

CHARTER COMMUNICATIONS, INC. /MO/  
Form 8-K  
March 12, 2013  
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 7, 2013

Charter Communications, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

001-33664  
(Commission File Number)

43-1857213  
(I.R.S. Employer Identification Number)

400 Atlantic Street, 10th Floor  
Stamford, Connecticut 06901  
(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 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))
-

ITEM 8.01. OTHER EVENTS.

On March 7, 2013 (the “Closing Date”), Charter Communications, Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Goldman, Sachs & Co. (the “Underwriter”) and the selling stockholders named therein (collectively, the “Selling Stockholders”) for the sale of an aggregate 9,250,000 shares of Class A common stock, par value \$0.001 per share, of the Company (the “Shares”) by the Selling Stockholders. The offering and sale of the Shares was made pursuant to a shelf registration statement on Form S-3, initially filed with the Securities and Exchange Commission on November 10, 2010 (No. 333-170530), and a prospectus supplement dated March 7, 2013. The Underwriting Agreement is filed as Exhibit 99.1 to this Current Report on Form 8-K.

The Company did not receive any proceeds from the sale of the Shares by the Selling Stockholders.

On March 12, 2013, the Selling Stockholders completed the sale of the Shares pursuant to the Underwriting Agreement.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit Number	Description
99.1	Underwriting Agreement, dated as of March 7, 2013, by and among Charter Communications, Inc., Goldman, Sachs & Co. and the Selling Stockholders named therein. *

\_\_\_\_\_

\* filed herewith

---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,  
Registrant

By: /s/ Kevin D. Howard  
Kevin D. Howard  
Senior Vice President - Finance, Controller and  
Chief Accounting Officer

Date: March 12, 2013

---

EXHIBIT INDEX

Exhibit Number	Description
99.1	Underwriting Agreement, dated as of March 7, 2013, by and among Charter Communications, Inc., Goldman, Sachs & Co. and the Selling Stockholders named therein. *

---

\* filed herewith