

FORM 8-K

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): June 30, 2001

CHARTER COMMUNICATIONS HOLDINGS, LLC
CHARTER COMMUNICATIONS HOLDINGS CAPITAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
Delaware

(State or Other Jurisdiction of Incorporation or Organization)

333-77499

43-1843179

333-77499-01

43-1843177

Commission File Number (Federal Employer Identification Number)

12444 Powerscourt Drive - Suite 400
St. Louis, Missouri

63131

(Address of Principal Executive Offices)

(Zip Code)

(Registrant's telephone number, including area code) (314) 965-0555

ITEM 5. OTHER EVENTS.

On June 30, 2001, we completed the closing of previously announced cable-system transactions with AT&T Broadband, resulting in a net addition of approximately 554,000 customers for a purchase price consisting of \$1.75 billion in cash and cable systems valued at \$24 million. A copy of the press release of Charter Communications, Inc. is being filed as Exhibit 99.1 with this report.

ITEM 7. EXHIBIT.

99.1 Press release dated July 2, 2001.*

* filed herewith

SIGNATURE

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

CHARTER COMMUNICATIONS
HOLDINGS, LLC, a registrant

Dated: July 6, 2001

By: /s/ KENT D. KALKWARF

Name: Kent D. Kalkwarf
Title: Executive Vice President and Chief
Financial Officer (Principal Financial Officer
and Principal Accounting Officer)

SIGNATURE

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

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Name: Kent D. Kalkwarf
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EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
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ITEM 5. ACQUISITION OR DISPOSITION OF ASSETS.

On June 30, 2001, we completed the closing of previously announced cable-system transactions with AT&T Broadband, resulting in a net addition of approximately 554,000 customers for a purchase price consisting of \$1.75 billion in cash and cable systems valued at \$24 million. A copy of the press release is being filed as Exhibit 99.1 with this report.

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