



ITEM 8.01. OTHER EVENTS.

On March 7, 2013 (the “Closing Date”), Charter Communications, Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Goldman, Sachs & Co. (the “Underwriter”) and the selling stockholders named therein (collectively, the “Selling Stockholders”) for the sale of an aggregate 9,250,000 shares of Class A common stock, par value \$0.001 per share, of the Company (the “Shares”) by the Selling Stockholders. The offering and sale of the Shares was made pursuant to a shelf registration statement on Form S-3, initially filed with the Securities and Exchange Commission on November 10, 2010 (No. 333-170530), and a prospectus supplement dated March 7, 2013. The Underwriting Agreement is filed as Exhibit 99.1 to this Current Report on Form 8-K.

The Company did not receive any proceeds from the sale of the Shares by the Selling Stockholders.

On March 12, 2013, the Selling Stockholders completed the sale of the Shares pursuant to the Underwriting Agreement.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

| Exhibit Number | Description  |
|----------------|--|
| 99.1           | Underwriting Agreement, dated as of March 7, 2013, by and among Charter Communications, Inc., Goldman, Sachs & Co. and the Selling Stockholders named therein. * |

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\* 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.,  
Registrant

By: /s/ Kevin D. Howard  
Kevin D. Howard  
Senior Vice President - Finance, Controller and  
Chief Accounting Officer

Date: March 12, 2013

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EXHIBIT INDEX

| Exhibit<br>Number | Description  |
|-------------------|--|
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\* filed herewith