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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): **March 14, 2005**



**Charter Communications, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

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

**000-27927**

*(Commission File Number)*

**43-1857213**

*(I.R.S. Employer Identification Number)*

**12405 Powerscourt Drive**

**St. Louis, Missouri 63131**

*(Address of principal executive offices including zip code)*

**(314) 965-0555**

*(Registrant's telephone number, including area code)*

**Not Applicable**

*(Former name or former address, if changed since last report)*

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**ITEM 1.02. TERMINATION OF A MATERIAL DEFINITIVE AGREEMENT.**

On March 14, 2005, CC V Holdings, LLC (formerly known as Avalon Cable LLC), a subsidiary of the registrant, completed the redemption of the \$113 million of 11.875% Senior Discount Notes due 2008, (the Notes) at 103.958% of principal amount, plus accrued and unpaid interest to the date of redemption. CC V Holdings, LLC redeemed the Notes to comply with the Amended and Restated Credit Agreement of Charter Communications Operating, LLC, also a subsidiary of the registrant (Charter Operating). The total cost of redemption was approximately \$122 million which was paid from borrowings under the Charter Operating credit facilities. The press release is attached hereto as Exhibit 99.1.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated as of March 15, 2005.*

\* filed herewith

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## 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**

Dated: March 15, 2005

By: /s/ Paul E. Martin  
Name: Paul E. Martin  
Title: Interim Co-Chief Financial Officer,  
Senior Vice President and Controller  
(Co-Principal Financial Officer and Principal Accounting Officer)

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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated as of March 15, 2005.*

\* filed herewith



# NEWS

FOR RELEASE: March 15, 2005

## Charter Completes Redemption of \$113 Million Outstanding 11.875% Senior Discount Notes

**ST. LOUIS** -- Charter Communications, Inc. (Nasdaq: CHTR) today announced that its subsidiary, CC V Holdings, LLC (formerly known as Avalon Cable LLC), has completed the redemption of the \$113 million CC V Holdings, LLC 11.875% Senior Discount Notes due 2008, CUSIP number 053402AB9 (the Notes) at 103.958% of principal amount, plus accrued and unpaid interest to the date of redemption. CC V Holdings, LLC redeemed the Notes to comply with the Amended and Restated Credit Agreement (the Credit Agreement) of Charter Communications Operating, LLC (Charter Operating). The total cost of redemption to Charter was approximately \$122 million.

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### About Charter Communications

Charter Communications, Inc., a broadband communications company, provides a full range of advanced broadband services to the home, including cable television on an advanced digital video programming platform via Charter Digital™ and Charter High-Speed™ Internet service. Charter also provides business-to-business video, data and Internet protocol (IP) solutions through Charter Business™. Advertising sales and production services are sold under the Charter Media® brand. More information about Charter can be found at [www.charter.com](http://www.charter.com).

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### Cautionary Statement Regarding Forward-Looking Statements:

*This release 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. Many of the forward-looking statements contained in this release may be identified by the use of forward-looking words such as "believe," "expect," "anticipate," "should," "planned," "will," "may," "intend," "estimated" and "potential," among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this release are set forth in reports or documents that we file from time to time with the SEC.*

*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.*

