

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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): March 11, 2008

Charter Communications Holdings, LLC
Charter Communications Holdings Capital Corporation
CCH II, LLC
CCH II Capital Corp.
CCO Holdings, LLC
CCO Holdings Capital Corp.

(Exact name of registrants as specified in their charters)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

333-77499	43-1843179
333-77499-01	43-1843177
333-111423	03-0511293
333-111423-01	13-4257703
333-112593	86-1067239
333-112593-01	20-0259004

(Commission File Number)

(I.R.S. Employer Identification Number)

12405 Powerscourt Drive
St. Louis, Missouri 63131

(Address of principal executive offices including zip code)

(314) 965-0555

(Registrants' 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 registrants 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 8.01 Other Events

On March 11, 2008, Charter Communications, Inc. ("Charter"), the indirect parent company of Charter Communications Holdings, LLC, Charter Communications Capital Corporation, CCH II, LLC, CCH II Capital Corp., CCO Holdings, LLC and CCO Holdings Capital Corp., announced that its subsidiary, Charter Communications Operating, LLC ("Charter Operating"), agreed to issue approximately \$520 million principal amount of 10.875% senior second lien notes due 2014 ("the Notes"). The purchase price of the Notes will be approximately 96.1% of the principal amount. 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.

Charter also announced that Charter Operating has arranged \$500 million principal amount of incremental term loans (the "Incremental Term Loans") under the Charter Operating credit facilities. The net proceeds of the 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. Charter expects the closing of the Incremental Term Loans to occur in approximately one week.

The press releases announcing the pricing of the Notes and the arranging of the Incremental Term Loans are attached hereto as Exhibits 99.1 and 99.2, respectively.

Item 9.01 Financial Statements and Exhibits.

Exhibit Number	Description
99.1	Press Release dated March 11, 2008 (Incorporated by reference to Exhibit 99.1 to the current report on Form 8-K of Charter Communications, Inc. filed on March 14, 2008 (File No. 000-27927)).
99.2	Press Release dated March 11, 2008 (Incorporated by reference to Exhibit 99.2 to the current report on Form 8-K of Charter Communications, Inc. filed on March 14, 2008 (File No. 000-27927)).

SIGNATURES

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

Charter Communications Holdings, LLC

Registrant

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: March 13, 2008

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: Executive Vice President, General Counsel and Secretary

Charter Communications Holdings Capital Corp.

Registrant

Dated: March 13, 2008

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: Executive Vice President, General Counsel and Secretary

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, CCH II, LLC and CCH II Capital Corp. have duly caused this Current Report to be signed on their behalf by the undersigned hereunto duly authorized.

CCH II, LLC

Registrant

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: March 13, 2008

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: Executive Vice President, General Counsel and Secretary

CCH II Capital Corp.

Registrant

Dated: March 13, 2008

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: Executive Vice President, General Counsel and Secretary

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, CCO Holdings, LLC and CCO Holdings Capital Corp. have duly caused this Current Report to be signed on their behalf by the undersigned hereunto duly authorized.

CCO Holdings, LLC

Registrant

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: March 13, 2008

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: Executive Vice President, General Counsel and Secretary

CCO Holdings Capital Corp.

Registrant

Dated: March 13, 2008

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

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