CHARTER COMMUNICATIONS, INC. /MO/
Form 8-K
August 21, 2018

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 15, 2018

Charter Communications, Inc.

CCO Holdings, LLC

(Exact name of registrant as specified in its charter)

	001-33664	**84-1496755**
Delaware	**001-37789**	**86-1067239**

(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification Number)

400 Atlantic Street

Stamford, Connecticut 06091

(Address of principal executive offices including zip code)

(203) 905-7801

(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:

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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 2.03. CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT.

On August 15, 2018 (the Closing Date), Charter Communications Operating, LLC (CCO) and Charter Communications Operating Capital Corp. (together with CCO, the Issuers) issued $500,000,000 aggregate principal amount of Senior Secured Floating Rate Notes due 2024 (the Notes). The Notes will form part of the same series as the $400,000,000 aggregate principal amount of the Issuers Senior Secured Floating Rate Notes issued on July 3, 2018 (the Existing 2024 Notes). The Notes will be issued as additional notes pursuant to the Tenth Supplemental Indenture entered into on July 23, 2015 with The Bank of New York Mellon Trust Company, N.A., as trustee (in such capacity, the Trustee) and as collateral agent (in such capacity, the Collateral Agent), in connection with the issuance of the Existing 2024 Notes and the terms thereof (the Tenth Supplemental Indenture). The Tenth Supplemental Indenture supplements a base indenture entered into on July 23, 2015, by and among the Issuers, CCO Safari II, LLC, the Trustee and the Collateral Agent (the Base Indenture and, together with the Tenth Supplemental Indenture, the Indenture).

The Indenture provides, among other things, that interest is payable on the Notes on each February 1, May 1, August 1 and November 1, commencing November 1, 2018.

The Notes may not be redeemed prior to January 1, 2024. On or after January 1, 2024, the Issuers may redeem some or all of the outstanding Notes at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest on the principal amount being redeemed to, but not including, the redemption date.

The Notes are senior secured obligations of the Issuers. The Notes are guaranteed on a senior secured basis by the Parent Guarantor and all of the subsidiaries of the Issuers that guarantee the obligations of CCO under its credit agreement (collectively, the Guarantors). The Notes and the guarantees are secured by a *pari passu*, first priority security interest, subject to certain permitted liens, in the Issuers and the Guarantors assets that secure obligations under the credit agreement.

The terms of the Indenture, among other things, limit the ability of the Issuers to grant liens, sell all or substantially all of their assets or merge or consolidate with other entities.

The Indenture provides for customary events of default which include (subject in certain cases to customary grace and cure periods), among others, nonpayment of principal or interest; breach of other covenants or agreements in the Indenture; failure of certain guarantees to be enforceable; cessation of a material portion of the collateral subject to liens or disaffirmation of obligations under the security documents establishing the security interest in the collateral securing the Notes; and certain events of bankruptcy or insolvency. Generally, if an event of default occurs, the Trustee or the holders of at least 30% in aggregate principal amount of the then outstanding Notes of a series may declare all the Notes of such series to be due and payable immediately.

For a complete description of the Indenture and the Notes, please refer to copies of the Base Indenture, the Tenth Supplemental Indenture and the form of the Notes incorporated by reference as Exhibits 4.1, 4.2 and 4.3, respectively. The foregoing descriptions of the Indenture and the Notes do not purport to be complete and are qualified in their entirety by reference to the full text of those documents.

ITEM 8.01. OTHER EVENTS.

On the Closing Date, the Issuers completed the issuance and sale of the Notes. The press release announcing the closing of the issuance and sale of the Notes is filed herewith as Exhibit 99.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

The following exhibits are being filed as part of this report:

Exhibit Number	Description
4.1*	Indenture, dated as of July 23, 2015, among Charter Communications Operating, LLC, Charter Communications Operating Capital Corp., and CCO Safari II, LLC, as issuers, and The Bank of New York Mellon Trust Company, N.A., as trustee and collateral agent (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by Charter Communications, Inc. on July 27, 2015).
4.2*	Tenth Supplemental Indenture, dated as of July 3, 2018, among Charter Communications Operating, LLC, Charter Communications Operating Capital Corp., as issuers, CCO Holdings, LLC, the subsidiary guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee and collateral agent (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K filed by CCO Holdings, LLC on July 9, 2018).
4.3*	Form of Senior Secured Floating Rate Notes due 2024 (included in Exhibit 4.2).
99.1	Press release, dated August 15, 2018, announcing the closing of the sale of the additional Senior Floating Rate Notes due 2024.

* Incorporated by reference and not filed herewith.

SIGNATURES

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

CHARTER COMMUNICATIONS, INC.

Registrant

BY: /s/ Kevin D. Howard
Kevin D. Howard

Senior Vice President - Finance, Controller and

Chief Accounting Officer

Date: August 21, 2018

CCO HOLDINGS, LLC

Registrant

BY: /s/ Kevin D. Howard
Kevin D. Howard

Senior Vice President - Finance, Controller and

Chief Accounting Officer

Date: August 21, 2018