

CHARTER COMMUNICATIONS, INC. /MO/
Form SC 13G/A
February 10, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

(Amendment No. 1)*

Under the Securities Exchange Act of 1934

CHARTER COMMUNICATIONS, INC.

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

16117M305

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 16117M305

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

AP Charter Holdings (Sub), LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization

Delaware

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6 Shared Voting Power
30,621,376 shares of Class A common stock

7 Sole Dispositive Power

8 Shared Dispositive Power
30,621,376 shares of Class A common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person
30,621,376 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)
29.9%

12 Type of Reporting Person (See Instructions)
OO

CUSIP No. 16117M305

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

Red Bird, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Cayman Islands

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6 Shared Voting Power
1,386,366 shares of Class A common stock

7 Sole Dispositive Power

8 Shared Dispositive Power
1,386,366 shares of Class A common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person
1,386,366 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)
1.4%

12 Type of Reporting Person (See Instructions)
PN

CUSIP No. 16117M305

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

Blue Bird, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Cayman Islands

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6 Shared Voting Power
159,945 shares of Class A common stock

7 Sole Dispositive Power

8 Shared Dispositive Power
159,945 shares of Class A common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person
159,945 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)
0.2%

12 Type of Reporting Person (See Instructions)
PN

CUSIP No. 16117M305

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

Green Bird, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

Cayman Islands

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6 Shared Voting Power
58,996 shares of Class A common stock

7 Sole Dispositive Power

8 Shared Dispositive Power
58,996 shares of Class A common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person
58,996 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)
0.1%

12 Type of Reporting Person (See Instructions)
PN

CUSIP No. 16117M305

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

AAA Co-Invest VI BC, Ltd.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Cayman Islands

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6 Shared Voting Power
363,314 shares of Class A common stock

7 Sole Dispositive Power

8 Shared Dispositive Power
363,314 shares of Class A common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person
363,314 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)
0.4%

12 Type of Reporting Person (See Instructions)
CO

CUSIP No. 16117M305

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

AAA Co-Invest VII BC, Ltd.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Cayman Islands

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6 Shared Voting Power
246,763 shares of Class A common stock

7 Sole Dispositive Power

8 Shared Dispositive Power
246,763 shares of Class A common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person
246,763 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)
0.2%

12 Type of Reporting Person (See Instructions)
CO

CUSIP No. 16117M305

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

AP Charter Holdings, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

Delaware

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6 Shared Voting Power
31,315,736 shares of Class A common stock

7 Sole Dispositive Power

8 Shared Dispositive Power
31,315,736 shares of Class A common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person

31,315,736 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

30.3%

12 Type of Reporting Person (See Instructions)

PN

CUSIP No. 16117M305

1 Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

Apollo Advisors VI, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) o
(b) x

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

5 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

6 Shared Voting Power
31,315,736 shares of Class A common stock

7 Sole Dispositive Power

8 Shared Dispositive Power
31,315,736 shares of Class A common stock