

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): August 2, 2000  
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CHARTER COMMUNICATIONS, INC.

-----  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware

-----  
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)

000-27927

-----  
(COMMISSION FILE NUMBER)

43-1857213

-----  
(FEDERAL EMPLOYER  
IDENTIFICATION NUMBER)

12444 Powerscourt Drive - Suite 100  
St. Louis, Missouri

-----  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

63131

-----  
(ZIP CODE)

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

(314) 965-0555  
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## ITEM 5. OTHER EVENTS.

On August 2, 2000, Charter Communications, Inc. announced second quarter 2000 financial results. A copy of the press release is being filed as Exhibit 99.1 with this report.

ITEM 7. EXHIBITS.

99.1 Press release dated August 2, 2000.\*

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\*filed herewith

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 hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,  
registrant

Dated August 2, 2000

By: /s/ KENT D. KALKWARF

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Name: Kent D. Kalkwarf  
Title: Executive Vice President and Chief  
Financial Officer (Principal  
Financial Officer and Principal  
Accounting Officer)

EXHIBIT INDEX  
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99.1 Press release dated August 2, 2000.

[CHARTER COMMUNICATIONS LOGO]

FOR IMMEDIATE RELEASE

CHARTER COMMUNICATIONS, INC. ANNOUNCES  
SECOND QUARTER 2000 FINANCIAL RESULTS

INCREASES IN REVENUE, OPERATING CASH FLOW, AND CUSTOMERS CONTINUE

ST. LOUIS, MO - AUGUST 2, 2000 -- Charter Communications, Inc. (Nasdaq: CHTR) today reported increases in revenue, operating cash flow, and customers for the three months ended June 30, 2000.

Revenue grew 9.8% to \$794.8 million and operating cash flow increased 16.4% to \$373.2 million for the second quarter of 2000 compared to the pro forma results for the second quarter of 1999. For those cable systems owned or managed by Charter during the second quarter of both 2000 and 1999, revenue and operating cash flow grew 12.8% and 15.6%, respectively, and customer growth was 2.3% over the year-ago period. As of June 30, 2000, Charter served 6,214,100 basic cable customers, an increase of 1.7% compared to the pro forma customer level of 6,110,100 as of June 30, 1999.

"I'm pleased to report continued outstanding financial performance and customer growth. Our results clearly indicate that we continue to outpace the industry with effective sales, marketing, customer care and operating strategies. During the second quarter, we added over 40,000 basic customers through internal growth, more than doubling our first quarter growth. And with the addition of some 150,000 Charter Digital Cable(TM) customers during the quarter, 375,000 customers are now enjoying the benefits of this exciting technology, exceeding our original estimates and those of Wall Street analysts," said Jerry Kent, President and CEO of Charter. "We also continue to see outstanding growth in the deployment of Charter Pipeline(TM), our high-speed Internet access service, and now serve 149,300 data customers, an increase of more than 20% from the previous quarter."

To ensure continued growth in the deployment of advanced services, Mr. Kent said Charter has accelerated its upgrade and rebuild program throughout the company. Under the accelerated program, 70% of Charter's cable systems will be upgraded by the end of the year, with completion by the end of 2002. "When fully upgraded, Charter will have one of the most robust broadband networks in the nation," he said. "This is necessary to support our planned rollout of interactive services, including DIVA's video-on-demand service, and our DIGEO broadband portal in partnership with DIGEO BROADBAND, INC. These services and more offer just a glimpse of our Wired World(TM) vision."

-more-

CHARTER, PAGE TWO

In announcing first quarter 2000 results, Mr. Kent indicated that Charter's quarterly operating cash flow growth would accelerate throughout the year. "Today's second quarter results clearly demonstrate an acceleration in operating cash flow growth. The synergies we've achieved through the successful integration of last year's acquisitions were a key driver of this growth. Second quarter operating cash flow increased 16.4% compared to 10.8% growth in the first quarter, and I look forward to accelerating the rate of operating cash flow growth for the balance of the year," he said.

Mr. Kent said the successful integration of the acquisitions, as evidenced by stellar operating cash flow growth, will allow Charter's strategic focus to concentrate on the next phases of growth: rebuilding and upgrading infrastructure, and accelerating the deployment of advanced digital, data and interactive services.

With more than 6.2 million customers, Charter Communications, a Wired World(TM) company, is among the nation's largest broadband communications companies. Charter offers an array of advanced broadband services, including cable television under the Charter Cable TV brand; advanced digital video programming services under the Charter Digital Cable(TM) brand; and high-speed Internet access via Charter Pipeline (TM). Charter's Class A common stock is traded on the Nasdaq National Market under the ticker symbol "CHTR." More information about Charter can be found on the Internet at [www.chartercom.com](http://www.chartercom.com).

# # #

Statements in this press release regarding Charter Communications' business that are not historical facts may be "forward-looking statements." Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Important factors that could cause actual results to differ materially from any such forward-looking statements are identified in the reports and documents Charter files from time to time with the U.S. Securities and Exchange Commission.

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CHARTER COMMUNICATIONS, INC.  
CONSOLIDATED OPERATING RESULTS  
(DOLLARS IN THOUSANDS)

	THREE MONTHS ENDED JUNE 30		% CHANGE
	ACTUAL 2000	PRO FORMA(a) 1999	
(UNAUDITED)			
<b>REVENUES:</b>			
Basic	\$ 569,197	\$ 525,694	
Premium	58,194	58,657	
Pay-per-view	8,796	10,875	
Digital	15,066	896	
Data	13,626	4,465	
Advertising sales	41,794	32,565	
Other	88,107	90,895	
Total revenues	794,780	724,047	9.8%
<b>OPERATING EXPENSES:</b>			
Programming	181,635	169,239	
General and administrative	134,217	123,707	
Service	46,594	46,658	
Marketing	17,644	17,892	
Advertising sales	14,271	10,520	
Other	12,183	6,600	
Corporate expense charge - related party	15,007	28,904	
Total operating expenses	421,551	403,520	4.5%
Operating cash flow	\$ 373,229	\$ 320,527	16.4%

(a) The pro forma results for the three months ended June 30, 1999 reflect: the eleven acquisitions of cable systems completed during 1999, all acquisitions closed through June 30, 2000, including the Bresnan acquisition, and the issuance of notes by Charter Communications Holdings in January 2000.



CHARTER COMMUNICATIONS, INC.  
 "SAME STORE" RESULTS  
 (DOLLARS IN THOUSANDS)

OPERATING RESULTS	THREE MONTHS ENDED JUNE 30		% CHANGE
	2000	1999	
	(UNAUDITED)		
REVENUES:			
Basic	\$ 211,975	\$ 193,615	
Premium	24,046	24,655	
Pay-per-view	4,117	5,098	
Digital	7,969	474	
Data	5,021	1,409	
Advertising sales	17,855	13,664	
Other	39,559	36,358	
Total revenues	310,542	275,273	12.8%
OPERATING EXPENSES:			
Programming	70,499	63,696	
General and administrative	52,243	48,297	
Service	16,555	17,590	
Marketing	6,586	6,911	
Advertising sales	5,494	3,136	
Other	5,059	2,333	
Total operating expenses	156,436	141,963	10.2%
System operating cash flow	\$ 154,106	\$ 133,310	15.6%
OPERATING DATA	JUNE 30, 2000	JUNE 30, 1999	
	(UNAUDITED)		
Homes Passed	3,895,600	3,820,100	
Basic Customers	2,268,400	2,216,800	2.3%
Basic Penetration	58.2%	58.0%	
Premium Subscriptions	1,428,800	1,388,800	
Digital Video Customers	212,900	10,900	
Data Customers	74,800	13,500	
Average Monthly Revenue per Basic Customer	\$ 45.63	\$ 41.39	10.2%

Note: The above "same store" information presents operating results and data for the second quarter of 2000 as compared to the second quarter of 1999 for the cable systems owned or managed by Charter Communications as of April 1, 1999.

CHARTER COMMUNICATIONS, INC.  
SUMMARY OF OPERATING STATISTICS

CABLE TELEVISION	ACTUAL	PRO FORMA (a)	ACTUAL
	JUNE 30, 2000	DECEMBER 31, 1999	JUNE 30, 1999
Homes Passed	10,006,700	9,914,000	4,509,000
Basic Customers	6,214,100	6,144,600	2,734,000
Basic Penetration	62.1%	62.0%	60.6%
Premium Subscriptions	3,297,000	3,114,400	1,676,000
Premium Penetration	53.1%	50.7%	61.3%
Average Monthly Revenue per Basic Customer (quarter)	\$ 42.63	\$ 41.12	\$ 37.56
DIGITAL VIDEO	ACTUAL	PRO FORMA (a)	ACTUAL
	JUNE 30, 2000	DECEMBER 31, 1999	JUNE 30, 1999
Digital Homes Passed	6,528,100	4,675,000	330,000
Customers	375,000	155,400	10,900
Penetration	5.7%	3.3%	3.3%
Digital Converters Deployed	456,100	176,600	12,400
DATA	ACTUAL	PRO FORMA (a)	ACTUAL
	JUNE 30, 2000	DECEMBER 31, 1999	JUNE 30, 1999
Data Homes Passed	5,201,700	4,422,000	1,450,700
Customers	149,300	84,400	13,500
Penetration	2.9%	1.9%	0.9%
TELEVISION-BASED INTERNET ACCESS	ACTUAL	PRO FORMA (a)	ACTUAL
	JUNE 30, 2000	DECEMBER 31, 1999	JUNE 30, 1999
Television-Based Internet Homes Passed	429,000	429,000	245,200
Customers	7,200	7,100	4,300
Penetration	1.7%	1.7%	1.8%
OTHER STATISTICS	ACTUAL	PRO FORMA (a)	ACTUAL
	JUNE 30, 2000	DECEMBER 31, 1999	JUNE 30, 1999
For the quarter ended			
Capital Expenditures (in 000's)	\$ 765,614	\$ 427,676	\$ 150,597
As of			
Book Value per Share	\$ 12.17	\$ 13.82	N/A

(a) The pro forma statistics as of December 31, 1999 reflect all acquisitions closed since this date, including Bresnan Communications in February 2000.

CHARTER COMMUNICATIONS, INC.  
CONSOLIDATED STATEMENT OF OPERATIONS  
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)

	PERIODS ENDED JUNE 30, 2000	
	THREE MONTHS	SIX MONTHS
	(UNAUDITED)	
<b>REVENUES:</b>		
Basic	\$ 569,197	\$ 1,093,744
Premium	58,194	113,967
Pay-per-view	8,796	16,027
Digital	15,066	24,262
Data	13,626	23,338
Advertising sales	41,794	75,072
Other	88,107	169,974
	-----	-----
Total revenues	794,780	1,516,384
	-----	-----
<b>OPERATING EXPENSES:</b>		
Programming	181,635	346,460
General and administrative	134,217	259,509
Service	46,594	93,685
Marketing	17,644	29,337
Other	26,454	49,322
Corporate expense charge - related party	15,007	27,515
	-----	-----
Total operating expenses	421,551	805,828
	-----	-----
Operating cash flow	373,229	710,556
Depreciation	296,912	549,788
Amortization	306,775	599,999
Option compensation expense	10,589	26,089
Interest, net	250,453	475,932
Other, net	2,636	2,504
	-----	-----
	(494,136)	(943,756)
Minority Interest in Loss of Subsidiary	297,315	566,221
	-----	-----
Net Loss	\$ (196,821)	\$ (377,535)
	=====	=====
Basic and Diluted Loss per Share	\$ (0.89)	\$ (1.70)
	=====	=====
Weighted Average Common Shares Outstanding	222,089,746	222,003,415
	=====	=====

CHARTER COMMUNICATIONS, INC.  
CONSOLIDATED BALANCE SHEETS  
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA )

	ACTUAL JUNE 30, 2000	PRO FORMA(a) DECEMBER 31, 1999
	-----	-----
	(UNAUDITED)	
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 74,021	\$ 127,508
Accounts receivable, less allowance for doubtful accounts	122,869	102,934
Prepaid expenses and other	38,838	35,279
	-----	-----
Total current assets	235,728	265,721
	-----	-----
Investment in Cable Properties:		
Property, plant and equipment, net of accumulated depreciation of \$681,866 and \$474,885, respectively	4,233,878	3,856,634
Franchises, net of accumulated amortization of \$1,262,944 and \$940,201, respectively	17,338,243	17,748,048
	-----	-----
Total investment in cable properties	21,572,121	21,604,682
	-----	-----
Other Assets	217,308	279,672
	-----	-----
	\$ 22,025,157	\$ 22,150,075
	=====	=====
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 1,017,330	\$ 671,706
Payables to related party	2,751	13,259
	-----	-----
Total current liabilities	1,020,081	684,965
	-----	-----
Long-Term Debt	11,605,328	11,130,886
	-----	-----
Deferred Management Fees - Related Party	13,751	21,623
	-----	-----
Other Long-Term Liabilities	147,370	155,144
	-----	-----
Minority Interest	4,689,263	5,242,114
	-----	-----
Redeemable Securities	1,846,176	1,846,176
	-----	-----
Shareholders' Equity:		
Class A common stock; \$.001 par value; 1.75 billion shares authorized; 222,039,746 shares issued and outstanding	195	195
Class B common stock; \$.001 par value; 750 million shares authorized; 50,000 shares issued and outstanding	-	-
Preferred stock; \$.001 par value; 250 million shares authorized; no shares issued and outstanding	-	-
Additional paid-in capital	3,145,798	3,133,782
Accumulated deficit	(443,766)	(66,231)
Accumulated other comprehensive income	961	1,421
	-----	-----
Total shareholders' equity	2,703,188	3,069,167
	-----	-----
	\$ 22,025,157	\$ 22,150,075
	=====	=====

(a) The consolidated pro forma balance sheet as of December 31, 1999 reflects acquisitions closed since this date, including the acquisition of Bresnan Communications in February 2000.