

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): December 27, 1999

CHARTER COMMUNICATIONS HOLDINGS, LLC

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CHARTER COMMUNICATIONS HOLDINGS CAPITAL CORPORATION  
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(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

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(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 and its wholly owned subsidiary, Charter Communications Holdings Capital Corporation (collectively, the "Issuers"), announced plans to raise \$900 million in a private placement of high yield bonds to repay notes that will be put to the Issuers' subsidiaries in pending change of control offers and for working capital purposes.

The Issuers plan to sell senior notes due 2008 and 2010 and senior discount notes due 2012 in early January.

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

ITEM 7 EXHIBITS

(a) Exhibits.

99.1 Press release dated December 27, 1999.\*

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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 3, 2000

By: /s/ KENT D. KALKWARF

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Name: Kent D. Kalkwarf  
Title: Senior 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 3, 2000

By: /s/ KENT D. KALKWARF

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

[CHARTER COMMUNICATIONS LOGO]

FOR IMMEDIATE RELEASE

PRIVATE DEBT OFFERING PLANNED BY CHARTER COMMUNICATIONS HOLDINGS, LLC AND  
CHARTER COMMUNICATIONS HOLDINGS CAPITAL CORPORATION

St. Louis, MO, December 27 - Charter Communications Holdings, LLC and Charter Communications Capital Corporation today announced that they intend to privately offer Senior Notes due 2008, Senior Notes due 2010 and Senior Discount Notes due 2012 to raise total proceeds of approximately \$900,000,000. The issuers plan to offer the notes to qualified institutional buyers in reliance on Rule 144A. The net proceeds of the offering will be used to repay notes that will be put to the issuers' subsidiaries in pending change of control offers and for working capital purposes.

Charter is the fourth largest operator of cable television systems in the United States, after giving effect to a pending acquisition and the planned transfer to it of cable assets from its parent company.

The notes have not been 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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