

FORM 8-K

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): January 8, 2002

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

43-1843179
43-1843177

(Commission File Number)

(Federal Employer Identification Number)

12405 Powerscourt Drive
St. Louis, Missouri

63131

(Address of Principal Executive Offices)

(Zip Code)

(314) 965-0555

(Registrants' telephone number, including area code)

ITEM 5. OTHER EVENTS.

On January 8, 2002, Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation, subsidiaries of Charter Communications, Inc., announced that they had entered into an agreement to sell \$350 million principal amount of 9.625% Senior Notes due 2009, \$300 million principal amount of 10.000% Senior Notes due 2011 and \$250 million of 12.125% Senior Discount Notes due 2012 with a principal at maturity of \$450 million (collectively, the "Notes"). The sale of the Notes will provide gross proceeds of approximately \$900 million.

The net proceeds of this issuance will be used to repay, but not to reduce permanently, indebtedness under the revolving credit facilities of the Company's subsidiaries with the remaining portion for general corporate purposes. The offering is expected to close on January 14, 2002.

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

ITEM 7. EXHIBITS

Press release dated January 8, 2002.*

* filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications Holdings, LLC has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS HOLDINGS, LLC,
a Registrant

By: /s/ KENT D. KALKWARF

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

Dated: January 9, 2002

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications Holdings Capital Corporation has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS HOLDINGS CAPITAL CORPORATION,
a Registrant

By: /s/ KENT D. KALKWARF

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

Dated: January 9, 2002

EXHIBIT INDEX

Exhibit Number -----	Description -----
99.1	Press release dated January 8, 2002.

[CHARTER LOGO]

NEWS

FOR RELEASE: JANUARY 8, 2002

CHARTER COMMUNICATIONS TO ISSUE \$900 MILLION
SENIOR AND SENIOR DISCOUNT NOTES

Proceeds Increased From \$600 Million Originally Sought

ST. LOUIS - Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation, subsidiaries of Charter Communications, Inc. (Nasdaq: CHTR), today announced they entered into an agreement to sell \$350 million principal amount of 9.625% Senior Notes due 2009, \$300 million principal amount of 10% Senior Notes due 2011 and \$250 million of 12.125% Senior Discount Notes due 2012 with a principal at maturity of \$450 million (the "Notes"). The sale of the Notes will provide gross proceeds of approximately \$900 million.

The net proceeds of this issuance will be used to repay, but not to reduce permanently, indebtedness under the revolving credit facilities of the company's subsidiaries with the remaining portion for general corporate purposes. The offering is expected to close on January 14, 2002.

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. 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.

With nearly 7 million customers in 40 states, Charter Communications, a Wired World Company(TM), is among the nation's largest broadband communications companies. Charter provides a full range of advanced broadband services to the home, including cable television on an advanced digital video programming platform, marketed under the Charter Digital Cable(TM) brand; and high-speed Internet access marketed under the Charter Pipeline(TM) brand. Commercial high-speed data, video and Internet solutions are provided under the Charter Business Networks(TM) brand. Advertising sales and production services are sold under the Charter Media(TM) brand.

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Statements in this press release regarding Charter Communications' business that are not historical facts may be "forward-looking statements." 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.

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