

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Apollo Management Holdings GP, LLC</u>  (Last) (First) (Middle) <u>9 W. 57TH STREET</u> <u>43RD FLOOR</u>  (Street) <u>NEW YORK NY 10019</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS, INC.</u> <u>/MO/ [ CHTR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock	05/15/2012		S		33,265	D	\$65.978	32,277,235	I	See footnote <sup>(1)</sup>
Class A common stock	05/16/2012		S		124,510	D	\$65.8664	32,152,725	I	See footnote <sup>(1)</sup>
Class A common stock	05/17/2012		S		33,548	D	\$63.9942	32,119,177	I	See footnote <sup>(1)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
Apollo Management Holdings GP, LLC  
  
 (Last) (First) (Middle)  
9 W. 57TH STREET  
43RD FLOOR  
  
 (Street)  
NEW YORK NY 10019  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Apollo Value Management, L.P.  
  
 (Last) (First) (Middle)  
TWO MANHATTANVILLE ROAD  
  
 (Street)  
PURCHASE NY 10577  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Apollo Management Holdings, L.P.](#)

(Last) (First) (Middle)

9 W. 57TH STREET

-

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Apollo Principal Holdings I, L.P.](#)

(Last) (First) (Middle)

TWO MANHATTANVILLE ROAD  
SUITE 203

(Street)

PURCHASE NY 10577

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Apollo Principal Holdings I GP, LLC](#)

(Last) (First) (Middle)

TWO MANHATTANVILLE ROAD  
SUITE 203

(Street)

PURCHASE NY 10577

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Apollo Capital Management, L.P.](#)

(Last) (First) (Middle)

9 WEST 57TH STREET

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Apollo Capital Management GP, LLC](#)

(Last) (First) (Middle)

9 WEST 57TH STREET

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Apollo Principal Holdings II, L.P.](#)

(Last) (First) (Middle)

9 W. 57TH STREET  
43RD FLOOR

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

Apollo Principal Holdings II GP, LLC

(Last) (First) (Middle)

9 W. 57TH ST.  
43RD FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Apollo Alternative Assets, L.P.

(Last) (First) (Middle)

87 MARY STREET, GEORGE TOWN

(Street)

GRAND CAYMAN E9 KY1-9005

(City) (State) (Zip)

**Explanation of Responses:**

1. See Exhibit 99.1.

[see signatures attached as Exhibit 99.2]

05/17/2012

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

- (1) The number of shares of the Class A common stock, par value \$0.001 (the “Common Stock”) of Charter Communications, Inc. (the “Issuer”) reported as beneficially owned following the reported transactions includes: (i) 30,621,376 shares of Common Stock held of record by AP Charter Holdings (Sub), LLC (“AP Charter Sub”); (ii) 1,264,996 shares of Common Stock held of record by Red Bird, L.P. (“Red Bird”); (iii) 58,229 shares of Common Stock held of record by Blue Bird, L.P. (“Blue Bird”); (iv) 39,335 shares of Common Stock held of record by Green Bird, L.P. (“Green Bird”); (v) 74,635 shares of Common Stock held of record by AAA Co-Invest VI BC, Ltd. (“AAA VI”); and (vi) 50,693 shares of Common Stock held of record by AAA Co-Invest VII BC, Ltd. (“AAA VII”). The amount reported as beneficially owned following the reported transactions also includes 9,913 shares of Common Stock that are held of record by Permal Apollo Value Investment Fund Ltd. (“Permal Fund”).

AP Charter Holdings, L.P. (“AP Charter”) is the sole member and manager of AP Charter Sub. Advisors VI and Advisors VII serve as the general partners of AP Charter. Apollo Capital Management VI, LLC (“ACM VI”) serves as the general partner of Advisors VI, and Apollo Capital Management VII, LLC (“ACM VII”) serves as the general partner of Advisors VII. Apollo Principal Holdings I, L.P. (“Principal I”) is the sole member and manager of each of ACM VI and ACM VII. Apollo Principal Holdings I GP, LLC (“Principal I GP”) serves as the general partner of Principal I.

Red Bird GP, Ltd. (“Red Bird GP”) is the general partner of Red Bird, Blue Bird GP, Ltd. (“Blue Bird GP”) is the general partner of Blue Bird, and Green Bird GP, Ltd. (“Green Bird GP”) is the general partner of Green Bird. AAA Guarantor — Co-Invest VI, L.P. (“AAA Guarantor VI”) is the sole shareholder of AAA VI, and AAA Guarantor — Co-Invest VII, L.P. (“AAA Guarantor VII”) is the sole shareholder of AAA VII.

Apollo SVF Management, L.P. (“SVF Management”) is the director of each of Red Bird GP and Blue Bird GP. SVF Management also serves as the investment manager for the Permal Fund, and as such has the authority to make investment decisions on behalf of, and vote securities held by, Permal Fund. Apollo Value Management, L.P. (“Value Management”) is the director of Green Bird GP. The general partner of SVF Management is Apollo SVF Management GP, LLC (“SVF Management GP”), and the general partner of Value Management is Apollo Value Management GP, LLC (“Value Management GP”). Apollo Capital Management, L.P. (“Capital Management”) is the sole member and manager of each of SVF Management GP and Value Management GP. The general partner of Capital Management is Apollo Capital Management GP, LLC (“Capital Management GP”).

The sole shareholder of Red Bird GP is Apollo SOMA Advisors, L.P. (“SOMA Advisors”), the sole shareholder of Blue Bird GP is Apollo SVF Advisors, L.P. (“SVF Advisors”), and the sole shareholder of Green Bird GP is Apollo Value Advisors, L.P. (“Value Advisors”). The general partner of SOMA Advisors is Apollo SOMA Capital Management, LLC (“SOMA Capital Management”), the general partner of SVF Advisors is Apollo SVF Capital Management, LLC (“SVF Capital Management”), and the general partner of Value Advisors is Apollo Value Capital Management, LLC (“Value Capital Management”). Apollo Principal Holdings II, L.P. (“Principal II”) is the sole member and manager of each of SOMA Capital Management, SVF Capital Management and Value Capital Management. Apollo Principal Holdings II GP, LLC (“Principal Holdings GP”) is the general partner of Principal II.

AAA MIP Limited (“AAA MIP”) is the general partner of each of AAA Guarantor VI and AAA Guarantor VII. Apollo Alternative Assets, L.P. (“Alternative Assets”) provides management

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services to AAA MIP. Apollo International Management, L.P. (“Intl Management”) is the managing general partner of Alternative Assets, and Apollo International Management GP, LLC (“International GP”) is the general partner of Intl Management.

Apollo Management Holdings, L.P. (“Management Holdings”) is the sole member and manager of each of Capital Management GP and International GP, and Apollo Management Holdings GP, LLC (“Management Holdings GP”) is the general partner of Management Holdings. Leon Black, Joshua Harris and Marc Rowan are the managers of Principal I GP and Principal II GP, and the managers as well as principal executive officers of Management Holdings GP.

Neither AP Charter Sub or AP Charter has any voting or dispositive power over the shares of Common Stock held of record by any of Red Bird, Blue Bird, Green Bird, AAA VI, AAA VII or Permal Fund, respectively, and none of Red Bird, Blue Bird, Green Bird, AAA VI, AAA VII or Permal Fund have any voting or dispositive power over the shares of Common Stock held of record or beneficially owned by AP Charter Sub or AP Charter. AP Charter Sub, Red Bird, Blue Bird, Green Bird, AAA VI and AAA VII each disclaim beneficial ownership of any shares of the Common Stock held of record by one another or by Permal Fund, except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such entity is the beneficial owner of or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. AP Charter, Advisors VI, ACM VI, Advisors VII, ACM VII, Principal I, Principal I GP, Red Bird GP, Blue Bird GP, Green Bird GP, AAA Guarantor VI, AAA Guarantor VII, SVF Management, SVF Management GP, Value Management, Value Management GP, Capital Management, Capital Management GP, SOMA Advisors, SOMA Capital Management, SVF Advisors, SVF Capital Management, Value Advisors, Value Capital Management, Principal II, Principal II GP, AAA MIP, Alternative Assets, Intl Management, International GP, Management Holdings, Management Holdings GP, and Messrs. Leon Black, Joshua Harris and Marc Rowan, each disclaim beneficial ownership of all shares of the Common Stock held of record by AP Charter Sub, Red Bird, Blue Bird, Green Bird, AAA VI, AAA VII or Permal Fund, in excess of their pecuniary interests, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

The principal address for AP Charter Sub, AP Charter, Advisors VI, ACM VI, Advisors VII, ACM VII, Principal I, Principal I GP, SOMA Advisors, SOMA Capital Management, SVF Advisors, SVF Capital Management, Value Advisors, Value Capital Management, Principal II, Principal II GP and Alternative Assets is One Manhattanville Road, Suite 201, Purchase, New York 10577. The principal address for Red Bird, Red Bird GP, Blue Bird, Blue Bird GP, Green Bird, Green Bird GP, AAA VI and AAA VII is c/o Walkers Corporate Services Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9005, Cayman Islands. The principal address for AAA Guarantor VI, AAA Guarantor VII and AAA MIP is Trafalgar Court, Les Banques, GY1 3QL, St. Peter Port, Guernsey, Channel Islands. The principal address for SVF Management, SVF Management GP, Value Management, Value Management GP, Capital Management, Capital Management GP, Intl Management, International GP, Management Holdings, Management Holdings GP, and Messrs. Black, Harris and Rowan, is 9 W. 57<sup>th</sup> Street, 43<sup>rd</sup> Floor, New York, New York 10019.

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**This Statement on Form 4 is filed by:** (i) AP Charter Holdings (Sub), LLC, (ii) Red Bird, L.P., (iii) Blue Bird, L.P., (iv) Green Bird, L.P., (v) AAA Co-Invest VI BC, Ltd., (vi) AAA Co-Invest VII BC, Ltd., (vii) AP Charter Holdings, L.P., (viii) Apollo Advisors VI, L.P., (ix) Apollo Capital Management VI, LLC, (x) Apollo Advisors VII, L.P., (xi) Apollo Capital Management VII, LLC, (xii) Apollo Principal Holdings I, L.P., (xiii) Apollo Principal Holdings I GP, LLC, (xiv) Red Bird GP, Ltd., (xv) Blue Bird GP, Ltd., (xvi) Green Bird GP, Ltd., (xvii) AAA Guarantor — Co-Invest VI, L.P., (xviii) AAA Guarantor — Co-Invest VII, L.P., (xix) Apollo SVF Management, L.P., (xx) Apollo SVF Management GP, LLC, (xxi) Apollo Value Management, L.P., (xxii) Apollo Value Management GP, LLC, (xxiii) Apollo Capital Management, L.P., (xxiv) Apollo Capital Management GP, LLC, (xxv) Apollo SOMA Advisors, L.P., (xxvi) Apollo SOMA Capital Management, LLC, (xxvii) Apollo SVF Advisors, L.P., (xxviii) Apollo SVF Capital Management, LLC, (xxix) Apollo Value Advisors, L.P., (xxx) Apollo Value Capital Management, LLC, (xxxi) Apollo Principal Holdings II, L.P., (xxxii) Apollo Principal Holdings II GP, LLC, (xxxiii) AAA MIP Limited, (xxxiv) Apollo Alternative Assets, L.P., (xxxv) Apollo International Management, L.P., (xxxvi) Apollo International Management GP, LLC, (xxxvii) Apollo Management Holdings, L.P., and (xxxviii) Apollo Management Holdings GP, LLC

**Name of Designated Filer:** Apollo Management Holdings GP, LLC

**Date of Event Requiring Statement:** May 15, 2012

**Issuer Name and Ticker or Trading Symbol:** Charter Communications, Inc. [CHTR]

AP CHARTER HOLDINGS (SUB), LLC

By: AP Charter Holdings, L.P.  
its sole member and manager

By: Apollo Advisors VI, L.P.  
its general partner

By: Apollo Capital Management VI, LLC,  
its general partner

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

RED BIRD, L.P.

By: Red Bird GP, Ltd.  
its general partner

By: Apollo SVF Management, L.P.  
its director

By: Apollo SVF Management GP, LLC  
its general partner

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

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BLUE BIRD, L.P.

By: Blue Bird GP, Ltd.  
its general partner

By: Apollo SVF Management, L.P.  
its director

By: Apollo SVF Management GP, LLC  
its general partner

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

GREEN BIRD, L.P.

By: Green Bird GP, Ltd.  
its general partner

By: Apollo Value Management, LP.  
its director

By: Apollo Value Management GP, LLC  
its general partner

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

AAA CO-INVEST VI BC, LTD.

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Director

AAA CO-INVEST VII BC, LTD.

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Director

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AP CHARTER HOLDINGS, L.P.

By: Apollo Advisors VI, L.P.  
its general partner

By: Apollo Capital Management VI, LLC,  
its general partner

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

APOLLO ADVISORS VI, L.P.

By: Apollo Capital Management VI, LLC,  
its general partner

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

APOLLO CAPITAL MANAGEMENT VI, LLC

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

APOLLO ADVISORS VII, L.P.

By: Apollo Capital Management VII, LLC,  
its general partner

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

APOLLO CAPITAL MANAGEMENT VII, LLC

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

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APOLLO PRINCIPAL HOLDINGS I, L.P.

By: Apollo Principal Holdings I GP, LLC,  
its general partner

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

APOLLO PRINCIPAL HOLDINGS I GP, LLC

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

RED BIRD GP, LTD.

By: Apollo SVF Management, L.P.  
its director

By: Apollo SVF Management GP, LLC  
its general partner

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

BLUE BIRD GP, LTD.

By: Apollo SVF Management, L.P.  
its director

By: Apollo SVF Management GP, LLC  
its general partner

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

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GREEN BIRD GP, LTD.

By: Apollo Value Management, L.P.  
its director

By: Apollo Value Management GP, LLC  
its general partner

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

AAA GUARANTOR — CO-INVEST VI, L.P.

By: AAA MIP Limited  
its general partner

By: Apollo Alternative Assets, L.P.  
its investment manager

By: Apollo International Management, L.P.  
its managing general partner

By: Apollo International Management GP, LLC  
its general partner

By: /s/ Jessica L. Lomm  
Jessica L. Lomm  
Vice President

By: AAA MIP Limited  
its general partner

By: Apollo Alternative Assets, L.P.  
its investment manager

By: Apollo International Management, L.P.  
its managing general partner

By: Apollo International Management GP, LLC  
its general partner

By: /s/ Jessica L. Lomm  
Jessica L. Lomm  
Vice President

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APOLLO SVF MANAGEMENT, L.P.

By: Apollo SVF Management GP, LLC  
its general partner

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

APOLLO SVF MANAGEMENT GP, LLC

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

APOLLO VALUE MANAGEMENT, L.P.

By: Apollo Value Management GP, LLC  
its general partner

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

APOLLO VALUE MANAGEMENT GP, LLC

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

APOLLO CAPITAL MANAGEMENT, L.P.

By: Apollo Capital Management GP, LLC  
its general partner

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

APOLLO CAPITAL MANAGEMENT GP, LLC

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President



## APOLLO SOMA ADVISORS, L.P.

By: Apollo SOMA Capital Management, LLC  
its general partner

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

## APOLLO SOMA CAPITAL MANAGEMENT, LLC

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

## APOLLO SVF ADVISORS, L.P.

By: Apollo SVF Capital Management, LLC  
its general partner

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

## APOLLO SVF CAPITAL MANAGEMENT, LLC

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

## APOLLO VALUE ADVISORS, L.P.

By: Apollo Value Capital Management, LLC  
its general partner

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

## APOLLO VALUE CAPITAL MANAGEMENT, LLC

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

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## APOLLO PRINCIPAL HOLDINGS II, L.P.

By: Apollo Principal Holdings II GP, LLC  
its general partner

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

## APOLLO PRINCIPAL HOLDINGS II GP, LLC

By: /s/ Jessica L. Lomm  
Name: Jessica L. Lomm  
Title: Vice President

AAA MIP LIMITED

