

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): May 10, 2001

CHARTER COMMUNICATIONS HOLDINGS, LLC
CHARTER COMMUNICATIONS HOLDINGS CAPITAL CORPORATION

(Exact name of registrants as specified in their charters)

Delaware
Delaware

(State or Other Jurisdiction of Incorporation or Organization)

333-77499
333-77499-01

Commission File Number

43-1843179
43-1843177

(Federal Employer
Identification Number)

12444 Powerscourt Drive - Suite 400
St. Louis, Missouri

(Address of Principal Executive Offices)

63131

(Zip Code)

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

Item 5. Other Items.

Charter Holdings and the prospective lenders under the committed Charter Holdings 2001 senior bridge loan facility today agreed to amend the terms of the facility. The effect of this amendment, assuming completion by Charter Holdings of the recently announced offering of senior and senior discount notes, is that our previously projected funding shortfall will be funded, if we were to borrow the full amount available under the senior bridge loan facility.

No assurance can be given that the Notes offering will be completed or that funding under the bridge loan facility will be available to us, as funding thereunder is subject to a number of conditions.

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 May 10, 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)

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 May 10, 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)