CHARTER COMMUNICATIONS, INC. /MO/
Form S-4
January 27, 2014
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As filed with the Securities and Exchange Commission on January 27, 2014

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Form S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

CCO Holdings, LLC

and

CCO Holdings Capital Corp.

(Exact name of registrants as specified in their charters)

Charter Communications, Inc.

(Exact name of registrant guarantor as specified in its charter)

Delaware	**4841**	**03-0511293**
Delaware	**4841**	**13-4257703**
Delaware	**4841**	**43-1857213**
(State or other jurisdiction of incorporation or organization)	**(Primary Standard Industrial Classification Code Number)**	**(I.R.S. Employer Identification Number)**

400 Atlantic Street, 10th Floor

Stamford, Connecticut 06901

(203) 905-7801

(Address, including zip code, and telephone number, including area code, of registrants and registrant guarantor s principal executive offices)

Richard R. Dykhouse

Executive Vice President, General Counsel and Corporate Secretary

400 Atlantic Street, 10th Floor

Stamford, Connecticut 06901

(203) 905-7801

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Christian O. Nagler

Kirkland & Ellis LLP

601 Lexington Avenue

New York, New York 10022-4611

(212) 446-4800

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. ¨

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1, 2)
5.250% Senior Notes Due 2021	$500,000,000	100%	$500,000,000	$64,400
5.750% Senior Notes Due 2023	$500,000,000	100%	$500,000,000	$64,400
Guarantee of 5.250% Senior Notes Due 2021	n/a	n/a	n/a	
Guarantee of 5.750% Senior Notes Due 2023	n/a	n/a	n/a	

(1) The amount of the registration fee paid herewith was calculated, pursuant to Rule 457(f)(1) under the Securities Act of 1933, as amended.
(2) Pursuant to Rule 457(n), no registration fee is payable with respect to the guarantee.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where such offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JANUARY 27, 2014

PROSPECTUS

CHARTER COMMUNICATIONS, INC. and

CCO HOLDINGS, LLC

Offer to Exchange

$500,000,000 Principal Amount of 5.250% Senior Notes due 2021 and $500,000,000 Principal Amount of 5.750% Senior Notes due 2023 of CCO Holdings, LLC and CCO Holdings Capital Corp. which have been registered under the Securities Act of 1933 for any and all outstanding 5.250% Senior Notes due 2021 and 5.750% Senior Notes due 2023 issued by CCO Holdings, LLC and CCO Holdings Capital Corp. on March 14, 2013

This exchange offer expires at 5:00 p.m., New York City time, on , 2014, unless extended.

No public market currently exists for the original notes or the new notes. We do not intend to list the new notes on any securities exchange or to seek approval for quotation through any automated quotation system.

CCO Holdings, LLC and CCO Holdings Capital Corp. hereby offer to exchange any and all of the $500,000,000 aggregate principal amount of their 5.250% Senior Notes due 2021 (the new 2021 notes) and any or all of the $500,000,000 aggregate principal amount of their 5.750% Senior Notes due 2023 (the new 2023 notes and, collectively with the new 2021 notes, the new notes), which have been registered under the Securities Act of 1933, as amended, pursuant to a Registration Statement of which this prospectus is part, for a like principal amount of their 5.250% Senior Notes due 2021 (the original 2021 notes) and for a like principal amount of their 5.750% Senior Notes due 2023 (the original 2023 notes and, collectively with the original 2021 notes, the original notes), respectively, outstanding on the date hereof upon the terms and subject to the conditions set forth in this prospectus and in the accompanying letter of transmittal (which together constitute the exchange offer). **This exchange offer is only being**

made for those original notes that were issued pursuant to Section 4(2) of the Securities Act of 1933, as amended and which are indentified by CUSIP Nos. 1248EPBA0, 1248EPBC6, U12501AH2 and U12501AJ8. The terms of the new notes are identical in all material respects to those of the original notes, except for certain transfer restrictions and registration rights relating to the original notes. The new 2021 notes will be issued pursuant to, and entitled to the benefits of our sixth supplemental indenture, dated as of March 14, 2013, among CCO Holdings, LLC, CCO Holdings Capital Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee. The new 2023 notes will be issued pursuant to, and entitled to the benefits of our seventh supplemental indenture, dated as of March 14, 2013, among CCO Holdings, LLC, CCO Holdings Capital Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee. Charter Communications, Inc. has unconditionally guaranteed the new notes on a senior unsecured basis.

You should carefully consider the risk factors beginning on page 12 of this prospectus before deciding whether or not to participate in the exchange offer.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is   , 2014.

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INCORPORATION BY REFERENCE; ADDITIONAL INFORMATION

Charter Communications, Inc., our indirect parent company, files annual, quarterly, special reports and other information with the Securities and Exchange Commission (SEC). We are incorporating by reference certain information of Charter filed with the SEC, which means that we disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus, and information that we file later with the SEC will automatically update and supersede this information. Specifically, we incorporate by reference the documents listed below and any future filings made with the SEC under Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) (excluding any information furnished but not filed) prior to the termination of this offering (collectively, the SEC Reports):

Charter Communications, Inc. Annual Report on Form 10-K for the year ended December 31, 2012;

Charter Communications, Inc. Quarterly Reports on Form 10-Q for the quarters ended March 31, 2013, June 30, 2013 and September 30, 2013;

Portions of the Charter Communications, Inc. Definitive Proxy Statement filed with the SEC on March 21, 2013 that are incorporated by reference into the Annual Report; and

Charter Communications, Inc. Current Reports on Form 8-K filed with the SEC on February 12, 2013, March 1, 2013, March 12, 2013, March 15, 2013, March 19, 2013, April 19, 2013, April 25, 2013, May 2, 2013, May 3, 2013, May 10, 2013, July 2, 2013, September 6, 2013, November 12, 2013, January 14, 2014, January 21, 2014 and January 22, 2014 (in each case excluding any information furnished but not filed).

The information in the above filings speaks only as of the respective dates thereof, or, where applicable, the dates identified therein. You may read and copy any document we file with the SEC at the SEC s public reference room at 450 Fifth Street, N.W., in Washington, D.C., as well as the SEC s regional offices. Please call the SEC at 1-800-SEC-0330 for further information relating to the public reference room. These SEC filings are also available to the public at the SEC s website at www.sec.gov. In addition, our filings with the SEC, including our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports, are available free of charge on our website (www.charter.com) as soon as reasonably practicable after they are filed with, or furnished to, the SEC. Our website and the information contained on that site, or connected to that site, are not incorporated into and are not a part of this prospectus. You may also obtain a copy of these filings at no cost by writing or telephoning us at the following address:

Charter Communications, Inc.

400 Atlantic Street, 10th Floor

Stamford, CT 06901

Attention: Investor Relations

Telephone: (203) 905-7801

In order to ensure timely delivery, Holders must request the information from us no later than ten business days before the Expiration Date.

In reliance on Rule 12h-5 under the Securities Exchange Act of 1934, as amended (the Exchange Act), neither of the issuers intends to file annual reports, quarterly reports, current reports or transition reports with the SEC. For so long as the issuers rely on Rule 12h-5, certain financial information pertaining to the issuers will be included in the financial statements of Charter Communications, Inc. filed with the SEC pursuant to the Exchange Act.

CHARTER HAS NOT AUTHORIZED ANYONE TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATION ABOUT THE OFFERING THAT IS DIFFERENT FROM, OR IN ADDITION TO, THAT CONTAINED IN THIS PROSPECTUS OR IN ANY OF THE MATERIALS THAT ARE INCORPORATED INTO THIS PROSPECTUS. THEREFORE, IF ANYONE DOES GIVE YOU INFORMATION OF THIS SORT, YOU SHOULD NOT RELY ON IT. IF YOU ARE IN A JURISDICTION WHERE OFFERS TO EXCHANGE OR SELL, OR SOLICITATIONS OF OFFERS TO EXCHANGE OR PURCHASE, THE SECURITIES OFFERED BY THIS PROSPECTUS ARE UNLAWFUL, OR IF YOU ARE A PERSON TO WHOM IT IS UNLAWFUL TO DIRECT THESE TYPES OF ACTIVITIES, THEN THE OFFER PRESENTED IN THIS PROSPECTUS DOES NOT EXTEND TO YOU.

YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN THIS PROSPECTUS IS ACCURATE AS OF ANY DATE OTHER THAN THE DATE OF THIS PROSPECTUS AND THE MAILING OF THIS PROSPECTUS SHALL NOT CREATE AN IMPLICATION TO THE CONTRARY.

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DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus includes forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), regarding, among other things, our plans, strategies and prospects, both business and financial. Although we believe that our plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions, including, without limitation, the factors described in the section titled Risk Factors in this prospectus and in our Annual Report on Form 10-K for the year ended December 31, 2012 (the Annual Report) incorporated by reference in this prospectus. Many of the forward-looking statements contained in this prospectus may be identified by the use of forward-looking words such as believe, expect, anticipate, should, plar will, may, intend, estimated, aim, on track, target, opportunity, tentative , positioning, designed, among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this prospectus are set forth in this prospectus, in our Annual Report and in other reports or documents that we file from time to time with the Securities and Exchange, and include, but are not limited to:

the ultimate outcome of any possible transaction between Charter and Time Warner Cable Inc. (TWC) including the possibility that Charter will not pursue a transaction with TWC;

if a transaction between Charter and TWC were to occur, the ultimate outcome of Charter s pricing and packaging and operating strategy applied to TWC and the ultimate ability to realize synergies at the levels currently expected;

our ability to sustain and grow revenues and cash flow from operations by offering video, Internet, telephone, advertising and other services to residential and commercial customers, to adequately meet the customer experience demands in our markets and to maintain and grow our customer base, particularly in the face of increasingly aggressive competition, the need for innovation and the related capital expenditures and the difficult economic conditions in the United States;

the impact of competition from other market participants, including but not limited to incumbent telephone companies, direct broadcast satellite operators, wireless broadband and telephone providers, digital subscriber line (DSL) providers, and video provided over the Internet;

general business conditions, economic uncertainty or downturn, high unemployment levels and the level of activity in the housing sector;

our ability to obtain programming at reasonable prices or to raise prices to offset, in whole or in part, the effects of higher programming costs (including retransmission consents);

the development and deployment of new products and technologies;

- the effects of governmental regulation on our business or potential business combination transaction;
- the availability and access, in general, of funds to meet our debt obligations prior to or when they become due and to fund our operations and necessary capital expenditures, either through (i) cash on hand, (ii) free cash flow, or (iii) access to the capital or credit markets; and
- our ability to comply with all covenants in our indentures and credit facilities any violation of which, if not cured in a timely manner, could trigger a default of our other obligations under cross-default provisions.

All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this prospectus.

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SUMMARY

This summary contains a general discussion of our business, the exchange offer and summary financial information. It does not contain all the information that you should consider before making a decision whether to tender your original notes in exchange for new notes. For a more complete understanding of the exchange offer, you should read this entire prospectus and the related documents to which we refer.

CCO Holdings, LLC (CCO Holdings) is a direct subsidiary of CCH II, LLC (CCH II), which is an indirect subsidiary of Charter Communications, Inc. (Charter). CCO Holdings is a holding company with no operations of its own. CCO Holdings Capital Corp. (CCO Holdings Capital) is a wholly owned subsidiary of CCO Holdings. CCO Holdings Capital is a company with no operations of its own and no subsidiaries. CCO Holdings and its direct and indirect subsidiaries, as well as CCO Holdings Capital, are managed by Charter. For a chart showing our ownership structure, see page 4.

Unless otherwise stated, the discussion in this prospectus of our business and operations includes the business of Charter and its direct and indirect subsidiaries. Unless otherwise stated, all business data included in this summary is as of September 30, 2013.

CCO Holdings and CCO Holdings Capital are sometimes referred to in this prospectus collectively as the Issuers and individually as an Issuer . The terms we, us and our refer to Charter and its direct and indirect subsidiaries on a consolidated basis.

Our Business

We are among the largest providers of cable services in the United States, offering a variety of entertainment, information and communications solutions to residential and commercial customers. Our infrastructure consists of a hybrid of fiber and coaxial cable plant with approximately 12.8 million estimated passings, with 97% at 550 megahertz (MHz) or greater and 97% of plant miles two-way active. A national Internet Protocol (IP) infrastructure interconnects Charter markets.

As of September 30, 2013, we served approximately 5.9 million residential and commercial customers. We sell our video, Internet and telephone services primarily on a subscription basis, often in a bundle of two or more services, providing savings and convenience to our customers. Bundled services are available to approximately 98% of our passings, and approximately 62% of our customers subscribe to a bundle of services.

We served approximately 4.2 million residential video customers as of September 30, 2013, and approximately 91% of our video customers subscribed to digital video service. Digital video enables our customers to access advanced video services such as high definition (HD) television, Charter OnDemand (OnDemand) video programming, an interactive program guide and digital video recorder (DVR) service.

We also served approximately 4.3 million residential Internet customers as of September 30, 2013. Our Internet service is available in a variety of download speeds up to 100 megabits per second (Mbps) and upload speeds of up to 5 Mbps.

We provided telephone service to approximately 2.2 million residential customers as of September 30, 2013. Our telephone services typically include unlimited local and long distance calling to the U.S., Canada and Puerto Rico, plus other features, including voicemail, call waiting and caller ID.

Through Charter Business®, we provide scalable, tailored broadband communications solutions to business and carrier organizations, such as Internet access, data networking, fiber connectivity to cellular towers and office buildings, video entertainment services and business telephone services. As of September 30, 2013, we served approximately 549,000 commercial primary service units, primarily small-and medium-sized commercial customers. Our advertising sales division, Charter Media®, provides local, regional and national businesses with the opportunity to advertise in individual markets on cable television networks.

For the nine months ended September 30, 2013, we generated approximately $6.0 billion in revenue, of which approximately 84% was generated from our residential video, Internet and telephone services. For the year ended December 31, 2012, we generated approximately $7.5 billion in revenue, of which approximately 84% was generated from our residential video, Internet and telephone services. We also generated revenue from providing Internet, telephone and video services to commercial businesses and from the sale of advertising. Sales from residential Internet and commercial services have contributed to the majority of our recent revenue growth.

We have a history of net losses. Our net losses are principally attributable to insufficient revenue to cover the combination of operating expenses, interest expenses that we incur on our debt, depreciation expenses resulting from the capital investments we have made, and continue to make, in our cable properties, amortization expenses related to our customer relationship intangibles and non-cash taxes resulting from increases in our deferred tax liabilities.

Charter was organized as a Delaware corporation in 1999. On March 27, 2009, we and certain affiliates filed voluntary petitions in the United States Bankruptcy Court for the Southern District of New York (the Bankruptcy Court), to reorganize under Chapter 11 of the United States Bankruptcy Code (the Bankruptcy Code). The Chapter 11 cases were jointly administered under the caption In re Charter Communications, Inc., et al., Case No. 09-11435. On May 7, 2009, we filed a Joint Plan of Reorganization (the Plan) and a related disclosure statement with the Bankruptcy Court. The Plan was confirmed by the Bankruptcy Court on November 17, 2009, and became effective on November 30, 2009, the date on which we emerged from protection under Chapter 11 of the Bankruptcy Code.

The terms Charter, we, our and us, when used in this report with respect to the period prior to Charter s emergence from bankruptcy, are references to the Debtors (Predecessor) and, when used with respect to the period commencing after Charter s emergence, are references to Charter (Successor). These references include the subsidiaries of Predecessor or Successor, as the case may be, unless otherwise indicated or the context requires otherwise.

Recent Developments

Time Warner Cable

On January 13, 2014, the Company issued a press release announcing that it has sent a letter to Time Warner Cable Inc. proposing that the companies immediately engage in discussions to conclude a merger agreement to combine the companies.

Certain Legal Matters

In 2010, the Montana Department of Revenue (DOR) assessed all the Montana property of Bresnan Communications, LLC (Bresnan), an indirect subsidiary of the issuers, at the higher telephone company rate rather than assessing its cable and phone property separately as it had done in the past. The Montana DOR also retroactively assessed Bresnan s property at the higher rate for 2007 through 2009, which could be up to approximately $16 million. Bresnan prevailed before the trial court but the Montana DOR appealed to the Montana Supreme Court. On December 2, 2013, the Montana Supreme Court reversed the trial court s ruling, holding that Bresnan s property should be assessed at the telephone company rate. The Montana Supreme Court remanded the case back to the trial court for further proceedings which have not yet occurred. Despite the Montana Supreme Court s ruling, Bresnan intends to vigorously challenge the Montana DOR s property tax assessments in those further proceedings. With respect to the Montana

Supreme Court ruling, Bresnan s primary remaining course of action is an appeal to the U.S. Supreme Court within 90 days of the final decision. A decision has not been made as to whether this appeal will be pursued.

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On January 15, 2014, the California Department of Justice, in conjunction with the Alameda County, California District Attorney s Office, initiated an investigation into whether Charter s waste disposal policies, practices, and procedures violate the provisions of the California Health and Safety Code, the California Hazardous Waste Control Law, and any of their related regulations. Charter intends to cooperate with the investigation. Although this investigation has only just commenced, at this time Charter does not expect that its outcome will have a material effect on our operations, financial condition, or cash flows.

Corporate Matters

Effective December 31, 2013, Charter contributed all of its 30% preferred equity in CC VIII, LLC (CC VIII) through intermediary subsidiaries to CCH I, LLC, resulting in CCH I, LLC holding 100% of the preferred equity in CC VIII, LLC. See Legal Entity Structure for more information. See Legal Entity Structure for further information.

Our Corporate Information

Our principal executive offices are located at 400 Atlantic Street, 10th Floor, Stamford, Connecticut 06901. Our telephone number is (203) 905-7801, and we have a website accessible at www.charter.com. Our Annual Reports, Quarterly Reports and Current Reports on Form 8-K, and all amendments thereto, are available on our website free of charge as soon as reasonably practicable after they have been filed. The information posted on our website is not incorporated into this prospectus and is not part of this prospectus.

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Legal Entity Structure

The chart below sets forth our entity structure and that of our direct and indirect parent companies and subsidiaries. This chart does not include all of our affiliates and subsidiaries and, in some cases, we have combined separate entities for presentation purposes. The equity ownership percentages shown below are approximations and do not give effect to any exercise of then outstanding warrants. Indebtedness amounts shown below are principal amounts as of September 30, 2013.

(1) Ownership percentages of Charter Holdco are based on current valuation estimates of Charter s contribution of its CC VIII, LLC preferred equity through intermediary subsidiaries to CCH I and, as such, percentages are subject to change. See Recent Developments for further information.

(2) CCO Holdings:
7.250% senior notes due 2017 ($1.0 billion principal amount outstanding)
7.000% senior notes due 2019 ($1.4 billion principal amount outstanding)
8.125% senior notes due 2020 ($700 million principal amount outstanding)
7.375% senior notes due 2020 ($750 million principal amount outstanding)
5.250% senior notes due 2021 ($500 million principal amount outstanding)
6.500% senior notes due 2021 ($1.5 billion principal amount outstanding)
6.625% senior notes due 2022 ($750 million principal amount outstanding)
5.250% senior notes due 2022 ($1.25 billion principal amount outstanding)
5.125% senior notes due 2023 ($1.0 billion principal amount outstanding)
5.750% senior notes due 2023 ($500 million principal amount outstanding)
5.750% senior notes due 2024 ($1.0 billion principal amount outstanding)
CCO Holdings credit facility ($350 million principal amount outstanding)
Guarantee: The senior notes and the credit facility are guaranteed on a senior unsecured basis by Charter.

Security Interest: The obligations of CCO Holdings under the credit facility are secured by a lien on CCO Holdings equity interest in Charter Operating and all proceeds of such equity interest, junior to the liens securing CCO Holding s guarantee of the Charter Operating credit facility listed under item (2) below.

(3) Charter Operating:
Charter Operating credit facility (approximately $3.7 billion principal amount outstanding)

Guarantee: The Charter Operating credit facility is guaranteed by CCO Holdings and certain subsidiaries of Charter Operating.

Security Interest: The Charter Operating credit facilities are secured by a first-priority lien on substantially all of the assets of Charter Operating and its subsidiaries and a pledge by CCO Holdings of its equity interests in Charter Operating.

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The Exchange Offer

Original 2021 Notes	5.250% Senior Notes due 2021, which we issued on March 14, 2013 under CUSIP Nos. 1248EPBA0 and U12501AH2.
New 2021 Notes	5.250% Senior Notes due 2021, the issuance of which will be registered under the Securities Act of 1933.
Original 2023 Notes	5.750% Senior Notes due 2023, which we issued on March 14, 2013 under CUSIP Nos. 1248EPBC6 and U12501AJ8.
New 2023 Notes	5.750% Senior Notes due 2023, the issuance of which will be registered under the Securities Act of 1933.
Exchange Offer	We are offering to issue registered new notes in exchange for a like principal amount, like interest rate and maturity and like denomination of our original notes. We are offering to issue these registered new notes to satisfy our obligations under an exchange and registration rights agreement that we entered into with the initial purchasers of the original notes when we sold the original notes in a transaction that was exempt from the registration requirements of the Securities Act as part of the Plan. You may tender your original notes for exchange by following the procedures described under the caption The Exchange Offer.
	This exchange offer is only being made for those original notes that were issued pursuant to Section 4(2) of the Securities Act of 1933, as amended and which are identified by the CUSIP numbers identified above.
Tenders; Expiration Date; Withdrawal	The exchange offer will expire at 5:00 p.m., New York City time, on , 2013, which is within 21 business days after the exchange offer registration statement is declared effective, unless we extend it. If you decide to exchange your original notes for new notes, you must acknowledge that you are not engaging in, and do not intend to engage in, a distribution of the new notes. You may withdraw any original notes that you tender for exchange at any time prior to the expiration of the exchange offer. If we decide for any reason not to accept any original notes you have tendered for exchange, those original notes will be returned to you without cost promptly after the expiration or termination of the exchange offer. See The Exchange Offer Terms of

	the Exchange Offer for a more complete description of the tender and withdrawal provisions.
Accrued Interest on the New Notes and Original Notes	The new notes will bear interest from March 15, 2014.
Conditions to the Exchange Offer	The exchange offer is subject to customary conditions, some of which we may waive. See The Exchange Offer Conditions to the Exchange Offer for a description of the conditions. Other than the federal securities laws, we are not subject to federal or state regulatory requirements in connection with the exchange offer.

Certain Federal Income Tax Considerations	The exchange of original notes for new notes in the exchange offer will not be a taxable event for United States federal income tax purposes. See Certain United States Federal Income Tax Considerations.
Exchange and Information Agent	The Bank of New York Mellon Trust Company, N.A. is serving as Exchange Agent and the Information Agent.
Use of Proceeds	We will not receive any proceeds from the exchange offer.
Consequences of failure to exchange your original notes	Original notes that are not tendered or that are tendered but not accepted will continue to be subject to the restrictions on transfer that are described in the legend on those notes. In general, you may offer or sell your original notes only if they are registered under, or offered or sold under an exemption from, the Securities Act and applicable state securities laws. Except in limited circumstances with respect to specific types of holders of original notes, we, however, will have no further obligation to register the original notes. If you do not participate in the exchange offer, the liquidity of your original notes could be adversely affected.
Consequences of exchanging your original notes	Based on interpretations of the staff of the SEC, we believe that you may offer for resale, resell or otherwise transfer the new notes that we issue in the exchange offer without complying with the registration and prospectus delivery requirements of the Securities Act if you: acquire the new notes issued in the exchange offer in the ordinary course of your business; are not participating, do not intend to participate, and have no arrangement or undertaking with anyone to participate, in the distribution of the new notes issued to you in the exchange offer, and are not an affiliate of our company as defined in Rule 405 of the Securities Act.

If any of these conditions is not satisfied and you transfer any new notes issued to you in the exchange offer without delivering a proper prospectus or without qualifying for a registration exemption, you may incur liability under the Securities Act. We will not be responsible for or indemnify you against any liability you may incur.

Any broker-dealer that acquires new notes in the exchange offer for its own account in exchange for outstanding notes which it acquired through market-making or other trading activities, must acknowledge that it will deliver a prospectus when it resells or transfers any new notes issued in the exchange offer. See Plan of Distribution for a description of the prospectus delivery obligations of broker-dealers in the exchange offer.

Summary Terms of the New Notes

The terms of the new notes we are issuing in this exchange offer and the terms of the original notes of the same series are identical in all material respects, except the new notes offered in the exchange offer:

will have been registered under the Securities Act;

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- will not contain transfer restrictions and registration rights that relate to the outstanding notes; and

- will not contain provisions relating to the payment of additional interest to be made to the holders of the outstanding notes under circumstances related to the timing of the exchange offer.

A brief description of the material terms of the new notes follows:

Issuers	CCO Holdings and CCO Holdings Capital.
Notes Offered	$500,000,000 aggregate principal amount of 5.250% Senior Notes due 2021 and $500,000,000 aggregate principal amount of 5.750% Senior Notes due 2023.
Maturity	The 2021 Notes will mature on March 15, 2021. The 2023 Notes will mature on March 15, 2023.
Interest Payment Dates	March 15 and September 15 of each year, beginning on March 15, 2014.
Forms and Terms	The form and terms of the new notes will be the same as the form and terms of the original notes except that: • the new notes have been registered under the Securities Act of 1933 and, therefore, will not bear legends restricting their transfer; and • you will not be entitled to any exchange or registration rights with respect to the new notes and the new notes will not provide for additional interest in connection with registration defaults. The new notes will evidence the same debt as the original notes. They will be entitled to the benefits of the indenture governing the original notes and will be treated under the indenture as a single class with the original notes.
Ranking	The new notes will be: • the general unsecured obligations of the Issuers;

effectively subordinated in right of payment to any future secured debt of the Issuers, to the extent of the value of the assets securing such debt;

equal in right of payment to the Issuers existing senior notes and any future unsubordinated, unsecured debt of the Issuers;

senior in right of payment to any future subordinated debt of the Issuers;

structurally subordinated to all debt and other liabilities (including trade payables) of the Issuers subsidiaries, including indebtedness under the Charter Operating credit facilities and the Charter Operating Entities senior second-lien notes; and

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	guaranteed on a senior unsecured basis by Charter (which guarantee is structurally junior to all debt and liabilities of all of Charter s subsidiaries).
	As of September 30, 2013, the total principal amount of debt and intercompany loans of CCO Holdings and its subsidiaries totaled approximately $14.7 billion, and the new notes are structurally subordinated to approximately $4.8 billion. As of September 30, 2013, CCO Holdings subsidiary has approximately an additional $978 million available for future borrowings under senior secured credit facilities, which would be structurally senior in right of payment to the new notes.
Guarantee	Charter will unconditionally guarantee the new notes on a senior unsecured basis. If the Issuers cannot make payments on the Notes, Charter must make them.
Optional Redemption	The new notes may be redeemed in whole or in part at our option from time to time as described in the section Description of the Notes Optional Redemption.
	At any time prior to March 15, 2016, the Issuers may redeem up to 35% of the 2021 notes from the proceeds of one or more equity offerings at a price equal to 105.250% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date provided that at least 65% of the original aggregate principal amount of the 2021 notes (including any additional notes of such series) issued remains outstanding after such redemption.
	At any time prior to March 1, 2016, the Issuers may redeem up to 35% of the 2023 notes from the proceeds of one or more equity offerings at a price equal to 105.750% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date provided that at least 65% of the original aggregate principal amount of the 2023 notes (including any additional notes of such series) issued remains outstanding after such redemption.
Restrictive Covenants	The indenture governing the new notes will, among other things, restrict our ability and the ability of certain of our subsidiaries to:
	pay dividends on stock and repurchase stock;

make investments;

borrow money;

grant liens;

sell substantially all of our assets or merge with or into other companies;

use the proceeds from sales of assets and subsidiaries stock**;**

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	in the case of our restricted subsidiaries, create or permit to exist dividend or payment restrictions; and
	engage in certain transactions with affiliates.
	These covenants are subject to important exceptions and qualifications as described under Description of Notes Certain Covenants, including provisions allowing CCO Holdings and certain of its subsidiaries, as long as the leverage ratio of CCO Holdings and certain of its subsidiaries is below 6.0 to 1.0, to make investments, including designating restricted subsidiaries as unrestricted subsidiaries or making investments in unrestricted subsidiaries. Subject to certain exceptions and limitations, CCO Holdings is also permitted under these covenants to provide funds to its parent companies to pay interest on, or retire or repurchase, their debt obligations.
	During the time, if any, that the Notes are rated investment grade by both Standard & Poor s Ratings Service and Moody s Investors, Inc. and certain other conditions are met, many of the restrictive covenants contained in the indenture governing the Notes will cease to be in effect. See Description of Notes Certain Covenants.
Change of Control	Following a Change of Control Triggering Event, as defined in Description of the Notes Certain Definitions, we will be required to offer to purchase all of the new notes at a purchase price of 101% of their principal amount plus accrued and unpaid interest, if any, to the date of purchase thereof.
Events of Default	For a discussion of events that will permit acceleration of the payment of the principal of and accrued interest on the new notes, see Description of Notes Events of Default and Remedies.
Absence of Established Markets for the Notes	The new notes are new issues of securities, and currently there are no markets for them. We do not intend to apply for the new notes to be listed on any securities exchange or to arrange for any quotation system to quote them. Accordingly, we cannot assure you that liquid markets will develop for the new notes.
United States Federal Income Tax Considerations	For a discussion of the U.S. federal income tax consequences of holding the new notes, see Certain United States Federal Income Tax Considerations.

You should carefully consider all of the information in this prospectus. In particular, you should evaluate the information beginning on page 12 under Risk Factors for a discussion of risks associated with an investment in the new notes.

For more complete information about the new notes, see the Description of the Notes section of this prospectus.

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Ratio of Consolidated Earnings to Fixed Charges

Charter Communications, Inc. and Subsidiaries

	For the Years Ended December 31,			For the Nine Months Ended September 30,	
	2010	**2011**	**2012**	**2012**	**2013**
Earnings					
Income (Loss) before Noncontrolling Interest and Income Taxes	$ 58	$ (70)	$ (47)	$ (56)	$ (84)
Fixed Charges	885	970	914	697	641
Total Earnings	$ 943	$ 900	$ 867	$ 641	$ 557
Fixed Charges					
Interest Expense	$ 853	$ 926	$ 883	$ 671	$ 620
Amortization of Debt Costs	24	37	24	20	15
Interest Element of Rentals	8	7	7	6	6
Total Fixed Charges	$ 885	$ 970	$ 914	$ 697	$ 641
Ratio of Earnings to Fixed Charges(1)	1.07x				

(1) Earnings for the years ended December 31, 2011 and 2012 and for the nine months ended September 30, 2012 and 2013 were insufficient to cover fixed charges by $70 million, $47 million, $56 million and $84 million, respectively. As a result of such deficiencies, the ratios are not presented above.

For more information on the ratio