

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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): December 1, 2008

Charter Communications Holdings, LLC
Charter Communications Holdings Capital Corporation
CCH II, LLC
CCH II Capital Corp.
CCO Holdings, LLC
CCO Holdings Capital Corp.

(Exact name of registrants as specified in their charters)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

333-77499	43-1843179
333-77499-01	43-1843177
333-111423	03-0511293
333-111423-01	13-4257703
333-112593	86-1067239
333-112593-01	20-0259004

(Commission File Number)

(I.R.S. Employer Identification Number)

12405 Powerscourt Drive
St. Louis, Missouri 63131

(Address of principal executive offices including zip code)

(314) 965-0555

(Registrants' telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTIAN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

Effective December 1, 2008, Marc B. Nathanson resigned as a member of the Board of Directors of Charter Communications, Inc., the indirect parent company of Charter Communications Holdings, LLC, Charter Communications Holdings Capital Corporation, CCH II, LLC, CCH II Capital Corp., CCO Holdings, LLC and CCO Holdings Capital Corp.

Attached as Exhibit 99.1 is a copy of the press release announcing Mr. Nathanson's resignation.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

The following exhibit is filed pursuant to Item 5.02:

Exhibit Number	Description
99.1	Press release announcing Marc B. Nathanson's resignation as a director of Charter Communications, Inc. (Incorporated by reference to Exhibit 99.1 to the current report on Form 8-K of Charter Communications, Inc. filed on December 5, 2008 (File No. 000-27927)).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, Charter Communications Holdings, LLC, Charter Communications Holdings Capital Corporation, CCH II, LLC, CCH II Capital Corp., CCO Holdings, LLC, and CCO Holdings Capital Corp. have duly caused this current report to be signed on its behalf by the undersigned, thereunto duly authorized.

Charter Communications Holdings, LLC

Registrant

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: December 5, 2008

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: *Executive Vice President, General Counsel and Secretary*

Charter Communications Holdings Capital Corporation

Registrant

Dated: December 5, 2008

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: *Executive Vice President, General Counsel and Secretary*

CCH II, LLC

Registrant

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: December 5, 2008

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: *Executive Vice President, General Counsel and Secretary*

CCH II Capital Corp.

Registrant

Dated: December 5, 2008

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: *Executive Vice President, General Counsel and Secretary*

CCO Holdings, LLC

Registrant

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: December 5, 2008

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: *Executive Vice President, General Counsel and Secretary*

CCO Holdings Capital Corp.

Registrant

Dated: December 5, 2008

By:/s/ Grier C. Raclin

Exhibit Index

**Exhibit
Number**

Description

99.1

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