

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Liberty Broadband Corp</u>			2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS, INC. /MO/ [CHTR]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/18/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>12300 LIBERTY BOULEVARD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ENGLEWOOD CO 80112</u>								
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Class A Common Stock	12/18/2020		J ⁽¹⁾		5,358,401	A	(1)	33,799,325	I	Held through wholly-owned subsidiaries	
Class A Common Stock								25,666,451	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
1.75% Exch. Senior Debentures due 2046 (obligation to sell)	(2)(3)	12/18/2020		J ⁽²⁾⁽³⁾			\$14,536,000	(3)	09/30/2046	Class A Common Stock	39,231	(2)	\$14,536,000	I	Held through a wholly-owned subsidiary

Explanation of Responses:

- At the effective time of the Merger (as defined in the Remarks section), the Reporting Person completed a combination with GCI Liberty (as defined in the Remarks section) and thus indirectly acquired 5,358,401 shares of Common Stock (as defined in the Remarks section) held by a wholly owned subsidiary of GCI Liberty. The consideration paid to GCI Liberty stockholders is described in Exhibit 99.1.
- As a result of the Combination (as defined in the Remarks section), Merger LLC (as defined in the Remarks section) became a wholly owned subsidiary of the Reporting Person. As a result of the Combination, Merger LLC entered into a supplemental indenture and assumed the obligations with respect to \$14,536,000 aggregate original principal amount outstanding under GCI Liberty's 1.75% exchangeable senior debentures due 2046 (the "Debentures"). Each \$1,000 principal amount of Debentures is initially exchangeable for 2.6989 shares of Common Stock. Upon exchange at the option of the holder or a purchase of the Debentures pursuant to a holder's put right, Merger LLC may elect physical or cash settlement, or a combination thereof.
- Each Debenture is exchangeable at the option of the holder during specified periods as set forth in Exhibit 99.1. Holders of the Debentures may put them to Merger LLC on October 5, 2023 and the Debentures may be redeemed by Merger LLC, in whole or in part, on or after October 5, 2023.

Remarks:

On December 18, 2020, the Reporting Person completed a combination with GCI Liberty, Inc. ("GCI Liberty"), which included acquiring all of the outstanding shares of GCI Liberty in a stock-for-stock merger. The combination was effected by (i) a merger of Grizzly Merger Sub 2, Inc., a wholly owned subsidiary of Grizzly Merger Sub 1, LLC ("Merger LLC"), with and into GCI Liberty (the "Merger") with GCI Liberty surviving as an indirect wholly owned subsidiary of the Reporting Person and (ii) the merger of GCI Liberty (as the surviving corporation in the Merger) with and into Merger LLC (the "Upstream Merger" and together with the Merger, the "Combination"), with Merger LLC surviving the Upstream Merger as a wholly owned subsidiary of the Reporting Person. In connection with the completion of the Combination, GCI Liberty's beneficial ownership of the shares of Class A common stock, par value \$.001 per share, of the Issuer ("Common Stock") and the Debentures were transferred to the Reporting Person. As the transfer of beneficial ownership of each of the Common Stock and the Debentures was part of a larger business combination transaction involving the Reporting Person and GCI Liberty, the Reporting Person does not admit that there was an acquisition for purposes of Section 16(b) of the Securities Exchange Act of 1934, as amended. For more information, see Exhibit 99.1.

Liberty Broadband Corporation
By: /s/ Brittany A. Uthoff, Vice President 12/22/2020

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

At the effective time of the Merger, (i) each outstanding share of GCI Liberty Series A common stock was converted into the right to receive 0.580 of a share of the Reporting Person's Series C common stock, (ii) each outstanding share of GCI Liberty Series B common stock was converted into the right to receive 0.580 of a share of the Reporting Person's Series B common stock and (iii) each outstanding share of GCI Liberty Series A Cumulative Redeemable Preferred Stock was converted into the right to receive one share of the Reporting Person's newly issued Series A Cumulative Redeemable Preferred Stock.

Each Debenture is exchangeable at the option of the holder, subject to certain terms and conditions, during specified periods: (i) if the market value of the underlying Common Stock exceeds 130% of the adjusted principal amount of the Debenture; (ii) if the trading price of a Debenture is less than 98% of the market value of the underlying Common Stock; (iii) after the Debenture is called for redemption; and (iv) after the issuer of the Common Stock declares or makes a dividend or distribution that, pursuant to the terms of the Debentures, would reduce the principal amount of the Debentures to \$0.00 or such principal amount is otherwise reduced to \$0.00. The Debentures are also exchangeable at any time after July 7, 2023, until the close of business on the second scheduled trading day prior to October 5, 2023, and at any time after July 1, 2046, until the close of business on the second scheduled trading day immediately preceding the stated maturity date of the Debentures.
