



ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

Issuance of Senior Notes due 2022

On August 22, 2012 (the “Closing Date”), CCO Holdings, LLC and CCO Holdings Capital Corp. and together with CCO Holdings, the “Issuers”) subsidiaries of Charter Communications, Inc. (the “Company”) issued \$1.25 billion aggregate principal amount of 5.250% Senior Notes due 2022 (the “Notes”). The offering and sale of the Notes were made pursuant to a shelf registration statement on Form S-3, initially filed with the Securities and Exchange Commission on January 4, 2011, as amended on May 3, 2011, as further amended, and a prospectus supplement dated August 8, 2012. The Issuers' payment obligations under the Notes are fully and unconditionally guaranteed on a senior unsecured basis by the Company.

The Notes resulted in net proceeds of approximately \$1.22 billion, after deducting underwriting discounts and commissions. The net proceeds of this issuance, among other things, will be used, as previously announced: (i) for general corporate purposes, including repaying amounts outstanding under the Charter Communications Operating, LLC revolving credit facility; (ii) to pay fees and expenses related to the offering; and (iii) to fund the redemption of the CCH II, LLC and CCH II Capital Corp 13.5% senior notes due 2016 on or before November 30, 2012.

In connection therewith, the Issuers entered into the following agreement:

Indenture

On the Closing Date, the Issuers (and the Company as parent guarantor party thereto) entered into a Fourth Supplemental Indenture with The Bank of New York Mellon Trust Company, N. A. as trustee (the “Trustee”) providing for the issuance of the notes (the “Supplemental Indenture”) and the terms thereof. The Supplemental Indenture supplements a base indenture previously entered into on May 10, 2011 between the Issuers, the Company, as guarantor and the Trustee (the “Base Indenture” and together with the Supplemental Indenture, the “Indenture”) providing for the issuance of the Notes generally. The Indenture provides, among other things, that the Notes are general unsecured obligations of the Issuers. Interest is payable on the Notes on each March 30 and September 30, commencing March 30, 2013. The Company may redeem some or all of the Notes at any time prior to September 30, 2017 at a redemption price equal to 100% of the principal amount thereof plus accrued and unpaid interest, if any, on such Notes plus an applicable make-whole premium. On or after September 30, 2017, the Issuers may redeem some or all of the Notes at redemption prices set forth in the Supplemental Indenture. In addition, at any time prior to September 30, 2015, the Issuers may redeem up to 35% of the aggregate principal amount of the Notes at a redemption price equal to 105.250% of the principal amount thereof plus accrued and unpaid interest to the redemption date, with the net cash proceeds of certain equity offerings, provided that certain conditions are met.

The Issuers' payment obligations under the Notes are fully and unconditionally guaranteed on a senior unsecured basis by the Company.

The terms of the Indenture, among other things, limit the ability of the Issuers to incur additional debt and issue preferred stock; pay dividends or make other restricted payments; make certain investments; create liens; allow restrictions on the ability of certain of its subsidiaries to pay dividends or make other payments to it; sell assets; merge or consolidate with other entities; and enter into transactions with affiliates.

Subject to certain limitations, in the event of a Change of Control (as defined in the Supplemental Indenture), the Issuers will be required to make an offer to purchase the Notes at a price equal to 101% of the aggregate principal amount of the Notes repurchased, plus accrued and unpaid interest, if any, to the date of repurchase.

The Indenture provides for customary events of default which include (subject in certain cases to customary grace and cure periods), among others, nonpayment of principal or interest; breach of other covenants or agreements in the Indenture; failure to pay certain other indebtedness; failure to pay certain final judgments; failure of certain guarantees to be enforceable; and certain events of bankruptcy or insolvency. Generally, if an event of default occurs, the Trustee or the holders of at least 25% in aggregate principal amount of the then outstanding series of Notes may declare all the Notes of such series to be due and payable immediately.



ITEM 2.03 CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT.

The information under “Indenture” in Item 1.01 above is incorporated herein by reference.

ITEM 8.01 OTHER EVENTS.

The press release announcing the closing on the sale of the Notes is attached as Exhibit 99.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit Number	Description
5.1	Opinion of Kirkland & Ellis LLP. *
99.1	Press release announcing the closing on the sale of the Notes dated August 22, 2012. *

---

\* filed herewith

---

SIGNATURES

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

CHARTER COMMUNICATIONS, INC.,  
Registrant

By: /s/ Patricia A. Baldes  
Patricia A. Baldes  
Vice President - Financial Reporting

Date: August 22, 2012

---

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Kirkland & Ellis LLP. *
99.1	Press release announcing the closing on the sale of the Notes dated August 22, 2012. *

---

\* filed herewith