

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 24, 2018



Charter Communications, Inc.
CCO Holdings, LLC
CCO Holdings Capital Corp.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

001-33664

001-37789

333-112593-01

(Commission File Number)

84-1496755

86-1067239

20-0257904

(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:

- Written communications pursuant 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 24, 2018, Charter Communications, Inc. (the “Company”), announced that Dr. John C. Malone has retired from the Board of Directors of the Company (the “Board”), but will continue to serve as a director emeritus. Dr. Malone’s retirement as a director of the Company was not the result of any dispute or disagreement with the Company on any matter relating to the operations, policies or practices of the Company. As a director emeritus, Dr. Malone would continue to attend Board meetings, but will not have a vote on matters presented.

Dr. Malone served on the Board as a designee of Liberty Broadband Corporation (“Liberty Broadband”) under the terms of the Second Amended and Restated Stockholders Agreement, dated as of May 23, 2015, by and among, the Company, Liberty Broadband and Advance/Newhouse Partnership (the “Stockholders Agreement”). In conjunction with Dr. Malone’s retirement from the Board, Liberty Broadband nominated James E. Meyer, the Chief Executive Officer of Sirius XM Holdings Inc., to replace Dr. Malone on the Board and to serve along with Liberty Broadband’s other two designees, Gregory B. Maffei and Balan Nair, pursuant to its rights set forth in the Stockholders Agreement. On July 24, 2018, the Board appointed Mr. Meyer to the Board and also appointed him to the Nominating and Corporate Governance Committee to fill the vacancies resulting from Dr. Malone’s resignation.

In connection with his appointment, the Board granted Mr. Meyer restricted stock with a value of \$135,616, which was calculated by prorating the amount of the annual restricted stock grant made to each of the Company’s non-employee directors under the Company’s compensation program for non-employee directors. The Company’s compensation program for non-employee directors is more fully described in the proxy statement for the Company’s 2018 Annual of Stockholders filed by the Company with the Securities and Exchange Commission on March 15, 2018.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

In connection with Dr. Malone’s appointment on July 24, 2018 as a director emeritus, the Company amended its Bylaws (the “Bylaws”) to formally establish the positions of Chairman Emeritus and Director Emeritus and define the rights and responsibilities thereof.

The foregoing description of the amendment to the Bylaws does not purport to be complete and is qualified in its entirety by reference to the full text of the amended Bylaws, including the language added by the amendment appearing in Section 3.11 of the amended Bylaws, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On July 24, 2018, the Company issued a press release announcing Dr. Malone’s retirement and Mr. Meyer’s appointment. The press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

The following exhibits are being filed as part of this report:

Exhibit	Description
3.1	Amendment to Bylaws of Charter Communications, Inc. dated July 24, 2018.
99.1	Press release dated July 24, 2018, announcing the retirement of Dr. John C. Malone and the appointment of James E. Meyer.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, each of Charter Communications, Inc., CCO Holdings, LLC and CCO Holdings Capital Corp. has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,
Registrant

By: /s/ Patricia A. Baldes
Patricia A. Baldes
Group Vice President - External Reporting & Policy

Date: July 30, 2018

CCO Holdings, LLC
Registrant

By: /s/ Patricia A. Baldes
Patricia A. Baldes
Group Vice President - External Reporting & Policy

Date: July 30, 2018

CCO Holdings Capital Corp.
Registrant

By: /s/ Patricia A. Baldes
Patricia A. Baldes
Group Vice President - External Reporting & Policy

Date: July 30, 2018

Exhibit Index

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**1st AMENDMENT TO THE BYLAWS
OF
CHARTER COMMUNICATIONS, INC.**

The Bylaws of the Charter Communications, Inc. (the "Corporation"), are amended by adding a new Section 3.11 as follows effective July 24, 2018:

"SECTION 3.11. Director Emeritus Positions. The Board may, from time to time in its discretion, by majority vote, designate one or more of its former directors a Director Emeritus or, in the case of a former Chairman of the Board, one Chairman Emeritus. Each such designation shall be for a one-year term or until such Director Emeritus' or Chairman Emeritus' earlier death, resignation, retirement or removal (for any reason or no reason by a majority of the Board). Each Director Emeritus and Chairman Emeritus may be re-appointed for one or more additional one-year terms. Directors Emeritus and the Chairman Emeritus may provide advisory services to the Board and its committees as requested from time to time by the Board. Directors Emeritus and the Chairman Emeritus may attend Board meetings as and when invited by the Board and attend meetings of any committee of the Board as and when invited by the committee, but they shall not be entitled to notice of any such meetings or to vote or be counted for quorum purposes at any such meetings. If present, Directors Emeritus and the Chairman Emeritus may participate in the discussions occurring at such meetings. Any person holding the position of Director Emeritus or Chairman Emeritus shall not be considered a director or officer for any purpose, including the corporation's Certificate of Incorporation and Bylaws, applicable federal securities laws and the General Corporation Law of the State of Delaware, as it may be amended (the "DGCL"), and a Director Emeritus or Chairman Emeritus shall have no power or authority to manage the affairs of the Corporation. Directors Emeritus and the Chairman Emeritus shall not have any of the responsibilities or liabilities of a director or officer of the Corporation under the DGCL, nor any of a director's or officer's rights, powers or privileges in their capacities as Directors Emeritus or Chairman Emeritus. Reference in these Bylaws to "directors" or "officers" shall not mean or include Directors Emeritus or the Chairman Emeritus. Directors Emeritus and the Chairman Emeritus will be entitled to receive fees for such service in such form and amount as approved by the Board, and shall be reimbursed for reasonable travel and other out-of-pocket business expenses incurred in connection with attendance at meetings of the Board and its committees. Directors Emeritus and the Chairman Emeritus shall remain subject to the reporting requirements of Section 16 of the Securities Exchange Act of 1934, as amended, and shall remain subject to all of the Corporation's policies applicable to directors."



NEWS

Dr. John Malone Retires from Charter Board and Becomes Director Emeritus; James E. Meyer Elected to Charter Board

STAMFORD, Connecticut - July 24, 2018 - Charter Communications, Inc. (NASDAQ: CHTR) (along with its subsidiaries, "Charter") today announced that Dr. John C. Malone has retired from the Charter Board of Directors, but will continue to serve the company as a director emeritus. As a director emeritus, Dr. Malone will attend Board meetings and provide active support and advice to the Company, but will not have a vote on matters presented to the Board.

"The Board and I appreciate John's service to Charter and will continue to benefit from his counsel as a director emeritus," said Thomas M. Rutledge, Charter's Chairman and Chief Executive Officer.

Dr. Malone said, "I am retiring from the board of Charter to reduce my travel and focus on fewer board positions. I remain heavily invested in Charter, both financially and emotionally, and am excited about its prospects. As the Liberty Broadband nominee to the Charter board, Jim Meyer brings a strong track record and wealth of relevant experience, and I will remain an active advisor in my director emeritus role."

Dr. Malone served on the Board as a designee of Liberty Broadband Corporation ("Liberty Broadband") pursuant to a stockholders agreement with Charter. In conjunction with Dr. Malone's retirement from the Board, Liberty Broadband nominated James E. Meyer, the Chief Executive Officer of Sirius XM, to replace Dr. Malone on the Company's board and to serve along with Liberty Broadband's other two designees, Gregory B. Maffei and Balan Nair. On July 24, 2018, the Board elected Mr. Meyer and also appointed Mr. Meyer to serve on the Nominating and Corporate Governance Committee.

"Jim Meyer's broad experience, including at Sirius XM, will benefit the Charter Board of Directors and I look forward to serving with him," said Rutledge. "With the addition of Jim and the continued participation of John, I am confident that the Charter Board of Directors will continue to provide the leadership and oversight to ensure that Charter's future remains bright."

About Charter

Charter Communications, Inc. (NASDAQ:CHTR) is a leading broadband communications company and the second largest cable operator in the United States. Charter provides a full range of advanced residential broadband services, including Spectrum TV® programming, Spectrum Internet®, and Spectrum Voice®. Under the Spectrum Business® brand, Charter provides scalable, and cost-effective broadband communications solutions to small and medium-sized business organizations, including Internet access, business telephone, and TV services. Through the Spectrum Enterprise brand, Charter is a national provider of scalable, fiber-based technology solutions serving many of America's largest businesses and communications service providers. Charter's advertising sales and production services are sold under the Spectrum Reach® brand. Charter's news and sports networks are operated under the Spectrum Networks brand. More information about Charter can be found at newsroom.charter.com.

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