CHARTER COMMUNICATIONS, INC. /MO/
Form 424B2
December 02, 2011

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**Filed Pursuant to Rule 424(b)(2)**
**Registration Statement No. 333-171526**

**CALCULATION OF REGISTRATION FEE**

| Title of Each Class of Securities to be Registered | Amount to be Registered | Offering Price | Amount of Registration Fee(1) |
|---|---|---|---|
| 7.375% Senior Notes due 2020 | $ 750,000,000 | $ 750,000,000 | $ 85,950.00 |

(1) The registration fee, calculated in accordance with Rule 457(r), is being transmitted to the SEC on a deferred basis pursuant to Rule 456(b).

PROSPECTUS SUPPLEMENT
(to Prospectus dated January 4, 2011)

**$750,000,000**

**CCO Holdings, LLC**
**CCO Holdings Capital Corp.**
**7.375% Senior Notes due 2020**

CCO Holdings, LLC and CCO Holdings Capital Corp., or the issuers, are offering $750,000,000 aggregate principal amount of our 7.375% Senior Notes due 2020, or the notes. The notes will mature on June 1, 2020. We will pay interest on the notes on each June 1 and December 1, commencing June 1, 2012.

We may redeem some or all of the notes at any time prior to December 1, 2015 at a price equal to 100% of the principal amount of the notes redeemed, plus accrued and unpaid interest to the redemption date and a make-whole premium, as described in this prospectus supplement. We may redeem some or all of the notes at any time on or after December 1, 2015 at the redemption prices set forth in this prospectus supplement. In addition, until December 1, 2014, we may redeem up to 35% of the aggregate principal amount of the notes using net proceeds from certain equity offerings at the redemption price set forth in this prospectus supplement. Holders may require us to repurchase the notes upon a Change of Control Triggering Event (as defined under Description of Notes ). There is no sinking fund for the notes.

The notes will be our senior unsecured obligations and will rank equally in right of payment with all of our existing and future senior unsecured debt. The notes will be effectively subordinated to our secured debt to the extent of the value of the assets securing such debt and to the debt and other liabilities of our subsidiaries. The notes will be guaranteed on a senior unsecured basis by Charter Communications, Inc., our indirect parent company. The notes will not be guaranteed by any of our subsidiaries.

This prospectus supplement and the accompanying prospectus include additional information about the terms of the notes, including optional redemption prices and covenants.

**See Risk Factors, which begins on page S-13 of this prospectus supplement for a discussion of certain of the risks you should consider before investing in the notes.**

| | Per Note | Total |
|---|---|---|
| Public offering price (1) | 100.000% | $ 750,000,000 |
| Underwriting discount | 1.300% | $ 9,750,000 |
| Estimated proceeds to us, before expenses (1) | 98.700% | $ 740,250,000 |

(1) Plus accrued interest from December 14, 2011, if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We expect that delivery of the notes will be made in New York, New York on or about December 14, 2011.

*Joint Book-Running Managers*

**BofA Merrill Lynch**

**Citigroup**

**Credit Suisse**

**Deutsche Bank Securities**

**UBS Investment Bank**

*Co-Managers*

| | | |
|---|---|---|
| **J.P. Morgan** | **US Bancorp** | **RBC Capital Markets** |
| **Goldman, Sachs & Co.** | | **Morgan Stanley** |
| **Morgan Joseph TriArtisan** | | **Credit Agricole CIB** |

The date of this prospectus supplement is November 30, 2011.

You should rely only on the information contained in this prospectus supplement. Neither the issuers nor the underwriters have authorized anyone to provide you with any information or represent anything about the issuers, their financial results or this offering that is not contained in this prospectus supplement. If given or made, any such other information or representation should not be relied upon as having been authorized by the issuers or the underwriters. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this prospectus supplement is accurate as of any date other than the date on the front cover of this prospectus supplement.

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## ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of the notes we are offering and certain other matters relating to us and our financial condition. The second part, the accompanying prospectus, gives more general information about securities we may offer from time to time, some of which may not apply to the notes we are offering. You should read this prospectus supplement along with the accompanying prospectus, as well as the documents incorporated by reference. If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

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## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement 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 sections titled Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations in this prospectus supplement. Many of the forward-looking statements contained in this prospectus supplement may be identified by the use of forward-looking words such as believe, expect, anticipate, should, planned, will, ma estimated, aim, on track, target, opportunity, tentative , positioning and potential, among others. Importa could cause actual results to differ materially from the forward-looking statements we make in this prospectus supplement are set forth in this prospectus supplement and in other reports or documents that we file from time to time with the Securities and Exchange Commission, which we refer to as the SEC, and include, but are not limited to:

our ability to sustain and grow revenues and free cash flow 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, and digital subscriber line ( DSL ) providers and competition from 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 effects of governmental regulation on our business;

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 supplement.

## INDUSTRY AND MARKET DATA

In this prospectus supplement, we rely on and refer to information and statistics regarding our industry. We obtained this market data from independent industry publications or other publicly available information. Although we believe that these sources are reliable, we and the underwriters have not independently verified and do not guarantee the accuracy and completeness of this information.

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## INCORPORATION BY REFERENCE; ADDITIONAL INFORMATION

Charter Communications, Inc., the issuers indirect parent company, files annual, quarterly, special reports and other information with the 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 supplement, 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 Exchange Act, 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, 2010;

Charter Communications, Inc. Quarterly Reports on Form 10-Q for the quarters ended March 31, 2011, June 30, 2011 and September 30, 2011;

Portions of the Charter Communications, Inc. Definitive Proxy Statement filed with the SEC on March 16, 2011 that are incorporated by reference into the Annual Report; and

Charter Communications, Inc. Current Reports on Form 8-K filed with the SEC on January 4, 2011; January 14, 2011; January 19, 2011; January 20, 2011; January 27, 2011; February 15, 2011; March 16, 2011; March 18, 2011; April 1, 2011; April 29, 2011; May 10, 2011; May 16, 2011; July 29, 2011; August 9, 2011; September 2, 2011; and October 11, 2011.

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 reliance on Rule 12h-5 under 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.

## CERTAIN DEFINITIONS

When used in this prospectus supplement (other than the section Description of Notes ), the following capitalized terms have the meanings set forth below:

***Adjusted EBITDA*** has the meaning set forth in note (b) under Selected Historical Consolidated Financial Data.

***CC VIII*** means CC VIII, LLC, a Delaware limited liability company.

***CCH I*** means CCH I, LLC, a Delaware limited liability company.

***CCH II*** means collectively, CCH II, LLC, a Delaware limited liability company, and CCH II Capital Corp., a Delaware corporation.

***CCO Holdings*** means CCO Holdings, LLC, a Delaware limited liability company.

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***CCO Holdings Capital*** means CCO Holdings Capital Corp., a Delaware corporation, a wholly-owned subsidiary of CCO Holdings.

***Charter*** means Charter Communications, Inc., a Delaware corporation, the guarantor of the Notes.

***Charter Holdco*** means Charter Communications Holding Company, LLC, a Delaware limited liability company.

***Charter Operating*** means Charter Communications Operating, LLC, a Delaware limited liability company.

***Charter Operating Entities*** means collectively, Charter Operating and Charter Communications Operating Capital Corp., a Delaware corporation.

***Free Cash Flow*** means net cash flows from operating activities, less capital expenditures and changes in accrued expenses related to capital expenditures.

***GAAP*** means accounting principles generally accepted in the United States.

***Issuer*** means either of the Issuers as the context requires.

***Issuers*** means CCO Holdings, LLC, excluding its subsidiaries, and CCO Holdings Capital Corp.

***Notes*** means the 7.375% Senior Notes due 2020 offered hereby.

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## PROSPECTUS SUPPLEMENT SUMMARY

*This summary contains a general discussion of our business, the offering of the Notes and summary financial information. It does not contain all the information that you should consider before investing in the Notes. You should read this entire prospectus supplement and the related documents to which we refer. Unless noted, all business data included in this summary is as of September 30, 2011.*

*For definitions of certain capitalized terms used in the prospectus supplement that are not defined elsewhere herein, see Certain Definitions. For a chart showing our ownership structure, see page S-3. CCO Holdings is an indirect subsidiary of Charter. CCO Holdings is a holding company with no operations of its own. 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.*

*Unless stated otherwise, the discussion in this prospectus supplement of our business includes the business of Charter and its direct and indirect subsidiaries. Unless the context otherwise requires, the terms we, us and our refer to Charter and its direct and indirect subsidiaries on a consolidated basis.*

*Unless otherwise stated, all information presented herein on a pro forma basis for the Transactions is based on the assumptions described under Capitalization.*

### 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 passing approximately 11.9 million homes, with 98% of homes passed at 550 megahertz ( MHz ) or greater and 97% of plant miles two-way active. A national Internet Protocol (IP) infrastructure interconnects all Charter markets.

For the nine months ended September 30, 2011, we generated approximately $5.4 billion in revenue, of which approximately 50% was generated from our residential video service. For the year ended December 31, 2010, we generated approximately $7.1 billion in revenue, of which approximately 52% was generated from our residential video service. We also generated revenue from Internet, telephone service and advertising. Residential and commercial Internet and telephone service contributed the majority of the recent growth in our revenue.

As of September 30, 2011, we served approximately 5.2 million 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 97% of our homes passed, and approximately 62% of our customers subscribe to a bundle of services.

We served approximately 4.1 million residential video customers as of September 30, 2011, and approximately 78% of our video customers subscribed to digital video service. Digital video enables our customers to access advanced video services such as high definition television, Charter OnDemand[tm] ( OnDemand ) video programming, an interactive program guide and digital video recorder ( DVR ) service.

We also served approximately 3.4 million residential Internet customers as of September 30, 2011. Our Internet service is available in a variety of download speeds up to 60 megabits per second ( Mbps ). We also offer home networking service, or Wi-Fi, enabling our customers to connect up to five computers wirelessly in the home.

We provided telephone service to approximately 1.8 million residential customers as of September 30, 2011. 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 organizations, such as business-to-business Internet access, data networking, fiber connectivity to cellular towers, video and music entertainment services and business telephone. As of September 30, 2011, we served approximately 464,900 commercial primary service units, including 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.

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 because of our debt and depreciation expenses resulting from the capital investments we have made, and continue to make, in our cable properties, and starting in 2010, amortization expenses resulting from the application of fresh start accounting.

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 (the Confirmation Order ), and became effective on November 30, 2009 (the Effective Date ), 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 Events**

Concurrently with this offering, we launched a tender offer (the Tender Offer ) to use up to $1.0 billion of cash, subject to certain terms and conditions, to purchase (i) any and all of Charter Operating s 8.00% Senior Second Lien Notes due 2012 (the 2012 Notes ), (ii) an amount of Charter Operating s 10.875% senior second lien notes due 2014 (the 2014 Notes ) the maximum of which will be $1.0 billion less the amount expended (excluding accrued interest) to purchase 2012 Notes tendered and (iii) an amount of CCH II s 13.50% senior notes due 2016 (the 2016 Notes and, together with the 2012 Notes and 2014 Notes, the Subject Notes ) the maximum of which will be $1.0 billion less the total amount expended (excluding accrued interest) to purchase 2012 Notes and 2014 Notes tendered. We will use the proceeds of the notes offered hereby, together with borrowings under our revolving credit facility and cash on hand to purchase Subject Notes tendered in the Tender Offer. Subject to market conditions, we may opportunistically seek to refinance any 2012 Notes not purchased in the Tender Offer or borrowings under Charter Operating s credit facility incurred to finance the Tender Offer with long term indebtedness which may be issued by us and/or our subsidiaries, including Charter Operating or CCO Holdings. We are currently pursuing a Term Loan A financing seeking $750 million of commitments under Charter Operating s credit facility (the Term Loan A Financing ). A portion of the Term Loan A Financing is proposed to be on a delayed draw basis with the proceeds to be used for general corporate purposes including repayment or purchases of the 2012 Notes, 2014 Notes and the 2016 Notes. In this prospectus supplement, we refer to this offering, the borrowing under our revolving credit facility and the Tender Offer as the Transactions. The term Transactions does not include the Term Loan A Financing. This prospectus supplement is not an offer to purchase or a solicitation of an offer to sell with respect to the Subject Notes. The Tender Offer is being made solely pursuant to the Offer to Purchase related thereto.

**Our Corporate Information**

Our principal executive offices are located at 12405 Powerscourt Drive, St. Louis, Missouri 63131. Our telephone number is (314) 965-0555, and we have a website accessible at www.charter.com. Since January 1, 2002, our annual reports, quarterly reports and current reports on Form 8-K, and all amendments thereto, have been made 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 supplement and is not part of this prospectus supplement.

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**Legal Entity Structure**

The chart below sets forth our entity structure and that of the Issuers 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 as of September 30, 2011 and do not give effect to any exercise of the outstanding warrants. Indebtedness amounts shown below are principal amounts as of September 30, 2011.

(1) CCH II:
13.500% senior notes due 2016 (approximately $1.8 billion principal amount outstanding)

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Guarantee: All notes are guaranteed on a senior unsecured basis by Charter.
Security Interest: None.

(2) CCO Holdings:
7.250% senior notes due 2017 ($1.0 billion principal amount outstanding)
7.875% senior notes due 2018 ($900 million 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)
6.500% senior notes due 2021 ($1.5 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 of the holders of the senior second-lien notes listed under item (3) below.

(3) Charter Operating:
8.000% senior second-lien notes due 2012 ($907 million principal amount outstanding)
10.875% senior second-lien notes due 2014 ($546 million principal amount outstanding)
Charter Operating credit facility (approximately $3.4 billion principal amount outstanding)

Guarantee: All Charter Operating senior second-lien notes are guaranteed by CCO Holdings and those subsidiaries of Charter Operating that are guarantors of, or otherwise obligors with respect to, indebtedness under the Charter Operating credit facilities. The Charter Operating credit facility is guaranteed by CCO Holdings and certain subsidiaries of Charter Operating.

Security Interest: The Charter Operating senior second-lien notes and related guarantees are secured by a second-priority lien on substantially all of Charter Operating s and certain of its subsidiaries assets that secure the obligations of Charter Operating or any subsidiary of Charter Operating with respect to the Charter Operating credit facilities. 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.

## The Offering

*The summary below describes the principal terms of the offering and the Notes. Some of the terms and conditions described below are subject to important limitations and exceptions. You should carefully read the Description of Notes for a more detailed description of the offering and the Notes.*

| | |
|---|---|
| Issuers | CCO Holdings, LLC and CCO Holdings Capital Corp. |
| Notes Offered | $750,000,000 aggregate principal amount of 7.375% Senior Notes due 2020. |
| Maturity | The Notes will mature on June 1, 2020. |
| Interest Payment Dates | June 1 and December 1 of each year, beginning on June 1, 2012. |
| Ranking | The Notes will be:<br>the general unsecured obligations of the Issuers;<br>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;<br>equal in right of payment to the Issuers existing senior notes and any future unsubordinated, unsecured debt of the Issuers;<br>structurally senior to the outstanding senior notes of CCH II;<br>senior in right of payment to any future subordinated debt of the Issuers;<br>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<br>guaranteed on a senior unsecured basis by Charter (which guarantee is structurally junior to all debt and liabilities of all of Charter s subsidiaries).<br>As of September 30, 2011, on a pro forma basis for the Transactions, the total principal amount of debt and intercompany loans of CCO Holdings and its subsidiaries would have totaled approximately $11.4 billion, and the Notes would have been structurally subordinated to approximately $5.6 billion. As of September 30, 2011, on a pro forma basis for the Transactions, CCO Holdings subsidiary would have approximately an additional $826 million available for future borrowings under senior secured credit facilities, which would be structurally senior in right of payment to the Notes. |

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|---|---|
| Guarantee | Charter will unconditionally guarantee the Notes on a senior unsecured basis. If the Issuers cannot make payments on the Notes, Charter must make them. |
| Optional Redemption | The Notes may be redeemed in whole or in part at our option from time to time as described in the section Description of Notes Optional Redemption.<br><br>At any time prior to December 1, 2014, the Issuers may redeem up to 35% of the Notes in an amount not to exceed the amount of proceeds of one or more public equity offerings at a price equal to 107.375% 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 Notes (including any additional Notes of such series) issued remains outstanding after such redemption. |
| Restrictive Covenants | The indenture governing the Notes will, among other things, restrict CCO Holdings ability and the ability of certain of its subsidiaries to:<br><br>pay dividends on stock or repurchase stock;<br><br>make investments;<br><br>borrow money;<br><br>grant liens;<br><br>sell all or substantially all of our assets or merge with or into other companies;<br><br>use the proceeds from sales of assets and subsidiaries stock;<br><br>in the case of our restricted subsidiaries, create or permit to exist dividend or payment restrictions; and<br><br>engage in certain transactions with affiliates.<br><br>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 Services and Moody s Investors

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| | |
|---|---|
| | Service, 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 Notes Certain Definitions, the Issuers will be required to offer to purchase all of the Notes at a purchase price of 101% of their principal amount plus accrued and unpaid interest, if any, to the date of purchase thereof. |
| Absence of Market for the Notes | Prior to this offering, there was no existing market for the Notes. We do not intend to apply for the Notes to be listed on any securities exchange or to arrange for any quotation system to quote them.<br><br>If the underwriters make a market in the Notes they may discontinue any market making in the Notes at any time in their sole discretion. Accordingly, we cannot assure you that liquid markets will develop for the Notes. |
| Use of Proceeds | We intend to use the proceeds of this offering (i) to fund the Tender Offer for the Subject Notes, (ii) to pay fees and expenses related to this offering, and (iii) for general corporate purposes. Certain of the underwriters and/or their affiliates hold the Subject Notes and may receive a portion of the proceeds of this offering to the extent they tender their notes in the Tender Offer. Certain affiliates of the Issuers, including affiliates of Apollo Management, LLC, may hold Subject Notes and may receive a portion of the proceeds of this offering to the extent they tender their notes in the Tender Offer. See Use of Proceeds. |

You should carefully consider all of the information in this prospectus supplement. In particular, you should evaluate the information under Risk Factors for a discussion of risks associated with an investment in the Issuers and the Notes.

For more complete information about the Notes, see Description of Notes.

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## Selected Historical Consolidated Financial Data

The following table presents summary financial and other data for Charter and its subsidiaries. The summary consolidated financial data has been derived from (i) the audited consolidated financial statements of Charter and its subsidiaries for the year ended December 31, 2010 (Successor Company), the one month ended December 31, 2009 (Successor Company), the eleven months ended November 30, 2009 (Predecessor Company), and for the year ended December 31, 2008 (Predecessor Company), contained in our Annual Report on Form 10-K filed March 1, 2011, which is incorporated by reference in this prospectus supplement and the accompanying prospectus, and (ii) the unaudited consolidated financial statements of Charter and its subsidiaries for the nine months ended September 30, 2011 and 2010 (Successor Company) contained in our Quarterly Report on Form 10-Q filed November 1, 2011, which is incorporated by reference in this prospectus supplement and the accompanying prospectus. The summary financial data should be read in conjunction with the consolidated financial statements (described above) and the related notes. The summary operating data is not derived from the audited consolidated financial statements.

Upon our emergence from bankruptcy, we adopted fresh start accounting. In accordance with GAAP, the audited consolidated financial statements present the results of operations and the sources and uses of cash for (i) the eleven months ended November 30, 2009 of the Predecessor and (ii) the one month ended December 31, 2009 of the Successor. However, for purposes of summary consolidated financial data in this prospectus supplement, we have combined the current year results of operations and sources and uses of cash for the Predecessor and the Successor. The results of operations and sources and uses of cash of the Predecessor and Successor are not comparable due to the change in basis resulting from the emergence from bankruptcy.

We believe the combined consolidated financial data for the twelve months ended December 31, 2009 provide management and investors with a more meaningful perspective on our ongoing financial and operational performance and trends than if we did not combine the results of operations of the Predecessor and the Successor in this manner.

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| | For the Years Ended December 31, | | | For the Nine Months Ended September 30, | |
|---|---|---|---|---|---|
| | Predecessor 2008 | Combined 2009 | Successor 2010 | Successor 2010 | Successor 2011 |
| | | | (In millions) | | |
| | | (Audited) | | (Unaudited) | |
| **Statement of Operations Data:** | | | | | |
| Revenues: | | | | | |
| Video (a) | $3,692 | $3,686 | $3,689 | $2,776 | $2,710 |
| High-speed Internet | 1,356 | 1,476 | 1,606 | 1,201 | 1,264 |
| Telephone (a) | 583 | 750 | 823 | 612 | 641 |
| Commercial | 392 | 446 | 494 | 365 | 426 |
| Advertising Sales | 308 | 249 | 291 | 206 | 211 |
| Other (a) | 148 | 148 | 156 | 115 | 118 |
| **Total revenues** | **6,479** | **6,755** | **7,059** | **5,275** | **5,370** |
| Costs and Expenses: | | | | | |
| Operating (excluding depreciation and amortization) (a) | 2,807 | 2,909 | 3,064 | 2,317 | 2,344 |
| Selling, general and administrative (a) | 1,386 | 1,380 | 1,422 | 1,060 | 1,062 |
| Depreciation and amortization | 1,310 | 1,316 | 1,524 | 1,134 | 1,181 |
| Impairment of franchises | 1,521 | 2,163 | | | |
| Other operating (income) expenses, net | 69 | (34) | 25 | 19 | 7 |
| **Total costs and expenses** | **7,093** | **7,734** | **6,035** | **4,530** | **4,594** |

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