

FORM 8-K

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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): January 5, 2001

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CHARTER COMMUNICATIONS HOLDINGS, LLC

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CHARTER COMMUNICATIONS HOLDINGS CAPITAL CORPORATION

-----  
(Exact name of registrants as specified in their charters)

Delaware

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Delaware

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(State or Other Jurisdiction of Incorporation or Organization)

333-77499

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333-77499-01

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Commission File Number

43-1843179

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43-1843177

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(Federal Employer  
Identification Number)

12444 Powerscourt Drive - Suite 400

St. Louis, Missouri

-----  
(Address of Principal Executive Offices)

(Registrant's telephone number, including area code)

63131

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(Zip Code)

(314) 965-0555

## ITEM 5. OTHER ITEMS.

Charter Communications Holdings, LLC ("Charter Holdings") and its wholly owned subsidiary, Charter Communications Holdings Capital Corporation (collectively, the "Issuers"), announced that they had entered into an agreement to sell \$900.0 million of 10.75% Senior Notes due 2009, \$500.0 million of 11.125% Senior Notes due 2011 and \$350.6 million of 13.5% Senior Discount Notes due 2011 with a principal amount at maturity of \$675.0 million (collectively, the "Notes"). The sale of the Notes will provide gross proceeds to the Issuers of approximately \$1.75 billion. The transaction size was increased from the \$850.0 million originally sought by the Issuers.

The net proceeds of the offering will be used to repay \$272.5 million that remains outstanding under the August 2000 \$1.0 billion senior bridge loan of Charter Holdings and to repay a portion of amounts outstanding under the revolving credit facilities of certain subsidiaries of the Issuers. Funding is anticipated to close on January 10, 2001.

A copy of the press release announcing the financing is being filed as Exhibit 99.1 with this report.

ITEM 7. EXHIBITS.

(a) Exhibits.

99.1 Press release dated January 5, 2001.\*

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\*filed herewith

## SIGNATURES

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

CHARTER COMMUNICATIONS  
HOLDINGS, LLC, a registrant

Dated January 5, 2001

By: /s/ KENT D. KALKWARF  
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Name: Kent D. Kalkwarf  
Title: Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer  
and Principal Accounting  
Officer)

## SIGNATURES

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

CHARTER COMMUNICATIONS  
HOLDINGS CAPITAL CORPORATION, a  
registrant

Dated January 5, 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)

EXHIBIT INDEX

99.1 Press release dated January 5, 2001.

[CHARTER COMMUNICATIONS LOGO]

NEWS

FOR RELEASE: Friday, January 5, 2001

CHARTER COMMUNICATIONS TO ISSUE \$1.75 BILLION  
SENIOR AND SENIOR DISCOUNT NOTES

Proceeds increase from \$850 million originally sought

ST. LOUIS - Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation, subsidiaries of Charter Communications, Inc. (Nasdaq: CHTR), today announced they had entered into an agreement to sell \$900 million of 10.75% Senior Notes due 2009, \$500 million of 11.125% Senior Notes due 2011 and \$350.6 million of 13.5% Senior Discount Notes due 2011 with a principal at maturity of \$675 million. The sale of the notes will provide gross proceeds to the issuers of approximately \$1.75 billion. The transaction size was increased from the \$850 million originally sought by the issuers.

The net proceeds of this issuance will be used to repay \$272.5 million that remains outstanding under the August 2001 \$1 billion senior bridge loan of Charter Communications Holdings, LLC and to repay a portion of amounts outstanding under certain revolving credit facilities. The offering is expected to close on January 10, 2001.

The Notes are being sold to qualified institutional buyers in reliance on Rule 144A. The Notes will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

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With 6.3 million customers, Charter Communications, a Wired World(TM) company, is among the nation's largest broadband communications companies. Charter offers an array of advanced broadband services, including cable television under the Charter Cable TV(TM) brand, advanced digital video programming services under the Charter Digital Cable(TM) brand, and high-speed Internet access via Charter Pipeline(TM). Charter's Class A common stock is traded on the Nasdaq National Market under the ticker symbol "CHTR." More information about Charter can be found on the internet at [www.chartercom.com](http://www.chartercom.com)

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Statements in this press release regarding Charter Communications' business that are not historical facts may be "forward-looking statements." Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Important factors that could cause actual results to differ materially from any such forward-looking statements are identified in the reports and documents Charter files from time to time with the U.S. Securities and Exchange Commission.

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ANALYST

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