

FORM 8-K

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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): May 9, 2001  
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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

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Commission File Number

43-1843179  
43-1843177

-----  
(Federal Employer  
Identification Number)

12444 Powerscourt Drive - Suite 400  
St. Louis, Missouri

-----  
(Address of Principal Executive Offices)

(Registrant's telephone number, including area code)

63131

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(Zip Code)

(314) 965-0555

Item 5. Other Items.

On May 8, 2001, Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation announced their intent to offer Senior and Senior Discount Notes (the "Notes") for estimated proceeds of \$1 billion. A copy of the press release is being filed as Exhibit 99.1 with this report.

Item 7. Exhibits

Press release dated May 8, 2001.\*

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\* filed herewith



SIGNATURES

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

CHARTER COMMUNICATIONS  
HOLDINGS, LLC, a registrant

Dated May 9, 2001

By: /s/ KENT D. KALKWARF

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

SIGNATURES

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

CHARTER COMMUNICATIONS HOLDINGS CAPITAL  
CORPORATION,  
a registrant

Dated May 9, 2001

By: /s/ KENT D. KALKWARF

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

Exhibit Index

Exhibit Number -----	Description -----
99.1	Press release dated May 8, 2001.

{LOGO OMITTED}

NEWS

FOR RELEASE: May 8, 2001

Charter Communications Holdings, LLC and  
Charter Communications Holdings Capital Corporation  
to Offer Senior and Senior Discount Notes

ST. LOUIS - Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation, subsidiaries of Charter Communications, Inc. (Nasdaq: CHTR), today announced their intent to offer Senior and Senior Discount Notes (the "Notes") for estimated proceeds of \$1 billion.

The net proceeds of this issuance would be used to pay the majority of the cash portion of the purchase price for the acquisition of certain cable systems from AT&T Broadband announced in February 2001.

The Notes are being offered to qualified institutional buyers in reliance on Rule 144A. 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.

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Charter Communications, a Wired World(TM) company, is among the nation's largest broadband communications companies, currently serving some 6.4 million customers in 40 states. Charter provides a full range of advanced broadband services to the home, including cable television under the Charter Cable TV brand; advanced digital video programming services under the Charter Digital Cable(TM) brand; and high-speed Internet access via Charter Pipeline(TM). 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.

More information about Charter can be found at [www.charter.com](http://www.charter.com).

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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.

CONTACTS:

Media

Andy Morgan, 314.543.2217  
[amorgan@chartercom.com](mailto:amorgan@chartercom.com)

Analyst

Mary Jo Moehle, 314.543.2397  
[mjoehle@chartercom.com](mailto:mjoehle@chartercom.com)