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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM 8-K**

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**Current Report**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 20, 2005**

**CCH II, LLC**  
**CCH II CAPITAL CORP.**

*(Exact name of registrants as specified in their charters)*

**Delaware**

**Delaware**

*(State or Other Jurisdiction of Incorporation or Organization)*

**333-111423**

**333-111423-01**

*(Commission File Number)*

**030511293**

**134257703**

*(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)*

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**ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On May 20, 2005, Charter Communications, Inc. ("Charter"), the indirect parent company and manager of CCH II, LLC and CCH II Capital Corp., entered into an amendment (the "Amendment") to the Stipulation of Settlement, dated January 24, 2005 (the "Stipulation"), which set forth the terms of settlement of certain class action lawsuits filed against Charter and more fully described in our previously-filed reports. The Stipulation contemplates that, in full and final settlement of all claims, Charter will cause its insurers to pay \$64 million in cash consideration to the plaintiffs in the class actions and that Charter shall pay an additional \$80 million to the plaintiffs in the form of the following securities (the "Settlement Securities"): (a) Charter Class A common stock having an aggregate value of \$40 million, with the value per share to be determined pursuant to a formula set forth in the Stipulation, and (b) warrants to purchase Charter common stock having an aggregate value of \$40 million, with the number of warrants to be determined pursuant to a formula set forth in the Stipulation.

The Amendment grants Charter the option, at its sole discretion, to satisfy its obligation to issue the Settlement Securities under the Stipulation with cash, on a dollar for dollar basis, instead of issuing some or all of the Settlement Securities.

Charter has not yet made a determination whether to issue the Settlement Securities or to substitute cash (in whole or in part) in lieu thereof.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, CCH II, LLC and CCH II Capital Corp. have duly caused this Current Report to be signed on their behalf by the undersigned hereunto duly authorized.

**CCH II, LLC**

Registrant

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: May 20, 2005

By: /s/ Kevin D. Howard

Name: Kevin D. Howard

Title: Vice President of Finance

**CCH II CAPITAL CORP.**

Registrant

Dated: May 20, 2005

By: /s/ Kevin D. Howard

Name: Kevin D. Howard

Title: Vice President of Finance