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): July 31, 2014

Charter
COMMUNICATIONS

Charter Communications, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

001-33664	**43-1857213**
(Commission File Number)	*(I.R.S. Employer Identification Number)*

400 Atlantic Street
Stamford, Connecticut 06901
(Address of principal executive offices including zip code)

(203) 905-7801
(Registrant's 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 registrant under any of the following provisions:

o Written communications pursuant Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On July 31, 2014, Charter Communications, Inc. issued a press release announcing its results for the second quarter ended June 30, 2014. The following information, including the entirety of the press release appearing in Exhibit 99.1 hereto, is not filed but is furnished pursuant to item 2.02, "Results of Operations and Financial Condition."

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit	Description
99.1	Press Release dated July 31, 2014*

* furnished herewith

Cautionary Statement Regarding Forward-Looking Statements:

This current report includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (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 under "Risk Factors" from time to time in our filings with the Securities and Exchange Commission ("SEC"). Many of the forward-looking statements contained in this current report may be identified by the use of forward-looking words such as "believe," "expect," "anticipate," "should," "planned," "will," "may," "intend," "estimated," "aim," "on track," "target," "opportunity," “tentative,” "positioning," "designed," "create" and "potential," among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this current report are set forth in other reports or documents that we file from time to time with the SEC, and include, but are not limited to:

Risks Related to Comcast Corporation ("Comcast") Transactions

- the ultimate outcome of the proposed transactions between us and Comcast including the possibility that such transactions may not occur if closing conditions are not satisfied;
- if any such transaction were to occur, the ultimate outcome and results of integrating operations and application of our operating strategies to the acquired assets and the ultimate ability to realize synergies at the levels currently expected as well as potential programming dis-synergies;
- the impact of the proposed transaction on our stock price and future operating results, including due to transaction and integration costs, increased interest expense, business disruption, and diversion of management time and attention;
- the reduction in our current stockholders’ percentage ownership and voting interest as a result of the proposed transaction;
- the increase in indebtedness as a result of the proposed transactions, which will increase interest expense and may decrease our operating flexibility;

Risks Related to Business

- our ability to sustain and grow revenues and cash flow from operations by offering video, Internet, voice, 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 including in connection with our plan to make our systems all-digital in 2014;
- the effects of governmental regulation on our business or potential business combination transactions;
- 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 current report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,
Registrant

By: /s/ Kevin D. Howard

Kevin D. Howard
Senior Vice President - Finance, Controller and
Chief Accounting Officer

Date: July 31, 2014

Exhibit Index

Exhibit	Description
99.1	Press Release dated July 31, 2014*

* furnished herewith

Charter COMMUNICATIONS

NEWS

Charter Announces Second Quarter 2014 Results
Strategic Initiatives and Investment Delivering Intended Results

Stamford, Connecticut - July 31, 2014 - Charter Communications, Inc. (along with its subsidiaries, the “Company” or “Charter”) today reported financial and operating results for the three and six months ended June 30, 2014.

Key highlights:

- *Pro forma*[1] for the acquisition of Bresnan, total residential customer relationships grew by 4.5% over the last twelve months, with second quarter residential revenue per customer growing 1.9% on a pro forma basis compared to the prior-year period.

- Residential customer relationships increased 27,000 during the second quarter, versus 2,000 during the second quarter of 2013. Residential primary service units ("PSUs") increased by 55,000 during the period, versus 28,000 in the year-ago quarter, including continued improvement in year-over-year video customer trends.

- Second quarter revenues of $2.3 billion grew 7.3% on a *pro forma* basis as compared to the prior-year period, led by residential revenue growth of 6.4%, and commercial revenue growth of 19.0%.

- Second quarter Adjusted EBITDA[2] grew by 7.9% year-over-year on a *pro forma* basis. Net loss totaled $45 million in the second quarter of 2014, an improvement compared to a $95 million net loss on a *pro forma* basis in the year-ago period.

"Our strategic initiatives to reposition Charter in the marketplace are gaining momentum and having their intended impact, attracting customers and driving faster revenue and Adjusted EBITDA growth," said Tom Rutledge, President and CEO of Charter Communications. "As we continue to implement our all-digital initiative, and roll-out the *Charter Spectrum* brand and product suite, Charter is well positioned to drive higher levels of product penetration, financial growth and return on investment."

[1] All customer data and results, unless otherwise noted, are *pro forma* for the Bresnan transaction, as if it had occurred on January 1, 2012, and are provided in the addendum of this news release.
[2] Adjusted EBITDA and free cash flow are defined in the “Use of Non-GAAP Financial Metrics” section and are reconciled to net loss and net cash flows from operating activities, respectively, in the addendum of this news release.

Key Operating Results

	Approximate as of Actual June 30, 2014 (a)	Approximate as of *Pro Forma* June 30, 2013 (a)	Y/Y Change
Footprint			
Estimated Video Passings (b)	12,817	12,768	—
Estimated Internet Passings (b)	12,482	12,454	—
Estimated Voice Passings (b)	11,976	11,784	2%
Penetration Statistics			
Video Penetration of Estimated Video Passings (c)	33.7%	34.2%	-0.5 ppts
Internet Penetration of Estimated Internet Passings (c)	38.9%	35.6%	3.3 ppts
Voice Penetration of Estimated Voice Passings (c)	21.1%	19.6%	1.5 ppts
Residential			
Residential Customer Relationships (d)	5,700	5,452	5%
Residential Non-Video Customers	1,534	1,246	23%
% Non-Video	26.9%	22.9%	4.0 ppts
Customers			
Video (e)	4,166	4,206	(1)%
Internet (f)	4,568	4,204	9%
Voice (g)	2,360	2,176	8%
Residential PSUs (h)	11,094	10,586	5%
Residential PSU / Customer Relationships (d)(h)	1.95	1.94	
Quarterly Net Additions/(Losses) (i)			
Video (e)	(29)	(55)	NM
Internet (f)	49	38	29%
Voice (g)	35	45	(22)%
Residential PSUs (h)	55	28	96%
Bulk Digital Upgrade Net Additions (j)	15	6	
Single Play Penetration (k)	37.9%	37.6%	0.3 ppts
Double Play Penetration (l)	29.3%	30.5%	-1.2 ppts
Triple Play Penetration (m)	32.7%	31.9%	0.8 ppts
Digital Penetration (n)	96.1%	90.4%	5.7 ppts
Monthly Residential Revenue per Residential Customer (d)(o)	$110.81	$108.71	2%
Commercial			
Commercial Customer Relationships (d)(p)	385	347	11%
Customers			
Video (e)(p)	154	164	(6)%
Internet (f)	282	233	21%
Voice (g)	164	131	25%
Commercial PSUs (h)	600	528	14%
Quarterly Net Additions/(Losses) (i)			
Video (e)(p)	(6)	(3)	(100)%
Internet (f)	13	13	—
Voice (g)	12	8	50%
Commercial PSUs (h)	19	18	6%

Footnotes
In thousands, except per customer and penetration data. See footnotes to unaudited summary of operating statistics on page 6 of the addendum of this news release. The footnotes contain important disclosures regarding the definitions used for these operating statistics.

NM - Not meaningful

On July 1, 2013, Charter completed its acquisition of Cablevision's Bresnan Broadband Holdings, LLC and its subsidiaries (collectively, "Bresnan"). As a result of the acquisition, Charter added cable operating systems in Montana, Wyoming, Colorado and Utah that pass approximately 670,000 homes and serve approximately 375,000 residential and business customers. All customer data referred to herein, are *pro forma* for the Bresnan transaction, as if it had occurred on January 1, 2012.

During the second quarter of 2014, Charter's residential customer relationship and PSU growth improved year-over-year. Residential customer relationships grew by 27,000, up from 2,000 in the second quarter of 2013, with triple play sell-in improving year-over-year, to 58% of total residential video sales. Commercial customer relationships grew by 6,000 in the second quarter of 2014, compared to a gain of 7,000 customers in the prior-year period.

Residential PSUs increased by 55,000 versus 28,000 in the year-ago quarter, while commercial PSUs increased 19,000 during the second quarter versus a gain of 18,000 in the year-ago quarter.

As of the end of the second quarter of 2014, Charter had completed 60% of its all-digital initiative. All-digital allows Charter to offer more advanced products and services, and provides residential customers with two-way digital set-tops, which offer higher picture quality, an interactive programming guide and video on demand on all TV outlets in the home. Charter expects to complete its all-digital initiative by year-end 2014.

During the second quarter, Charter continued to introduce its new product suite, *Charter Spectrum*, in markets that were recently converted to all-digital, including St. Louis, Madison, Reno, portions of Charter's Michigan, North Carolina and Alabama footprints, and other areas. Charter customers in these markets now have access to an industry-leading suite of video, data, and voice services that includes over 200 HD channels, in addition to minimum offered Internet speeds of 60 Mbps, and a fully featured voice service, delivered at a highly competitive price. *Charter Spectrum* is being introduced across Charter's markets in 2014, in conjunction with the Company's all-digital initiative. *Charter Spectrum* is available to new Charter customers, and to existing customers within the Company's new pricing and packaging structure launched in 2012. As of the end of the second quarter of 2014, 80% of residential customers were in Charter's new pricing and packaging, excluding customers in the former Bresnan properties.

Residential video customers decreased by 29,000 in the second quarter of 2014, versus a loss of 55,000 in the year-ago period. The improvement in video customer performance was driven by Charter's increasingly competitive video product, including more HD channels and video on demand offerings, attractive packaging of advanced services, improved selling methods, and enhanced service quality.

Charter added 49,000 residential Internet customers in the second quarter of 2014, compared to 38,000 a year ago. As of June 30, 2014, over 80% of Charter's residential Internet customers subscribed to tiers that provided speeds of 30 Mbps or more. The Company continues to see strong demand for its Internet service as consumers value the speed and reliability of Charter's Internet offering.

During the second quarter, the Company added 35,000 residential voice customers, versus a gain of 45,000 during the second quarter of 2013, reflecting continued triple play sell-in.

First quarter residential revenue per customer relationship totaled $110.81, and grew by 1.9% on a *pro forma* basis as compared to the prior-year period, driven by rate adjustments, higher product sell-in and promotional rate step-ups, partially offset by continued single play Internet sell-in and bulk digital upgrades.

Second Quarter Financial Results

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS AND OPERATING DATA
(dollars in millions, except per share data)

	Three Months Ended June 30,				
	2014	**2013**		**2013**	
	Actual	***Pro Forma***	**% Change**	**Actual**	**% Change**
REVENUES:					
Video	$ 1,110	$ 1,056	5.1 %	$ 986	12.6 %
Internet	638	554	15.2 %	520	22.7 %
Voice	145	169	(14.2)%	158	(8.2)%
Commercial	244	205	19.0 %	191	27.7 %
Advertising sales	79	76	3.9 %	73	8.2 %
Other	43	45	(4.4)%	44	(2.3)%
Total Revenues	2,259	2,105	7.3 %	1,972	14.6 %
COSTS AND EXPENSES:					
Total operating costs and expenses (excluding depreciation and amortization)	1,464	1,368	7.0 %	1,280	14.4 %
Adjusted EBITDA	$ 795	$ 737	7.9 %	$ 692	14.9 %
Adjusted EBITDA margin	*35.2%*	*35.0%*		*35.1%*	
Capital Expenditures	$ 570	$ 440		$ 422	
% Total Revenues	25.2%	20.9%		21.4%	
Net loss	$ (45)	$ (95)		$ (96)	
Loss per common share, basic and diluted	$ (0.42)	$ (0.94)		$ (0.96)	
Net cash flows from operating activities	$ 632			$ 484	
Free cash flow	$ 70			$ 75	

Revenue

Second quarter 2014 revenues rose to $2.3 billion, 7.3% higher on a *pro forma* basis than the year-ago quarter, due to growth in Internet, video and commercial revenues. On an actual basis, second quarter revenues rose 14.6% year-over-year.

Video revenues totaled $1.1 billion in the second quarter, an increase of 5.1% on a *pro forma* basis compared to the prior-year period. Video revenue growth was driven by higher expanded basic and digital penetration, annual and promotional rate adjustments, higher advanced services penetration, and revenue allocation from higher bundling, partially offset by a decrease in residential limited basic video customers. Video revenues grew by 12.6% year-over-year, on an actual basis.

Internet revenues grew 15.2% on a *pro forma* basis compared to the year-ago quarter to $638 million, driven by an increase of 364,000 Internet customers during the last year and by price adjustments. On an actual basis, Internet revenues grew 22.7% year-over-year.

Voice revenues totaled $145 million, a decline of 14.2% on a *pro forma* basis versus the second quarter of 2013, due to value-based pricing and revenue allocation from higher bundling, partially offset by the addition of 184,000 voice customers in the last twelve months. Voice revenues declined 8.2% year-over-year, on an actual basis.

Commercial revenues rose to $244 million, an increase of 19.0% on a *pro forma* basis over the prior-year period, and was driven by higher sales to small and medium business customers and to carrier customers. On an actual basis, commercial revenues grew 27.7% year-over-year.

Second quarter advertising sales revenues of $79 million increased 3.9% on a *pro forma* basis compared to the year-ago quarter, driven by an increase in political advertising revenue. Advertising sales increased 8.2% year-over-year, on an actual basis.

Operating Costs and Expenses

Second quarter total operating costs and expenses increased 7.0% on a *pro forma* basis compared to the year-ago period, reflecting increases in programming costs, costs to service customers, and other expenses. Second quarter total operating costs include $14 million of net non-recurring expense benefits.

Second quarter programming expense increased by $54 million on a *pro forma* basis, or 9.8%, as compared to the second quarter of 2013, reflecting contractual programming increases and higher expanded basic package penetration. Costs to service customers grew by $16 million on a *pro forma* basis, or 4.0% as compared to the second quarter of last year, driven primarily by higher labor costs to deliver higher quality products and service levels. Other expenses grew by $17 million on a *pro forma* basis, or 9.6%, as compared to the second quarter of 2013, reflecting higher commercial labor costs and corporate expenses. On an actual basis, total operating costs and expenses grew by 14.4% year-over-year.

Adjusted EBITDA

Second quarter Adjusted EBITDA of $795 million grew by 7.9% year-over-year on a *pro forma* basis, reflecting *pro forma* revenue growth and operating costs and expenses growth of 7.3% and 7.0%, respectively. On an actual basis, Adjusted EBITDA grew by 14.9% compared to the year-ago quarter, driven by the factors described above, and by the acquisition of Bresnan.

Net Loss

Net loss totaled $45 million in the second quarter of 2014, an improvement compared to a $95 million net loss on a *pro forma* basis and $96 million net loss on an actual basis in the year-ago period. Net loss decreased year-over-year on a *pro forma* basis primarily due to a loss on extinguishment of debt of $81 million during the second quarter of 2013. Basic and diluted net loss per common share was $0.42 in the second quarter of 2014 compared to $0.94 on a *pro forma* basis, and $0.96 on an actual basis during the same period last year. The decrease in net loss per common share was primarily the result of the factors described above.

Capital Expenditures

Property, plant and equipment expenditures were $570 million in the second quarter of 2014, compared to $440 million on a *pro forma* basis and $422 million on an actual basis, during the second quarter of 2013. Charter's all-digital initiative was the primary driver of the year-over-year increase in capital expenditures, and accounted for $134 million of total second quarter capital expenditures.

Excluding 2014 potential expenditures specifically related to the transactions announced with Comcast on April 28, Charter expects 2014 capital expenditures to be approximately $2.2 billion, driven by Charter's all-digital transition including the deployment of additional set-top boxes in new and existing customer homes, growth in Charter's commercial business, and further spend related to efforts to insource service operations as well as product development. The actual amount of our capital expenditures will depend on a number of factors including the growth rates of both our residential and commercial businesses, and the pace at which we progress to all-digital transmission, which we anticipate will comprise approximately $400 million of 2014 capital expenditures.

Cash Flow

During the second quarter of 2014, net cash flows from operating activities totaled $632 million, compared to $484 million in the second quarter of 2013. The increase in net cash flows from operating activities was primarily related to an increase in Adjusted EBITDA and working capital benefits.

Free cash flow for the second quarter of 2014 was $70 million, compared to $75 million during the same period last year. The decrease was primarily due to higher capital expenditures, partly offset by an increase in cash flows from operating activities.

Liquidity

Total principal amount of debt was approximately $14.1 billion as of June 30, 2014. At the end of the quarter, Charter held $9 million of cash and cash equivalents, and its credit facilities provided approximately $1.2 billion of additional liquidity.

Conference Call

Charter will host a conference call on Thursday, July 31, 2014 at 10:00 a.m. Eastern Time (ET) related to the contents of this release.

The conference call will be webcast live via the Company's investor relations website at ir.charter.com. The call will be archived under the "Financial Information" section two hours after completion of the call. Participants should go to the webcast link no later than 10 minutes prior to the start time to register.

Those participating via telephone should dial 866-919-0894 no later than 10 minutes prior to the call. International participants should dial 706-679-9379. The conference ID code for the call is 65807322.

A replay of the call will be available at 855-859-2056 or 404-537-3406 beginning two hours after the completion of the call through the end of business on August 31, 2014. The conference ID code for the replay is 65807322.

Additional Information Available on Website

The information in this press release should be read in conjunction with the financial statements and footnotes contained in the Company's Form 10-Q for the three and six months ended June 30, 2014 available on the “Financial Information” section of our investor relations website at ir.charter.com. A slide presentation to accompany the conference call and a trending schedule containing historical customer and financial data can also be found in the “Financial Information” section.

Use of Non-GAAP Financial Metrics

The Company uses certain measures that are not defined by Generally Accepted Accounting Principles (“GAAP”) to evaluate various aspects of its business. Adjusted EBITDA and free cash flow are non-GAAP financial measures and should be considered in addition to, not as a substitute for, net loss or cash flows from operating activities reported in accordance with GAAP. These terms, as defined by Charter, may not be comparable to similarly titled measures used by other companies. Adjusted EBITDA is reconciled to net loss and free cash flow is reconciled to net cash flows from operating activities in the addendum of this news release.

Adjusted EBITDA is defined as net loss plus net interest expense, income taxes, depreciation and amortization, stock compensation expense, loss on extinguishment of debt, (gain) loss on derivative instruments, net and other operating expenses, such as special charges and (gain) loss on sale or retirement of assets. As such, it eliminates the significant non-cash depreciation and amortization expense that results from the capital-intensive nature of the Company's businesses as well as other non-cash or special items, and is unaffected by the Company's capital structure or investment activities. However, this measure is limited in that it does not reflect the periodic costs of certain capitalized tangible and intangible assets used in generating revenues and the cash cost of financing. These costs are evaluated through other financial measures.

Free cash flow is defined as net cash flows from operating activities, less purchases of property, plant and equipment and changes in accrued expenses related to capital expenditures.

Management and the Company's board of directors use Adjusted EBITDA and free cash flow to assess Charter's performance and its ability to service its debt, fund operations and make additional investments with internally generated funds. In addition, Adjusted EBITDA generally correlates to the leverage ratio calculation under the Company's credit facilities or outstanding notes to determine compliance with the covenants contained in the credit facilities and notes (all such documents have been previously filed with the United States Securities and Exchange Commission). For the purpose of calculating compliance with leverage covenants, we use Adjusted EBITDA, as presented, excluding certain expenses paid by our operating subsidiaries to other Charter entities. Our debt covenants refer to these expenses as management fees which fees were in the amount of $58 million and $47 million for the three months ended June 30, 2014 and 2013, respectively and $122 million and $98 million for the six months ended June 30, 2014 and 2013, respectively.

In addition to the actual results for the three and six months ended June 30, 2014 and 2013, we have provided pro forma results in this release for the three and six months ended June 30, 2013. We believe these pro forma results facilitate meaningful analysis of the results of operations. Pro forma results in this release reflect certain acquisitions of cable systems in 2013 as if they occurred as of January 1, 2012. Pro forma statements of operations for the three and six months ended June 30, 2013 are provided in the addendum of this news release.

About Charter

Charter (NASDAQ: CHTR) is a leading broadband communications company and the fourth-largest cable operator in the United States. Charter provides a full range of advanced broadband services, including advanced Charter TV® video entertainment programming, Charter Internet® access, and Charter Phone®. Charter Business® similarly provides scalable, tailored, and cost-effective broadband communications solutions to business organizations, such as business-to-business Internet access, data networking, business telephone, video and music entertainment services, and wireless backhaul. Charter's advertising sales and production services are sold under the Charter Media® brand. More information about Charter can be found at charter.com.

# # #

Contact:

Media:	Analysts:
Justin Venech	Stefan Anninger
203-905-7818	203-905-7955

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This communication includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (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 under "Risk Factors" from time to time in our filings with the SEC. Many of the forward-looking statements contained in this presentation may be identified by the use of forward-looking words such as "believe", "expect", "anticipate", "should", "planned", "will", "may", "intend", "estimated", "aim", "on track", "target", "opportunity", "tentative", "positioning", "designed", "create", "predict", "project", "seek", "would", "could", "potential", "continue", "ongoing", "upside", "increases" and "potential", among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this presentation are set forth in other reports or documents that we file from time to time with the SEC, and include, but are not limited to:

Risks Related to Comcast Corporation ("Comcast") Transactions

- the ultimate outcome of the proposed transactions between Charter and Comcast including the possibility that such transactions may not occur if closing conditions are not satisfied;

- if any such transaction were to occur, the ultimate outcome and results of integrating operations and application of our operating strategies to the acquired assets and the ultimate ability to realize synergies at the levels currently expected as well as potential programming dis-synergies;

- the impact of the proposed transaction on our stock price and future operating results, including due to transaction and integration costs, increased interest expense, business disruption, and diversion of management time and attention;

- the reduction in our current stockholders' percentage ownership and voting interest as a result of the proposed transaction;

- the increase in indebtedness as a result of the proposed transactions, which will increase interest expense and may decrease our operating flexibility;

Risks Related to Business

- our ability to sustain and grow revenues and cash flow from operations by offering video, Internet, voice, 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, including in connection with our plan to make our systems all-digital in 2014;

- the effects of governmental regulation on our business or potential business combination transactions;

- 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;

- 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 release.

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS AND OPERATING DATA
(dollars in millions, except per share data)

	Three Months Ended June 30,			Six Months Ended June 30,		
	2014 Actual	2013 Actual	% Change	2014 Actual	2013 Actual	% Change
REVENUES:						
Video	$ 1,110	$ 986	12.6 %	$ 2,200	$ 1,944	13.2 %
Internet	638	520	22.7 %	1,254	1,021	22.8 %
Voice	145	158	(8.2)%	295	329	(10.3)%
Commercial	244	191	27.7 %	478	372	28.5 %
Advertising sales	79	73	8.2 %	147	133	10.5 %
Other	43	44	(2.3)%	87	90	(3.3)%
Total Revenues	2,259	1,972	14.6 %	4,461	3,889	14.7 %
COSTS AND EXPENSES:						
Programming	607	519	17.0 %	1,213	1,031	17.7 %
Franchises, regulatory and connectivity	107	97	10.3 %	214	192	11.5 %
Costs to service customers	421	379	11.1 %	821	752	9.2 %
Marketing	135	118	14.4 %	268	228	17.5 %
Other	194	167	16.2 %	383	324	18.2 %
Total operating costs and expenses (excluding depreciation and amortization)	1,464	1,280	14.4 %	2,899	2,527	14.7 %
Adjusted EBITDA	795	692	14.9 %	1,562	1,362	14.7 %
Adjusted EBITDA margin	*35.2%*	*35.1%*		*35.0%*	*35.0%*	
Depreciation and amortization	528	436		1,033	861	
Stock compensation expense	15	15		27	26	
Other operating expenses, net	2	5		9	16	
Income from operations	250	236		493	459	
OTHER EXPENSES:						
Interest expense, net	(210)	(211)		(421)	(421)	
Loss on extinguishment of debt	—	(81)		—	(123)	
Gain (loss) on derivative instruments, net	(6)	20		(8)	17	
Other expense, net	(14)	(2)		(17)	(3)	
	(230)	(274)		(446)	(530)	
Income (loss) before income taxes	20	(38)		47	(71)	
Income tax expense	(65)	(58)		(129)	(67)	
Net loss	$ (45)	$ (96)		$ (82)	$ (138)	
LOSS PER COMMON SHARE, BASIC AND DILUTED:	$ (0.42)	$ (0.96)		$ (0.77)	$ (1.37)	
Weighted average common shares outstanding, basic and diluted	107,975,937	100,600,678		107,211,813	100,464,808	

Adjusted EBITDA is a non-GAAP term. See page 7 of this addendum for the reconciliation of adjusted EBITDA to net loss as defined by GAAP.

Certain prior year amounts have been reclassified to conform with the 2014 presentation.

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS AND OPERATING DATA
(dollars in millions, except per share data)

	Three Months Ended June 30,			Six Months Ended June 30,		
	2014 Actual	2013 Pro Forma (a)	% Change	2014 Actual	2013 Pro Forma (a)	% Change
REVENUES:						
Video	$ 1,110	$ 1,056	5.1 %	$ 2,200	$ 2,081	5.7 %
Internet	638	554	15.2 %	1,254	1,088	15.3 %
Voice	145	169	(14.2)%	295	353	(16.4)%
Commercial	244	205	19.0 %	478	400	19.5 %
Advertising sales	79	76	3.9 %	147	139	5.8 %
Other	43	45	(4.4)%	87	92	(5.4)%
Total Revenues	2,259	2,105	7.3 %	4,461	4,153	7.4 %
COSTS AND EXPENSES:						
Programming	607	553	9.8 %	1,213	1,099	10.4 %
Franchises, regulatory and connectivity	107	106	0.9 %	214	210	1.9 %
Costs to service customers	421	405	4.0 %	821	804	2.1 %
Marketing	135	127	6.3 %	268	246	8.9 %
Other	194	177	9.6 %	383	342	12.0 %
Total operating costs and expenses (excluding depreciation and amortization)	1,464	1,368	7.0 %	2,899	2,701	7.3 %
Adjusted EBITDA	795	737	7.9 %	1,562	1,452	7.6 %
Adjusted EBITDA margin	*35.2%*	*35.0%*		*35.0%*	*35.0%*	
Depreciation and amortization	528	463		1,033	915	
Stock compensation expense	15	15		27	26	
Other operating expenses, net	2	5		9	16	
Income from operations	250	254		493	495	
OTHER EXPENSES:						
Interest expense, net	(210)	(224)		(421)	(448)	
Loss on extinguishment of debt	—	(81)		—	(123)	
Gain (loss) on derivative instruments, net	(6)	20		(8)	17	
Other expense, net	(14)	(2)		(17)	(3)	
	(230)	(287)		(446)	(557)	
Income (loss) before income taxes	20	(33)		47	(62)	
Income tax expense	(65)	(62)		(129)	(101)	
Net loss	$ (45)	$ (95)		$ (82)	$ (163)	
LOSS PER COMMON SHARE, BASIC AND DILUTED:	$ (0.42)	$ (0.94)		$ (0.77)	$ (1.62)	
Weighted average common shares outstanding, basic and diluted	107,975,937	100,600,678		107,211,813	100,464,808	

Adjusted EBITDA is a non-GAAP term. See page 7 of this addendum for the reconciliation of adjusted EBITDA to net loss as defined by GAAP.

Certain prior year amounts have been reclassified to conform with the 2014 presentation.

(a) Pro forma results reflect certain acquisitions of cable systems in 2013 as if they occurred as of January 1, 2012.

June 30, 2013. Pro forma revenues and operating expenses increased by $133 million and $88 million, respectively, and net loss decreased by $1 million for the three months ended June 30, 2013. Pro forma revenues, operating expenses and net loss increased by $264 million, $174 million and $25 million, respectively, for the six months ended June 30, 2013.

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(dollars in millions)

	June 30, 2014	December 31, 2013
	(unaudited)	
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 9	$ 21
Accounts receivable, net	252	234
Prepaid expenses and other current assets	76	67
Total current assets	337	322
INVESTMENT IN CABLE PROPERTIES:		
Property, plant and equipment, net	8,197	7,981
Franchises	6,009	6,009
Customer relationships, net	1,245	1,389
Goodwill	1,170	1,177
Total investment in cable properties, net	16,621	16,556
OTHER NONCURRENT ASSETS	411	417
Total assets	$ 17,369	$ 17,295
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued liabilities	$ 1,606	$ 1,467
Total current liabilities	1,606	1,467
LONG-TERM DEBT	14,019	14,181
DEFERRED INCOME TAXES	1,554	1,431
OTHER LONG-TERM LIABILITIES	71	65
SHAREHOLDERS' EQUITY	119	151
Total liabilities and shareholders' equity	$ 17,369	$ 17,295

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
(dollars in millions)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	**2013**	**2014**	**2013**
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net loss	$ (45)	$ (96)	$ (82)	$ (138)
Adjustments to reconcile net loss to net cash flows from operating activities:				
Depreciation and amortization	528	436	1,033	861
Stock compensation expense	15	15	27	26
Noncash interest expense	10	10	20	23
Loss on extinguishment of debt	—	81	—	123
(Gain) loss on derivative instruments, net	6	(20)	8	(17)
Deferred income taxes	62	54	124	56
Other, net	(1)	26	2	27
Changes in operating assets and liabilities, net of effects from acquisitions:				
Accounts receivable	(36)	(15)	(18)	11
Prepaid expenses and other assets	6	10	(11)	(6)
Accounts payable, accrued liabilities and other	87	(17)	106	59
Net cash flows from operating activities	632	484	1,209	1,025
CASH FLOWS FROM INVESTING ACTIVITIES:				
Purchases of property, plant and equipment	(570)	(422)	(1,109)	(834)
Change in accrued expenses related to capital expenditures	8	13	44	2
Other, net	(5)	(5)	(1)	(14)
Net cash flows from investing activities	(567)	(414)	(1,066)	(846)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Borrowings of long-term debt	337	3,395	630	4,710
Repayments of long-term debt	(413)	(3,470)	(801)	(4,825)
Payments for debt issuance costs	—	(20)	—	(32)
Purchase of treasury stock	(6)	(5)	(17)	(10)
Proceeds from exercise of options and warrants	23	10	29	15
Other, net	(1)	(1)	4	—
Net cash flows from financing activities	(60)	(91)	(155)	(142)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	5	(21)	(12)	37
CASH AND CASH EQUIVALENTS, beginning of period	4	65	21	7
CASH AND CASH EQUIVALENTS, end of period	$ 9	$ 44	$ 9	$ 44
CASH PAID FOR INTEREST	$ 176	$ 250	$ 401	$ 370

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
UNAUDITED SUMMARY OF OPERATING STATISTICS
(in thousands, except per customer and penetration data)

	Approximate as of			
	Actual			Pro Forma
	June 30, 2014 (a)	March 31, 2014 (a)	December 31, 2013 (a)	June 30, 2013 (a)
Footprint				
Estimated Video Passings (b)	12,817	12,816	12,799	12,768
Estimated Internet Passings (b)	12,482	12,475	12,467	12,454
Estimated Voice Passings (b)	11,976	11,957	11,898	11,784
Penetration Statistics				
Video Penetration of Estimated Video Passings (c)	33.7%	34.0%	33.9%	34.2%
Internet Penetration of Estimated Internet Passings (c)	38.9%	38.4%	37.2%	35.6%
Voice Penetration of Estimated Voice Passings (c)	21.1%	20.7%	20.3%	19.6%
Residential				
Residential Customer Relationships (d)	5,700	5,673	5,561	5,452
Residential Non-Video Customers	1,534	1,478	1,384	1,246
% Non-Video	26.9%	26.1%	24.9%	22.9%
Customers				
Video (e)	4,166	4,195	4,177	4,206
Internet (f)	4,568	4,519	4,383	4,204
Voice (g)	2,360	2,325	2,273	2,176
Residential PSUs (h)	11,094	11,039	10,833	10,586
Residential PSU / Customer Relationships (d)(h)	1.95	1.95	1.95	1.94
Quarterly Net Additions/(Losses) (i)				
Video (e)	(29)	18	(2)	(55)
Internet (f)	49	136	93	38
Voice (g)	35	52	56	45
Residential PSUs (h)	55	206	147	28
Bulk Digital Upgrade Net Additions (j)	15	16	4	6
Single Play Penetration (k)	37.9%	37.9%	37.6%	37.6%
Double Play Penetration (l)	29.3%	29.5%	29.8%	30.5%
Triple Play Penetration (m)	32.7%	32.6%	32.6%	31.9%
Digital Penetration (n)	96.1%	93.2%	91.8%	90.4%
Monthly Residential Revenue per Residential Customer (d)(o)	$ 110.81	$ 110.29	$ 108.12	$ 108.71
Commercial				
Commercial Customer Relationships (d)(p)	385	379	375	347
Customers				
Video (e)(p)	154	160	165	164
Internet (f)	282	269	257	233
Voice (g)	164	152	145	131
Commercial PSUs (h)	600	581	567	528
Quarterly Net Additions/(Losses) (i)				
Video (e)(p)	(6)	(5)	(1)	(3)
Internet (f)	13	12	12	13
Voice (g)	12	7	7	8
Commercial PSUs (h)	19	14	18	18

Pro forma operating statistics reflect certain acquisitions of cable systems in 2013 as if such transactions had occurred as of the last day of the respective period for all periods presented.

At June 30, 2013, actual residential video, Internet and voice customers were 3,917,000, 3,924,000 and 2,019,000, respectively; actual commercial video, Internet and voice customers were 156,000, 214,000 and 119,000, respectively.

See footnotes to unaudited summary of operating statistics on page 6 of this addendum.

(a) We calculate the aging of customer accounts based on the monthly billing cycle for each account. On that basis, at June 30, 2014, March 31, 2014, December 31, 2013 and June 30, 2013, customers include approximately 15,400, 11,100, 11,300 and 9,600 customers, respectively, whose accounts were over 60 days, approximately 1,300, 900, 800 and 900 customers, respectively, whose accounts were over 90 days and approximately 700, 800, 900 and 700 customers, respectively, whose accounts were over 120 days.

(b) "Passings" represent our estimate of the number of units, such as single family homes, apartment and condominium units and commercial establishments passed by our cable distribution network in the areas where we offer the service indicated. These estimates are updated for all periods presented based upon the information available at that time.

(c) "Penetration" represents residential and commercial customers as a percentage of estimated passings for the service indicated.

(d) "Customer Relationships" include the number of customers that receive one or more levels of service, encompassing video, Internet and voice services, without regard to which service(s) such customers receive. This statistic is computed in accordance with the guidelines of the National Cable & Telecommunications Association ("NCTA"). Commercial customer relationships include video customers in commercial structures, which are calculated on an EBU basis (see footnote (p)) and non-video commercial customer relationships.

(e) "Video Customers" represent those customers who subscribe to our video services. Our methodology for reporting residential video customers generally excludes units under bulk arrangements, unless those units have a digital set-top box, thus a direct billing relationship. As we complete our all-digital transition, bulk units are supplied with digital set-top boxes adding to our bulk digital upgrade customers.

(f) "Internet Customers" represent those customers who subscribe to our Internet services.

(g) "Voice Customers" represent those customers who subscribe to our voice services.

(h) "Primary Service Units" or "PSUs" represent the total of video, Internet and voice customers.

(i) "Quarterly Net Additions/(Losses)" represent the net gain or loss in the respective quarter for the service indicated.

(j) "Bulk Digital Upgrade Net Additions" represents the portion of residential video net additions as a result of adding a digital set-top box to a bulk unit.

(k) "Single Play Penetration" represents residential customers receiving only one Charter service offering, including video, Internet or voice, as a % of residential customer relationships.

(l) "Double Play Penetration" represents residential customers receiving only two Charter service offering, including video, Internet and/or voice, as a % of residential customer relationships.

(m) "Triple Play Penetration" represents residential customers receiving all three Charter service offerings, including video, Internet and voice, as a % of residential customer relationships.

(n) "Digital Penetration" represents the number of residential digital video customers as a percentage of residential video customers.

(o) "Monthly Residential Revenue per Residential Customer" is calculated as total residential video, Internet and voice quarterly revenue divided by three divided by average residential customer relationships during the respective quarter.

(p) Included within commercial video customers are those in commercial structures, which are calculated on an equivalent bulk unit ("EBU") basis. We calculate EBUs by dividing the bulk price charged to accounts in an area by the published rate charged to non-bulk residential customers in that market for the comparable tier of service. This EBU method of estimating video customers is consistent with the methodology used in determining costs paid to programmers and is consistent with the methodology used by other multiple system operators. As we increase our published video rates to residential customers without a corresponding increase in the prices charged to commercial service customers, our EBU count will decline even if there is no real loss in commercial service customers. For example, commercial video customers decreased by 5,000 and 10,000 during the three months ended March 31, 2014 and 2013, respectively, due to published video rate increases and other revisions to customer reporting methodology.

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
UNAUDITED RECONCILIATION OF NON-GAAP MEASURES TO GAAP MEASURES
(dollars in millions)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014 Actual	2013 Actual	2014 Actual	2013 Actual
Net loss	$ (45)	$ (96)	$ (82)	$ (138)
Plus: Interest expense, net	210	211	421	421
Income tax expense	65	58	129	67
Depreciation and amortization	528	436	1,033	861
Stock compensation expense	15	15	27	26
Loss on extinguishment of debt	—	81	—	123
(Gain) loss on derivative instruments, net	6	(20)	8	(17)
Other, net	16	7	26	19
Adjusted EBITDA (b)	795	692	1,562	1,362
Less: Purchases of property, plant and equipment	(570)	(422)	(1,109)	(834)
Adjusted EBITDA less capital expenditures	$ 225	$ 270	$ 453	$ 528
Net cash flows from operating activities	$ 632	$ 484	$ 1,209	$ 1,025
Less: Purchases of property, plant and equipment	(570)	(422)	(1,109)	(834)
Change in accrued expenses related to capital expenditures	8	13	44	2
Free cash flow	$ 70	$ 75	$ 144	$ 193

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014 Actual	2013 Pro Forma (a)	2014 Actual	2013 Pro Forma (a)
Net loss	$ (45)	$ (95)	$ (82)	$ (163)
Plus: Interest expense, net	210	224	421	448
Income tax expense	65	62	129	101
Depreciation and amortization	528	463	1,033	915
Stock compensation expense	15	15	27	26
Loss on extinguishment of debt	—	81	—	123
(Gain) loss on derivative instruments, net	6	(20)	8	(17)
Other, net	16	7	26	19
Adjusted EBITDA (b)	795	737	1,562	1,452
Less: Purchases of property, plant and equipment	(570)	(440)	(1,109)	(863)
Adjusted EBITDA less capital expenditures	$ 225	$ 297	$ 453	$ 589

(a) Pro forma results reflect certain acquisitions of cable systems in 2013 as if they occurred as of January 1, 2012.

(b) See page 1 and 2 of this addendum for detail of the components included within adjusted EBITDA.

The above schedules are presented in order to reconcile adjusted EBITDA and free cash flows, both non-GAAP measures, to the most directly comparable GAAP measures in accordance with Section 401(b) of the Sarbanes-Oxley Act.

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
CAPITAL EXPENDITURES
(dollars in millions)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014 Actual	2013 Actual	2014 Actual	2013 Actual
Customer premise equipment (a)	$ 297	$ 192	$ 626	$ 425
Scalable infrastructure (b)	107	78	194	132
Line extensions (c)	41	62	81	108
Upgrade/Rebuild (d)	51	48	84	87
Support capital (e)	74	42	124	82
Total capital expenditures (f)	$ 570	$ 422	$ 1,109	$ 834

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014 Actual	2013 Pro Forma (g)	2014 Actual	2013 Pro Forma (g)
Customer premise equipment (a)	$ 297	$ 198	$ 626	$ 438
Scalable infrastructure (b)	107	86	194	142
Line extensions (c)	41	63	81	110
Upgrade/Rebuild (d)	51	50	84	89
Support capital (e)	74	43	124	84
Total capital expenditures (f)	$ 570	$ 440	$ 1,109	$ 863

(a) Customer premise equipment includes costs incurred at the customer residence to secure new customers and revenue generating units, including customer installation costs and customer premise equipment (e.g., set-top boxes and cable modems).

(b) Scalable infrastructure includes costs, not related to customer premise equipment, to secure growth of new customers and revenue generating units, or provide service enhancements (e.g., headend equipment).

(c) Line extensions include network costs associated with entering new service areas (e.g., fiber/coaxial cable, amplifiers, electronic equipment, make-ready and design engineering).

(d) Upgrade/rebuild includes costs to modify or replace existing fiber/coaxial cable networks, including betterments.

(e) Support capital includes costs associated with the replacement or enhancement of non-network assets due to technological and physical obsolescence (e.g., non-network equipment, land, buildings and vehicles).

(f) Total capital expenditures include $134 million and $3 million for the three months ended June 30, 2014 and 2013, respectively, and $253 million and $4 million for the six months ended June 30, 2014 and 2013, respectively, related to our all-digital transition; and $63 million and $84 million for the three months ended June 30, 2014 and 2013, respectively, and $122 million and $145 million for the six months ended June 30, 2014 and 2013, respectively, related to commercial services.

(g) Pro forma results reflect certain acquisitions of cable systems in 2013 as if they occurred as of January 1, 2012.