inc., Fleet Securities, Inc., BMO Nesbitt Burns Corp. and Dresdner Kleinwort Wasserstein Securities LLC (incorporated herein by reference to exhibit 10.4(b) to the Current Report on Form 8-K filed by Charter Communications, Inc. (SEC File Number 000-27927) on June 1, 2001).

- - - - -
* 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 31, 2001

By: /s/ RALPH G. KELLY

Name: Ralph G. Kelly

Title: Senior Vice President and
Treasurer

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 31, 2001

By: /s/ RALPH G. KELLY

Name: Ralph G. Kelly
Title: Senior Vice President and
Treasurer

Exhibit Index

Exhibit Number -----	Description -----
4.1	Purchase Agreement relating to 9.625% Senior Notes due 2009, 10.000% Senior Notes due 2011, 11.750% Senior Discount Notes due 2011 dated May 10, 2001 (incorporated herein by reference to exhibit 10.1 to the Current Report on Form 8-K filed by Charter Communications, Inc. (SEC File Number 000-27927) on June 1, 2001).
4.2(a)	Indenture dated as of May 15, 2001 between Charter Communications Holdings, LLC, Charter Communications Holdings Capital Corporation and BNY Midwest Trust Company as Trustee governing 9.625% Senior Notes due 2009 (incorporated herein by reference to exhibit 10.2(a) to the Current Report on Form 8-K filed by Charter Communications, Inc. (SEC File Number 000-27927) on June 1, 2001).
4.2(b)	Exchange and Registration Rights Agreement relating to 9.625% Senior Notes due 2009, dated as of May 15, 2001, among Charter Communications Holding Company, LLC, Charter Communications Capital Corporation, Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated, Banc of America Securities LLC, Bear, Stearns & Co. Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Salomon Smith Barney Inc., JP Morgan, a Division of Chase Securities Inc., Credit Lyonnais Securities (USA) Inc., Fleet Securities, Inc., BMO Nesbitt Burns Corp. and Dresdner Kleinwort Wasserstein Securities LLC (incorporated herein by reference to exhibit 10.2(b) to the Current Report on Form 8-K filed by Charter Communications, Inc. (SEC File Number 000-27927) on June 1, 2001).
4.3(a)	Indenture dated as of May 15, 2001 between Charter Communications Holdings, LLC, Charter Communications Holdings Capital Corporation and BNY Midwest Trust Company as Trustee governing 10.000% Senior Notes due 2011 (incorporated herein by reference to exhibit 10.3(a) to the Current Report on Form 8-K filed by Charter Communications, Inc. (SEC File Number 000-27927) on June 1, 2001).
4.3(b)	Exchange and Registration Rights Agreement relating to 10.000% Senior Notes due 2011, dated as of May 15, 2001, among Charter Communications Holding Company, LLC, Charter Communications Capital Corporation, Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated, Banc of America Securities LLC, Bear, Stearns & Co. Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Salomon Smith Barney Inc., JP Morgan, a Division of Chase Securities Inc., Credit Lyonnais Securities (USA) Inc., Fleet Securities, Inc., BMO Nesbitt Burns Corp. and Dresdner Kleinwort Wasserstein Securities LLC (incorporated herein by reference to exhibit 10.3(b) to the Current Report on Form 8-K filed by Charter Communications, Inc. (SEC File Number 000-27927) on June 1, 2001).
4.4(a)	Indenture dated as of May 15, 2001 between Charter Communications Holdings, LLC, Charter Communications Holdings Capital Corporation and BNY Midwest Trust Company as Trustee governing 11.750% Senior Discount Notes due 2011 (incorporated herein by reference to exhibit 10.4(a) to the Current Report on Form 8-K filed by Charter Communications, Inc. (SEC File Number 000-27927) on June 1, 2001).
4.4(b)	Exchange and Registration Rights Agreement relating to 11.750% Senior Discount Notes due 2011, dated as of May 15, 2001, among Charter Communications Holding Company, LLC, Charter Communications Capital Corporation, Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated, Banc of America Securities LLC, Bear, Stearns & Co. Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Salomon Smith Barney Inc., JP Morgan, a Division of Chase Securities Inc., Credit Lyonnais Securities (USA) Inc., Fleet Securities, Inc., BMO Nesbitt Burns Corp. and Dresdner Kleinwort Wasserstein Securities LLC (incorporated herein by reference to exhibit 10.4(b) to the Current Report on Form 8-K filed by Charter Communications, Inc. (SEC File Number 000-27927) on June 1, 2001).
99.1	Press release dated May 10, 2001.

Charter Communications to Issue \$1.5 Billion Senior and Senior Discount Notes;
Proceeds Increase From \$1 Billion Originally Sought

ST. LOUIS--(BUSINESS WIRE)--May 10, 2001--Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation, subsidiaries of Charter Communications, Inc. (Nasdaq: CHTR), today announced they had entered into an agreement to sell \$350 million of 9.625% Senior Notes due 2009, \$575 million of 10% Senior Notes due 2011 and \$575.2 million of 11.75% Senior Discount Notes due 2011 with a principal at maturity of \$1.02 billion (the "Notes"). The sale of the Notes will provide gross proceeds to the issuers of approximately \$1.5 billion.

The net proceeds of this issuance will be used to pay the cash portion of the purchase price for the acquisition of certain cable systems from AT&T Broadband announced in February 2001, with the remaining portion for working capital purposes. The offering is expected to close on May 15, 2001.

The Notes are being sold to qualified institutional buyers in reliance on Rule 144A. The Notes will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), and, unless so registered, may not be offered or sold in the United States 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 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 Communications, a Wired World(TM) company, is among the nation's largest broadband communications companies, currently serving some 6.4 million customers in 40 states. Charter provides a full range of advanced broadband services to the home, including cable television under the Charter Cable TV brand; advanced digital video programming services under the Charter Digital Cable(TM) brand; and high-speed Internet access via Charter Pipeline(TM). Commercial high-speed data, video and Internet solutions are provided under the Charter Business Networks(TM) brand. Advertising sales and production services are sold under the Charter Media(TM) brand.

More information about Charter can be found at www.charter.com.

Statements in this press release regarding Charter Communications' business that are not historical facts may be "forward-looking statements." Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Important factors that could cause actual results to differ materially from any such forward-looking statements are identified in the reports and documents Charter files from time to time with the U.S. Securities and Exchange Commission.

CONTACT: Charter Communications
Media
Anita Lamont, 314/543-2215
alamont@chartercom.com
or
Analyst
Mary Jo Moehle, 314/543-2397
mjoehle@chartercom.com