

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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Date of report (Date of earliest event reported): October 24, 2000  
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CHARTER COMMUNICATIONS HOLDINGS, LLC

-----  
CHARTER COMMUNICATIONS HOLDINGS CAPITAL CORPORATION  
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(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware

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Delaware  
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(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)

333-77499

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333-77499-01  
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(COMMISSION FILE NUMBERS)

43-1843179

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43-1843177  
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(FEDERAL EMPLOYER  
IDENTIFICATION NUMBERS)

12444 Powerscourt Drive - Suite 400  
St. Louis, Missouri

-----  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

63131

-----  
(ZIP CODE)

(REGISTRANTS' TELEPHONE NUMBER, INCLUDING AREA CODE)

(314) 965-0555  
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## ITEM 5. OTHER EVENTS.

On October 24, 2000, Charter Communications, Inc., the ultimate parent of Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation announced its intent to issue Convertible Senior Notes due 2005 in a private placement under Rule 144A. A copy of the press release is being filed as Exhibit 99.1 with this report.

On October 25, 2000, Charter Communications, Inc. announced that it had offered and priced a new issue of \$650.0 million of Convertible Senior Notes due 2005. The issuance is being made in a private placement under Rule 144A. A copy of the press release is being filed as Exhibit 99.2 with this report.

ITEM 7. EXHIBITS.

- 99.1 Press release dated October 24, 2000.\*
- 99.2 Press release dated October 25, 2000.\*

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\*filed herewith

SIGNATURES

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

CHARTER COMMUNICATIONS HOLDINGS, LLC, registrant

CHARTER COMMUNICATIONS HOLDINGS CAPITAL CORPORATION,  
registrant

Dated October 25, 2000

By: /s/ KENT D. KALKWARF

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

## EXHIBIT INDEX

- 99.1 Press release dated October 24, 2000.
- 99.2 Press release dated October 25, 2000.

[CHARTER COMMUNICATIONS LOGO]

FOR RELEASE: TUESDAY, OCTOBER 24, 2000

## CHARTER TO ISSUE CONVERTIBLE SENIOR NOTES

ST. LOUIS -- Charter Communications, Inc. (Nasdaq: CHTR) today announced its intent to issue Convertible Senior Notes due 2005 in a private placement under Rule 144A to raise estimated proceeds of \$450 million.

The net proceeds of this issuance will be used to repay a portion of amounts outstanding under the August 2000 \$1 billion bridge loan of Charter Communications Holdings, LLC.

The notes will not be registered under the Securities Act of 1933 as amended and may not be offered or sold in the United States unless they are registered or unless such sale is exempt from the registration requirements of the Securities Act.

Interest on the notes is expected to be payable semi-annually. The notes will be convertible at any time into shares of Charter Communications, Inc. Class A common stock.

With 6.3 million customers, Charter Communications, a Wired World(TM) company, is among the nation's largest broadband communications companies. Charter offers an array of advanced broadband services, including cable television under the Charter Cable TV(TM) brand; advanced digital video programming services under the Charter Digital Cable(TM) brand; and high-speed Internet access via Charter Pipeline(TM). Charter's Class A common stock is traded on the Nasdaq National Market under the ticker symbol "CHTR." More information about Charter can be found on the Internet at [www.chartercom.com](http://www.chartercom.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.

## CONTACTS:

MEDIA  
Charter Communications  
Anita Lamont, 314-543-2215  
[alamont@chartercom.com](mailto:alamont@chartercom.com)

ANALYST  
Charter Communications  
Mary Jo Moehle, 314-543-2397  
[mmoehle@chartercom.com](mailto:mmoehle@chartercom.com)

[CHARTER COMMUNICATIONS LOGO]

NEWS

FOR RELEASE: WEDNESDAY, OCTOBER 25, 2000

## CHARTER PRICES \$650 MILLION CONVERTIBLE SENIOR NOTE OFFERING

ST. LOUIS -- Charter Communications, Inc. (Nasdaq: CHTR) today announced that the company has offered and priced a new issue of \$650 million of Convertible Senior Notes (the "Notes") due 2005. The Notes will have an annual interest rate of 5.75%, payable semi-annually, and will be convertible into Class A common stock at \$21.56 per share. The company may also issue up to an additional \$100 million of Notes pursuant to an option granted to the initial purchasers of the Notes.

The net proceeds of this issuance will be used to repay a portion of amounts outstanding under the August 2000 \$1 billion bridge loan of Charter Communications Holdings, LLC.

This issuance is being made in a private placement under Rule 144A. The Notes and shares of Class A common stock issuable upon conversion have not been registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States unless they are registered or unless such sale is exempt from the registration requirements of the Securities Act.

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## CONTACTS:

## MEDIA

Anita Lamont, 314-543-2215

## ANALYST

Mary Jo Moehle, 314-543-2397