

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 5, 2008**



**Charter Communications, Inc.**

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

**Delaware**

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

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**000-27927**

*(Commission File Number)*

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**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))
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**Item 5.02 (e) Compensatory Arrangements of Certain Officers**

As of March 5, 2008, the employment agreements for Michael Lovett, our Executive Vice President and Chief Operating Officer, and for Grier Raclin, our Executive Vice President, General Counsel and Corporate Secretary have been amended. Mr. Lovett's employment agreement was amended to increase his target bonus from 100% of annual base salary to 125% of annual base salary. Mr. Raclin's employment agreement was amended to increase his target bonus from 60% of annual base salary to 75% of annual base salary. Neil Smit, our President and Chief Executive Officer, Mr. Lovett and Mr. Raclin were each awarded a discretionary bonus in addition to the bonus under the 2007 executive bonus plan of \$150,000, \$100,000 and \$50,000, respectively.

**Item 7.01 Regulation FD Disclosure**

In connection with the offering by Charter Communications Operating, LLC ("Charter Operating") described in the press release attached hereto as Exhibit 99.1, the following disclosures were included in the confidential offering memorandum distributed to certain institutional investors:

(a) Charter Communications, Inc. (the "Company") has been advised that its controlling shareholder, Paul G. Allen, has received informal inquiries from various parties regarding potential investments or transactions involving the Company. With the consent of the Company's independent directors, the Company has recently provided a limited number of these parties certain material non-public information under nondisclosure agreements. There can be no assurance that the foregoing will result in any investment or transaction involving the Company or the controlling shareholder. The Company does not intend to make any further communication regarding the foregoing unless it deems such communication appropriate.

(b) After giving effect to the offering and the concurrent borrowing of the Incremental Term Loans, each as more particularly described in the press releases attached hereto as Exhibits 99.1 and 99.2, and the application of the aggregate proceeds therefrom to our indirect subsidiary company, Charter Operating, of approximately \$750 million, the Company expects that cash on hand, cash flows from operating activities, and the amounts available under the Charter Operating credit facilities

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will be adequate to fund the Company's and its subsidiary companies' projected cash needs, including scheduled maturities, through 2009. The Company believes that cash flows from operating activities, and the amounts available under the Charter Operating credit facilities will not be sufficient to fund projected cash needs in 2010 (primarily as a result of the \$2.2 billion of senior notes maturing in September 2010 of one of the Company's indirect subsidiary companies, CCH II, LLC ("CCH II")) and thereafter. Although the Company and its subsidiary companies have been able to refinance or otherwise fund the repayment of debt in the past, the Company and its subsidiary companies may not be able to access additional sources of refinancing on similar terms or pricing as those that are currently in place, or at all, or otherwise obtain other sources of funding. An inability to access additional sources of liquidity to fund our cash needs in 2010 or thereafter or to refinance or otherwise fund the repayment of the CCH II senior notes could adversely affect growth, financial condition, results of operations, and the Company's and its subsidiary companies' ability to make payments on the Company's and their debt, and could force the Company to seek the protection of the bankruptcy laws, which could materially adversely impact its ability to operate its business and to make payments under its and its subsidiary companies' debt instruments, including the Notes and the borrowing of the Incremental Term Loans described in Item 8.01 below.

**Item 8.01 Other Events**

The Company announced today that its subsidiary Charter Operating intends to offer for sale an aggregate of \$500 million principal amount of 2<sup>nd</sup> lien notes due 2014 ("the Notes"). The net proceeds of this proposed issuance will be used to repay, but not permanently reduce, the outstanding debt balances under the existing revolving credit facility of Charter Operating. The Notes will be sold to qualified institutional buyers in reliance on Rule 144A and outside the United States to non-U.S. persons in reliance on Regulation S.

The Company also announced today that Charter Operating plans to borrow up to \$275 million principal amount of incremental term loans under the Charter Operating credit facilities ("Incremental Term Loans"). The net proceeds of the proposed Incremental Term Loan will be to reduce borrowings, but not commitments under the revolving portion of the Charter Operating

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credit facilities and for general corporate purposes. The Incremental Term Loans are expected to close shortly after the completion of the proposed sale of the Notes.  
The press releases announcing the sale of the Notes and borrowing of the Incremental Term Loans are attached hereto as Exhibits 99.1 and 99.2, respectively.

**Item 9.01 Financial Statements and Exhibits**

Exhibit 99.1	Press Release dated March 11, 2008.*
Exhibit 99.2	Press Release dated March 11, 2008.*

\*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 11, 2008

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



FOR RELEASE: Tuesday March 11, 2008

### Charter Plans to Issue \$500 Million of 2<sup>nd</sup> Lien Notes

**St. Louis, Missouri** – Charter Communications, Inc. (NASDAQ:CHTR) (the “Company”) announced today that its subsidiary, Charter Communications Operating, LLC (“Charter Operating”), intends to offer for sale an aggregate of \$500 million principal amount of 2<sup>nd</sup> lien notes due 2014 (“the Notes”), which are to be guaranteed by CCO Holdings, LLC and certain subsidiaries of Charter Operating.

The net proceeds of this proposed issuance will be used to repay, but not permanently reduce, the outstanding debt balances under the existing revolving credit facility of Charter Operating.

The Notes will be sold to qualified institutional buyers in reliance on Rule 144A and outside the United States to non-U.S. persons in reliance on Regulation S. 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. The Company expects, subject to market conditions, that the sale would be completed in approximately one week. 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.

#### 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® video entertainment programming, Charter High-Speed™ Internet access service, and Charter Telephone™ services. 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

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**Contact:**

Mary Jo Moehle  
314/543-2397

**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, and Section 21E of the Securities Exchange Act of 1934, as amended, 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 including, without limitation, the factors described under "Risk Factors" from time to time in our filings with the Securities and Exchange Commission ("SEC"). 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," "aim," "on track," "target," "opportunity" 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 other reports or documents that we file from time to time with the SEC, and include, but are not limited to:*

- *the availability, in general, of funds to meet interest payment obligations under our debt and to fund our operations and necessary capital expenditures, either through cash flows from operating activities, further borrowings or other sources and, in particular, our ability to fund debt obligations (by dividend, investment or otherwise) to the applicable obligor of such debt;*
- *our ability to comply with all covenants in our indentures and credit facilities, any violation of which, if not cured in a timely manner, could trigger a default of our other obligations under cross-default provisions;*
- *our ability to pay or refinance debt prior to or when it becomes due and/or refinance that debt through new issuances, exchange offers or otherwise, including restructuring our balance sheet and leverage position;*
- *the impact of competition from other distributors, including incumbent telephone companies, direct broadcast satellite operators, wireless broadband providers, and digital subscriber line ("DSL") providers;*
- *difficulties in growing, further introducing, and operating our telephone services, while adequately meeting customer expectations for the reliability of voice services;*
- *our ability to adequately meet demand for installations and customer service;*
- *our ability to sustain and grow revenues and cash flows from operating activities by offering video, high-speed Internet, telephone and other services, and to maintain and grow our customer base, particularly in the face of increasingly aggressive competition;*
- *our ability to obtain programming at reasonable prices or to adequately raise prices to offset the effects of higher programming costs;*
- *general business conditions, economic uncertainty or slowdown, including the recent significant slowdown in the new housing sector and overall economy; and*
- *the effects of governmental regulation on our business.*

*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.*

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# 1 6 0 ; Exhibit 99.2

# NEWS

FOR RELEASE: Tuesday March 11, 2008

## Charter Plans to Borrow \$275 Million in Incremental Term Loans

**St. Louis, Missouri** – Charter Communications, Inc. (NASDAQ:CHTR) (the “Company”) announced today that its subsidiary, Charter Communications Operating, LLC (“Charter Operating”), plans to borrow up to \$275 million principal amount of incremental term loans (the “Incremental Term Loans”) under the Charter Operating credit facilities.

The net proceeds of the proposed Incremental Term Loans will be used to reduce borrowings, but not commitments, under the revolving portion of the Charter Operating credit facilities and for general corporate purposes.

As proposed, the Incremental Term Loans will have a final maturity of March 6, 2014 and prior to this date will amortize in quarterly principal installments totaling 1% annually beginning on June 30, 2008. The Incremental Term Loans will bear interest at rates to be agreed with the lenders of the Incremental Term Loans and will otherwise be governed by and subject to the existing terms of the Charter Operating credit facilities. The closing of the Incremental Term Loans is expected shortly after the completion of the proposed \$500 million principal amount of 2<sup>nd</sup> lien notes (the “Notes”) offering by Charter Operating, announced separately this morning. The Company expects, subject to market conditions, that the sale of the Incremental Term Loans would be completed in approximately one to two weeks. The closing of the offering of the Notes is not conditioned upon the closing of the Incremental Term Loans.

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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](http://www.charter.com).

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Mary Jo Moehle  
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