

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): October 15, 2008



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)

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 to 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))

ITEM 8.01 OTHER EVENTS.

On October 15, 2008 Charter Communications, Inc. announced interim results and an amendment for the previously announced cash tender offer by its subsidiary, Charter Communications Holding Company, LLC (“Charter Holdco”), to purchase an amount of Notes (including accrued and unpaid interest) of Charter Communications Holdings, LLC not to exceed \$100 million. As of 5:00 p.m. Eastern Daylight Time (ET) on October 14, 2008, approximately \$69 million of Notes having an Acceptance Priority Level of 1 were tendered. No change was made to the Total Consideration or Tender Offer Consideration for any series of Notes having an Acceptance Level Priority of 1. The initial settlement date for Notes having an Acceptance Priority Level of 1 that were tendered prior to the Early Tender Time occurred on October 17, 2008. Charter Holdco has decreased the Tender Offer Consideration and the Total Consideration for each series of Notes having an Acceptance Priority Level of 2 (the “Affected Notes”), validly tendered and accepted for purchase pursuant to the Offer. The Early Tender Time for the Affected Notes has been extended until the Expiration Time, which is 5:00 p.m. ET, on Wednesday, October 29, 2008.

The press release dated October 15, 2008 announcing the interim results and the amendment of the tender offer is attached hereto as Exhibit 99.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

The following exhibit is filed pursuant to Item 8.01:

Exhibit Number	Description
99.1*	Press release dated October 15, 2008 announcing interim results and amendment of tender offer.

* filed herewith

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: October 17, 2008

By:/s/ Kevin D. Howard
Name: Kevin D. Howard
Title: *Vice President, Controller and Chief Accounting Officer*

EXHIBIT INDEX

Exhibit Number	Description
99.1*	Press release dated October 15, 2008 announcing interim results and amendment of tender offer.

* filed herewith



NEWS

Charter Announces Interim Results and Amendment of \$100 Million Tender Offer for Debt Securities

St. Louis, Missouri, October 15, 2008 – Charter Communications, Inc. (NASDAQ:CHTR) announced today interim results and amendment for the previously announced cash tender offer by its subsidiary, Charter Communications Holding Company, LLC (“Charter Holdco”), to purchase an amount of Notes (including accrued and unpaid interest) of Charter Communications Holdings, LLC not to exceed \$100 million (the “Maximum Payment Amount”).

As of 5:00 p.m. Eastern Daylight Time (ET) on October 14, 2008, approximately \$69 million of Notes having an Acceptance Priority Level of 1 were tendered. No change has been made to the Total Consideration or Tender Offer Consideration for any series of Notes having an Acceptance Level Priority of 1. The initial settlement date for Notes having an Acceptance Priority Level of 1 that were tendered prior to the Early Tender Time is expected to occur on October 17, 2008.

Charter Holdco has decreased the Tender Offer Consideration and the Total Consideration for each series of Notes having an Acceptance Priority Level of 2 (the “Affected Notes”), validly tendered and accepted for purchase pursuant to the Offer. The “New Tender Offer Consideration” and “New Total Consideration” for each \$1,000 principal amount of Affected Notes are set forth on the table below. The Early Tender Time for the Affected Notes has been extended until the Expiration Time, which is 5:00 p.m. ET, on Wednesday, October 29, 2008. Consequently the New Total Consideration includes the Early Tender Premium of \$15.00 per \$1,000 principal amount of Affected Notes payable to Holders that validly tender, and do not validly withdraw, their Affected Notes at or before the Expiration Time and whose Affected Notes are accepted for purchase. Withdrawal rights for the Affected Notes have been extended such that tenders of Affected Notes made at or before 5:00 p.m. ET, on Tuesday, October 14, 2008, may be validly withdrawn at or before the Expiration Time; however, tenders of Affected Notes made after 5:00 p.m., ET, on Tuesday, October 14, 2008, may not be withdrawn except to the extent required by law.

The following table summarizes the material pricing terms, as amended, for each \$1,000 principal amount of Affected Notes that are accepted for purchase.

<u>CUSIP Numbers</u>	<u>Title of Security</u>	<u>New Tender Offer Consideration</u>	<u>Early Tender Premium(1)</u>	<u>New Total Consideration</u>
16117PAK6	10.000% Senior Notes due 2009	\$935.00	\$15.00	\$950.00
16117PAZ3	9.625% Senior Notes due 2009	\$925.00	\$15.00	\$940.00
16117PAY6				

1. Holders of Affected Notes who validly tender their Affected Notes will be eligible to receive the Early Tender Premium.

If Notes are validly tendered and not withdrawn at the Expiration Time, such that the amount Charter Holdco would be required to pay for the purchase of such Notes, together with accrued and unpaid interest, exceeds the Maximum Payment Amount, Charter Holdco will (subject to the terms and conditions of the Tender Offer) prorate the amount of Notes to be purchased having an Acceptance Priority Level of 2.

The final settlement date for Notes having an Acceptance Priority Level of 1 that are tendered after the Early Tender Time but before the Expiration Time will be within the first three trading days following the Expiration Time, if such Notes have been accepted for purchase. The settlement date for Notes having an Acceptance Priority Level of 2 will be within the first three trading days following the Expiration Time, if such Notes have been accepted for purchase.

Citi Contact Information

Citi is the Dealer Manager for the Tender Offer. Global Bondholder Services Corporation is the Information Agent and Depositary. This press release is neither an offer to purchase nor a solicitation of an offer to sell the Notes. The offer is made only by an Offer to Purchase dated September 30, 2008, as supplemented by the Supplement to the Offer to Purchase dated October 15, 2008, and the information in this news release is qualified by reference to the Offer to Purchase. Persons with questions regarding the offer should contact the Dealer Manager at (212) 723-6106 or toll-free at (800) 558-3745, or the Information Agent at (212) 430-3774 or toll-free at (866) 294-2200.

About Charter Communications®

Charter Communications, Inc. is a leading broadband communications company and the third-largest publicly traded cable operator in the United States. Charter provides a full range of advanced broadband services, including advanced Charter Digital Cable® video entertainment programming, Charter High-Speed® Internet access, and Charter Telephone®. Charter Business™ similarly provides scalable, tailored, and cost-effective broadband communications solutions to business organizations, such as business-to-business Internet access, data networking, video and music entertainment services, and business telephone. Charter's advertising sales and production services are sold under the Charter Media® brand. More information about Charter can be found at www.charter.com.

Contact:

Charter Communications
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314-543-5621