

CHARTER COMMUNICATIONS INC /MO/
Form 8-K
August 16, 2006

**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): August 11, 2006

Charter Communications, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

000-27927	43-1857213
<i>(Commission File Number)</i>	<i>(I.R.S. Employer Identification Number)</i>

**12405 Powerscourt Drive
St. Louis, Missouri 63131**
(Address of principal executive offices including zip code)

(314) 965-0555
(Registrant's 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 registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
(17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
(17 CFR 240.13e-4(c))



ITEM 8.01 OTHER EVENTS.

On August 11, 2006, Charter Communications, Inc.'s ("Charter") indirect subsidiaries, CCH II, LLC ("CCH II"), and CCH I, LLC ("CCH I") commenced private offers (the "private exchange offers") in which certain holders of certain of the outstanding notes of Charter Communications Holdings, LLC ("Charter Holdings"), an indirect subsidiary of Charter, are being offered the right to exchange those notes for up to \$200 million principal amount of CCH II 10.25% Senior Notes due 2013 ("CCH II 2013 notes") and up to \$675 million principal amount of CCH I 11% Senior Secured Notes due 2015 ("CCH I notes"). The CCH I notes to be issued in the private exchange offers, if issued, will be of the same class as the currently outstanding \$3.525 billion principal amount of CCH I notes. Charter Holdings will unconditionally guarantee the CCH II 2013 notes. Charter Holdings guarantees the currently outstanding CCH I notes and will guarantee the CCH I notes to be issued in the private exchange offers. The private exchange offers will expire at 11:59 p.m., ET, on September 8, 2006, unless extended. As noted below, the CC VIII Interest (defined below) to be held by CCH I will be pledged as security for any CCH I notes that may be issued in the private exchange offers and all outstanding CCH I notes. The CCH I notes currently outstanding are, and the CCH I Notes to be issued in the private exchange offers also will be, secured by a pledge of CCH I's equity interests in CCH II.

As part of the private exchange offers, CCHC, LLC will contribute its 70% interest (the "CC VIII Interest") in the Class A preferred equity interests of CC VIII, LLC ("CC VIII"), a majority-owned indirect subsidiary of Charter Communications Operating, LLC, to CCH I. The CC VIII Interest will be pledged as security for all CCH I notes, including those that may be issued in the private exchange offers described above. The CC VIII preferred interests are entitled to a 2% accreting priority return on the priority capital. The CC VIII Interest represents approximately 13% of the total equity interests in CC VIII at June 30, 2006. CC VIII owns systems with approximately 934,000 analog video customers at June 30, 2006.

The press release announcing the private exchange offers is attached as Exhibit 99.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

The following exhibits are filed pursuant to Item 8.01:

Exhibit

Number Description

99.1 Press Release dated as of August 11, 2006. *

* filed herewith

SIGNATURES

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

CHARTER COMMUNICATIONS, INC.

Registrant

Dated: August 16, 2006

By:/s/ Kevin D. Howard

Name: Kevin D. Howard

*Title: Vice President and Chief Accounting
Officer*

EXHIBIT INDEX

**Exhibit
Number Description**

99.1 Press Release dated as of August 11, 2006. *

* filed herewith