

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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): November 2, 2000  
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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  
-----

(FEDERAL EMPLOYER  
IDENTIFICATION NUMBER)

12444 Powerscourt Drive - Suite 100  
St. Louis, Missouri  
-----

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

63131  
-----

(ZIP CODE)

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

(314) 965-0555  
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## ITEM 5. OTHER EVENTS.

On November 2, 2000, Charter Communications, Inc. announced third quarter 2000 financial results. A copy of the press release is being filed as Exhibit 99.1 with this report.

ITEM 7. EXHIBITS.

99.1 Press release dated November 2, 2000.\*

- -----  
\*filed herewith

## SIGNATURES

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

CHARTER COMMUNICATIONS, INC.,  
registrant

Dated November 2, 2000

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)

EXHIBIT INDEX

99.1 Press release dated November 2, 2000.

[CHARTER COMMUNICATIONS LOGO]

FOR RELEASE: 7:00 AM CENTRAL TIME, THURSDAY, NOVEMBER 2, 2000

CHARTER COMMUNICATIONS REPORTS CONTINUED REVENUE, OCF, AND  
CUSTOMER GROWTH IN THIRD QUARTER 2000 FINANCIAL RESULTS

AGGRESSIVE DIGITAL VIDEO DEPLOYMENT CONTRIBUTES TO 20% OCF GROWTH

ST. LOUIS -- Charter Communications, Inc. (Nasdaq: CHTR) today reported continued growth in revenues, operating cash flow (OCF), and basic, digital and data customers for the three months ended September 30, 2000, compared to pro forma year-ago results.

THIRD QUARTER HIGHLIGHTS

Pro forma revenues increased 13.9% to \$842.9 million and pro forma operating cash flow increased 20.2% to \$400.6 million for the third quarter of 2000 compared to the pro forma results for the third quarter of 1999. Charter added over 55,000 basic cable customers during the third quarter, contributing to a year-to-year increase of approximately 2.3% compared to the pro forma customer level of 6,178,800 at September 30, 1999. Year-to-date, the company has added 124,600 new basic customers, an annualized organic growth rate of 2.7%. At September 30, 2000, Charter served 6,318,300 basic cable customers.

For "same-store" cable systems owned by Charter during the third quarter of both 2000 and 1999, revenues and system operating cash flow grew 12.8% and 19.5%, respectively. These systems represented 2,671,000 customers at September 30, 2000, reflecting a 2.3% growth rate in basic customers compared to a year ago.

"I'm very proud to report these outstanding operating results which clearly show that the Charter management team has seamlessly integrated all of our acquisitions. We're in an excellent position to achieve all of our stated goals for the year, enabling us to be an industry leader in overall financial performance," said Jerry Kent, President and CEO. "I'm especially pleased with our basic customer growth, and consumer acceptance of our advanced video and

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## CHARTER, FIRST ADD

data services, including Charter Digital Cable(TM) and CharterPipeline(TM)."

## REBUILD AND UPGRADE OF INFRASTRUCTURE ALREADY PAYING DIVIDENDS

Mr. Kent said Charter remains on schedule in its \$3.5 billion project to build what is recognized as one of the most robust broadband infrastructures in the industry. "By the end of this year, about 70% of our customers will be served by upgraded plant. And by the end of the year 2002, nearly 93% of our customers will be served by 750 megahertz plant or greater, providing full, two-way interactive capability," Mr. Kent added.

The acceleration of Charter's infrastructure rebuild has allowed it to be more aggressive in the rollout of advanced services. "We began the year 2000 with about 155,000 digital customers. Original projections were to average 10,000 digital installations per week throughout the year," Mr. Kent said. "We revised that goal during the second quarter to 12,000 digital installations per week because our accelerated upgrade allowed us to be even more aggressive in our sales and marketing of digital cable."

Mr. Kent said consumer response during the third quarter to Charter's innovative Digital Summer Sizzle promotion prompted still further upward revision to year-end digital projections. "In the third quarter alone, we added some 279,000 Charter Digital Cable customers, averaging 21,500 installations per week, bringing our total at September 30, 2000 to 653,800 customers. As a result, revised digital sales projections indicate we could end the year with more than 900,000 digital customers."

Charter ended the quarter with 184,600 data customers, a 24% increase over the prior quarter. "Charter Pipeline installations averaged over 2,700 customers per week throughout the third quarter, about 200 more installations per week than we projected at the beginning of the year," Mr. Kent said.

## RECENT DEVELOPMENTS

Charter launched video-on-demand (VOD) technology to about 167,000 homes in the Pasadena area of its Los Angeles Region in October, with planned rollout to 275,000 homes by year-end. "VOD accommodates the busy lifestyles of our customers by providing immediate/real-time selection of hundreds of Hollywood movies with full VCR functionality," Mr. Kent said. "With the ease of a remote control, they can stop, start, pause and replay their

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## CHARTER, SECOND ADD

selections over a 24 hour period from the comfort of their home, without a round trip to the video rental store." Charter already provides VOD technology to some 7,000 customers in the Greater Atlanta Area and plans additional launches throughout the year 2001.

A joint venture with Motorola, Inc.'s Broadband Communications Sector, ReplayTV, Inc. and Vulcan Ventures Inc. to develop and integrate digital video recording (DVR) capabilities in advanced digital set-top terminals was also announced in October. Mr. Kent said the venture, code named Project DISCO, will initially focus on creating a set-top based DVR platform designed to store video, audio and Internet content, creating a more robust platform for future services and allowing new applications to reside on the advanced digital set-top terminal. "It's our goal for Project DISCO to be to the digital platform what the VCR is to analog television," Mr. Kent said.

Charter recently issued \$650 million of Convertible Senior Notes due 2005. The company also plans to sell an additional \$100 million of Notes on November 3, 2000, pursuant to an option granted to the initial purchasers of the Notes. Mr. Kent said, "I sincerely appreciate all the support and enthusiastic response from the investors in allowing us to upsize a \$450 million offering to \$750 million. This is further validation that the market recognizes we are executing across all aspects of our business." Mr. Kent said the net proceeds of the Notes were and will be used to repay a portion of amounts outstanding under a \$1 billion bridge loan.

## LOOKING AHEAD

Mr. Kent said operating cash flow growth for the fourth quarter of 2000 is expected to exceed the third quarter growth rate. He said the company expects to end the year with over 900,000 digital cable customers and approximately 225,000 data customers.

With 6.3 million customers, Charter Communications, a Wired World company(TM), is among the nation's largest broadband communications companies. Charter offers an array of advanced broadband services including 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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## CHARTER, THIRD ADD

Detailed financial information is included in the attached addendum.

Charter will conduct a conference call to discuss their operating results on Thursday, November 2, 2000, at 11:00 AM Eastern Time. The call will be available live via webcast {[www.chartercom.com](http://www.chartercom.com)}. The call will be available on the "Investor" portion of the website, via "About Charter." Participants should go to the call link at least 10 minutes prior to the start time to register. The call will be archived on the website.

Statements in this press release regarding Charter Communications' business that are not historical facts may be "forward-looking statements." These forward-looking statements include specific projections regarding Charter's operating cash flow in the fourth quarter of 2000 as well as projections regarding growth in digital cable and high-speed Internet subscribers and expected launches of VOD service. 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.

## CONTACTS:

MEDIA	ANALYST
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CHARTER COMMUNICATIONS, INC.  
CONSOLIDATED OPERATING RESULTS

(DOLLARS IN THOUSANDS)

	THREE MONTHS ENDED SEPTEMBER 30		% CHANGE
	PRO FORMA(a) 2000	PRO FORMA(b) 1999	
	(UNAUDITED)		
REVENUES:			
Basic	\$ 577,235	\$ 537,341	
Premium	58,108	59,957	
Pay-per-view	5,896	11,116	
Digital	25,581	1,372	
Data services	15,455	4,564	
Advertising sales	53,235	40,053	
Other	107,371	85,687	
Total revenues	842,881	740,090	13.9%
OPERATING EXPENSES:			
Programming	182,005	165,782	
General and administrative	145,208	128,104	
Service	50,654	46,808	
Marketing	16,356	17,949	
Other	33,877	17,175	
Corporate expense charge - related party	14,151	31,040	
Total operating expenses	442,251	406,858	8.7%
Operating cash flow	\$ 400,630	\$ 333,232	20.2%

(a) The pro forma results for the three months ended September 30, 2000 reflect the acquisition of Cablevision of Michigan, Inc. (Kalamazoo) in September 2000.

(b) The pro forma results for the three months ended September 30, 1999 reflect: the eleven acquisitions of cable systems completed during 1999, and all acquisitions closed through September 30, 2000, including the Bresnan and Kalamazoo acquisitions.

CHARTER COMMUNICATIONS, INC.  
SUMMARY OF OPERATING STATISTICS

CABLE TELEVISION

	ACTUAL		PRO FORMA(a)	ACTUAL	
	SEPTEMBER 30, 2000	SEPTEMBER 30, 2000	DECEMBER 31, 1999	SEPTEMBER 30, 1999	SEPTEMBER 30, 1999
Homes Passed	10,160,200		9,970,000		5,540,700
Basic Customers	6,318,300		6,193,700		3,425,700
Basic Penetration	62.2%		62.1%		61.8%
Premium Subscriptions	4,426,200		3,144,500		2,039,000
Premium Penetration	70.1%		50.8%		59.5%
Average Monthly Revenue per Basic Customer (quarter)	\$ 44.26		\$ 41.13		\$ 36.60

DIGITAL VIDEO

	ACTUAL		PRO FORMA(a)	ACTUAL	
	SEPTEMBER 30, 2000	SEPTEMBER 30, 2000	DECEMBER 31, 1999	SEPTEMBER 30, 1999	SEPTEMBER 30, 1999
Digital Homes Passed	7,568,000		4,675,000		897,600
Customers	653,800		155,400		28,600
Penetration	8.6%		3.3%		3.2%
Digital Converters Deployed	807,900		176,600		35,300

DATA SERVICES

	ACTUAL		PRO FORMA(a)	ACTUAL	
	SEPTEMBER 30, 2000	SEPTEMBER 30, 2000	DECEMBER 31, 1999	SEPTEMBER 30, 1999	SEPTEMBER 30, 1999
Data Homes Passed	4,580,400		4,422,000		2,589,000
Customers	184,600		84,400		21,900
Penetration	4.0%		1.9%		0.8%

TELEVISION-BASED INTERNET ACCESS

	ACTUAL		PRO FORMA(a)	ACTUAL	
	SEPTEMBER 30, 2000	SEPTEMBER 30, 2000	DECEMBER 31, 1999	SEPTEMBER 30, 1999	SEPTEMBER 30, 1999
Television-Based Internet Homes Passed	463,700		429,000		429,000
Customers	10,100		7,100		6,200
Penetration	2.2%		1.7%		1.4%

OTHER STATISTICS

	ACTUAL		PRO FORMA(a)	ACTUAL	
	SEPTEMBER 30, 2000	SEPTEMBER 30, 2000	DECEMBER 31, 1999	SEPTEMBER 30, 1999	SEPTEMBER 30, 1999
For the quarter ended					
Capital Expenditures (in 000's)	\$ 790,899		\$ 429,474		\$ 179,851
As of					
Book Value per Share	\$ 11.42		\$ 13.90		N/A

- (a) The pro forma statistics as of and for the quarter ended December 31, 1999 reflect all acquisitions closed since this date, including Bresnan Communications and Kalamazoo.

CHARTER COMMUNICATIONS, INC.  
CONSOLIDATED STATEMENT OF OPERATIONS  
(IN THOUSANDS, EXCEPT PER SHARE DATA)

	PERIODS ENDED SEPTEMBER 30, 2000	
	THREE MONTHS	NINE MONTHS
	(UNAUDITED)	
<b>REVENUES:</b>		
Basic	\$ 574,348	\$ 1,668,092
Premium	57,465	171,432
Pay-per-view	5,848	21,875
Digital	25,581	49,843
Data services	15,455	42,676
Advertising sales	53,060	128,132
Other	107,204	273,295
	-----	-----
Total revenues	838,961	2,355,345
	-----	-----
<b>OPERATING EXPENSES:</b>		
Programming	180,919	527,379
General and administrative	144,969	404,478
Service	49,900	143,585
Marketing	16,356	45,693
Other	33,877	83,199
Corporate expense charge - related party	14,055	41,570
	-----	-----
Total operating expenses	440,076	1,245,904
	-----	-----
Operating cash flow	398,885	1,109,441
Depreciation	312,884	862,672
Amortization	315,222	915,221
Option compensation expense	8,116	34,205
Interest, net	282,676	758,608
Other, net	3,451	5,955
	-----	-----
	(523,464)	(1,467,220)
Minority Interest in Loss of Subsidiary	313,446	879,667
	-----	-----
Net Loss	\$ (210,018)	\$ (587,553)
	=====	=====
Basic and Diluted Loss per Share	\$ (0.93)	\$ (2.63)
	=====	=====
Weighted Average Common Shares Outstanding	224,965	222,998
	=====	=====

CHARTER COMMUNICATIONS, INC.  
CONSOLIDATED BALANCE SHEETS

(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)

ACTUAL  
SEPTEMBER 30, 2000  
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(UNAUDITED)

ASSETS	
Current Assets:	
Cash and cash equivalents	\$ 44,467
Accounts receivable, less allowance for doubtful accounts	162,346
Receivable from related party	4,599
Prepaid expenses and other	43,755
	-----
Total current assets	255,167
	-----
Investment in Cable Properties:	
Property, plant and equipment, net of accumulated depreciation of \$909,147	4,681,483
Franchises, net of accumulated amortization of \$1,560,235	17,273,858
	-----
Total investment in cable properties	21,955,341
	-----
Other Assets	229,935
	-----
	\$ 22,440,443
	=====
LIABILITIES AND SHAREHOLDERS' EQUITY	
Current Liabilities:	
Accounts payable and accrued expenses	\$ 1,184,476
	-----
Total current liabilities	1,184,476
	-----
Long-Term Debt	12,167,729
	-----
Deferred Management Fees - Related Party	13,751
	-----
Other Long-Term Liabilities	173,232
	-----
Minority Interest	4,385,448
	-----
Redeemable Securities	1,846,176
	-----
Shareholders' Equity:	
Class A common stock; \$.001 par value; 1.75 billion shares authorized; 233,685,768 shares issued and outstanding	207
Class B common stock; \$.001 par value; 750 million shares authorized; 50,000 shares issued and outstanding	-
Preferred stock; \$.001 par value; 250 million shares authorized; no shares issued and outstanding	-
Additional paid-in capital	3,322,261
Accumulated deficit	(653,784)
Accumulated other comprehensive income	947
	-----
Total shareholders' equity	2,669,631
	-----
	\$ 22,440,443
	=====

CHARTER COMMUNICATIONS, INC.  
"SAME STORE" RESULTS

(DOLLARS IN THOUSANDS, EXCEPT PER BASIC CUSTOMER DATA)

OPERATING RESULTS	THREE MONTHS ENDED SEPTEMBER 30		% CHANGE
	2000	1999	
	(UNAUDITED)		
REVENUES:			
Basic	\$ 248,690	\$ 231,135	
Premium	28,162	29,765	
Pay-per-view	3,356	7,697	
Digital	14,018	1,134	
Data services	7,215	1,814	
Other	71,111	58,618	
Total revenues	372,552	330,163	12.8%
Operating Expenses:			
Programming	78,284	75,855	
General and administrative	64,378	56,687	
Service	20,216	22,076	
Marketing	5,338	8,623	
Other	14,092	7,728	
Total operating expenses	182,308	170,969	6.6%
System operating cash flow	\$ 190,244	\$ 159,194	19.5%

OPERATING DATA	SEPTEMBER 30, 2000	SEPTEMBER 30, 1999	% CHANGE
	(UNAUDITED)		
Homes Passed	4,538,500	4,514,400	
Basic Customers	2,671,000	2,611,400	2.3%
Basic Penetration	58.9%	57.8%	
Premium Subscriptions	2,125,100	1,653,100	
Digital Video Customers	332,600	28,600	
Data Customers	54,100	21,400	
Average Monthly Revenue per Basic Customer	\$ 46.49	\$ 42.14	10.3%

Note: The above "same store" information presents operating results and data for the third quarter of 2000 as compared to the third quarter of 1999 for the cable systems owned by Charter Communications as of July 1, 1999.