

CHARTER COMMUNICATIONS INC /MO/

Form S-4

August 29, 2007

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As filed with the Securities and Exchange Commission on August 29, 2007

Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Form S-4

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Charter Communications, Inc.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

4841

*(Primary Standard Industrial
Classification Code Number)*

43-1857213

*(I.R.S. Employer
Identification Number)*

12405 Powerscourt Drive

St. Louis, Missouri 63131

(314) 965-0555

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Grier C. Raclin

Executive Vice President, General Counsel and Corporate Secretary

12405 Powerscourt Drive

St. Louis, Missouri 63131

(314) 965-0555

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Dennis J. Friedman

Joerg H. Esdorn

Gibson, Dunn & Crutcher LLP

200 Park Avenue

New York, NY 10166

(212) 351-4000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. ☐

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Title of Each Class of Securities to be Registered	Proposed Maximum Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
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7.00% Convertible Senior Notes due 2027	\$309,375,000	n/a	\$409,148,438	\$12,560.86
Class A common stock (par value \$0.001 per share)	122,713,608(2)	(2)	(2)	(2)

(1) Calculated pursuant to Rule 457(f)(1). On August 24, 2007, the closing bid price for the Old Notes was \$1,317.50 per \$1,000 principal amount and the closing ask price was \$1,327.50, the average of which equals \$1,322.50. The Offeror is offering to exchange up to \$309,375,000 principal amount of the Old Notes. Therefore the maximum aggregate offering price equals \$409,148,438.

(2) The number of shares of Class A common stock to be issued upon conversion of the convertible senior notes was calculated based on the initial conversion price of \$2.80 per share (which represents the maximum amount of shares issuable). In addition to the shares set forth in the table, the amount to be registered includes an indeterminate number of shares issuable upon conversion of the convertible senior notes, as such amount may be adjusted due to stock-splits, stock dividends and anti-dilution provisions. Pursuant to Rule 457(i) under the Securities Act, there is no filing fee with respect to the shares of Class A common stock issuable upon such conversion of the 7.00% Convertible Senior Notes due 2027 registered hereby.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this Exchange Offer Prospectus may change. We may not offer these securities until the registration statement filed with the Securities and Exchange Commission is effective. This Exchange Offer Prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

EXCHANGE OFFER PROSPECTUS

Charter Communications Holding Company, LLC
Offer to Exchange up to \$309,375,000 Principal Amount of Outstanding
Charter Communications, Inc.'s
5.875% Convertible Senior Notes due 2009
(CUSIP Nos. 16117MAE7 and 16117MAD9)

Charter Communications Holding Company, LLC (the "Charter Holdco" or the "Offeror") hereby offers up to \$595,082,000 principal amount of 7.00% convertible senior notes due 2027 (the "New Notes") of Charter Communications, Inc. (the "Charter") to holders (the "Holders") of up to \$309,375,000 of Charter's \$412,500,000 principal amount outstanding 5.875% convertible senior notes due 2009 (the "Old Notes") who elect to exchange their Old Notes upon the terms and subject to the conditions set forth in this Exchange Offer Prospectus (this "Exchange Offer Prospectus") and in the accompanying Letter of Transmittal (the "Letter of Transmittal" and together with this Exchange Offer Prospectus, the "Exchange Offer").

The Exchange Consideration per \$1,000 principal amount of Old Notes accepted for exchange will be an amount of New Notes determined based on the Average Price (as defined below) of Charter's Class A common stock as set forth in the table below. New Notes will be issued only in minimum denominations of \$1,000 and integral multiples of \$1,000. In addition to the Exchange Consideration, the Offeror will pay accrued interest on the Old Notes from and including the last interest payment date (which was May 16, 2007) up to, but not including, the Settlement Date.

Average Price means the arithmetic average of the daily volume-weighted average price of Charter's Class A common stock for the ten trading days prior to and including the second business day before the Expiration Date (as defined below), rounded to four decimal places. The initial conversion price for the New Notes will be the Average Price multiplied by 1.4 (examples of which are set forth in the table below). The initial conversion rate will be \$1,000 divided by the conversion price, rounded to four decimal places. If the Average Price is between two prices shown in the table below, the principal amount of New Notes to be issued per \$1,000 principal amount of Old Notes tendered will be calculated using straight-line interpolation.

Average Price of Charter's Class A Common Stock	Principal Amount of New Notes to be Issued per \$1,000 Principal Amount of Old Notes Tendered	Terms of the New Notes	
		Conversion Price	Conversion Rate
\$2.00	\$1,110.62	\$2.80	357.1429
\$2.20	\$1,173.25	\$3.08	324.6753
\$2.40	\$1,239.65	\$3.36	297.6190
\$2.60	\$1,309.13	\$3.64	274.7253
\$2.80	\$1,381.10	\$3.92	255.1020
\$3.00	\$1,451.68	\$4.20	238.0952
\$3.20	\$1,521.73	\$4.48	223.2143
\$3.40	\$1,592.26	\$4.76	210.0840
\$3.60	\$1,662.60	\$5.04	198.4127
\$3.80	\$1,733.33	\$5.32	187.9699
\$4.00	\$1,802.82	\$5.60	178.5714
\$4.20	\$1,872.80	\$5.88	170.0680
\$4.35	\$1,923.50	\$6.09	164.2036

The Exchange Offer is conditioned on a minimum amount of \$75,000,000 aggregate principal amount of Old Notes being tendered. The Exchange Offer is also conditioned upon the Average Price being more than or equal to \$2.00 and less than or equal to \$4.35. In addition, the Offeror will not accept for exchange more than \$309,375,000 principal amount of Old Notes (the Maximum Amount). As a result, if more than the Maximum Amount of Old Notes is validly tendered and not validly withdrawn, the Offeror will accept Old Notes from each Holder pro rata, based on the total principal amount of Old Notes validly tendered and not validly withdrawn.

THIS EXCHANGE OFFER WILL EXPIRE AT 11:59 P.M., NEW YORK CITY TIME, ON SEPTEMBER 26, 2007, UNLESS EXTENDED OR EARLIER TERMINATED (SUCH DATE, AS THE SAME MAY BE EXTENDED OR EARLIER TERMINATED, THE EXPIRATION DATE). HOLDERS OF OLD NOTES MUST TENDER THEIR OLD NOTES FOR EXCHANGE ON OR PRIOR TO THE EXPIRATION DATE TO RECEIVE THE EXCHANGE CONSIDERATION.

See Summary Material Differences Between the Old Notes and the New Notes for a summary of the differences between the Old Notes and the New Notes. The New Notes will not be listed on any national securities exchange but will be eligible for trading on the PORTALsm Market. The Old Notes are not listed on any national securities exchange but are eligible for trading on the PORTALsm Market. Charter's Class A common stock is traded on The Nasdaq Global Market under the symbol CHTR.

The Settlement Date in respect of any Old Notes that are validly tendered for exchange and not validly withdrawn is expected to be not later than the fourth business day following the Expiration Date.

Exchange of the Old Notes and an investment in the New Notes and Charter's Class A common stock involves risks. See Risk Factors on page 22 for a discussion of issues that you should consider with respect to the Exchange Offer.

You must make your own decision whether to exchange any Old Notes pursuant to the Exchange Offer, and, if you wish to exchange Old Notes, the principal amount of Old Notes to tender. In addition, you must make your own decision as to whether to unwind any hedged positions you hold with respect to your Old Notes. Neither Charter, Charter Holdco, their subsidiaries nor Charter's Board of Directors make any recommendation as to whether Holders should exchange their Old Notes or unwind any hedged positions with respect to the Old Notes.

Neither this transaction nor the securities to be issued upon exchange of the Old Notes have been approved or disapproved by the Securities and Exchange Commission or any state securities commission. Neither the Securities and Exchange Commission nor any state securities commission has passed upon the fairness or merits of this transaction or upon the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offense.

The Dealer Managers for the Exchange Offer are:

Citi

Morgan Stanley

The date of this Exchange Offer Prospectus is August 29, 2007.

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INCORPORATION BY REFERENCE

The following documents, including all exhibits thereto, are incorporated by reference into this Exchange Offer Prospectus, which means that important information is disclosed by referring to those documents. The information incorporated by reference is considered to be part of this Exchange Offer Prospectus, and later information that Charter Communications, Inc. (Charter) files with the Securities and Exchange Commission (the SEC) will automatically update and supersede this information. Charter s annual report on Form 10-K for the fiscal year ended December 31, 2006, Charter s quarterly reports on Form 10-Q for the fiscal quarters ended March 31, 2007 and

June 30, 2007, Charter's 2007 definitive proxy statement on Schedule 14A filed on April 30, 2007, Charter's preliminary information statement on Schedule 14C filed on August 15, 2007, Charter's registration of certain classes of securities on Form 8-A filed on August 15, 2007, Charter's current reports on Form 8-K filed on March 12, 2007, March 14, 2007, April 11, 2007 and August 15, 2007 and any future filings made by Charter with the SEC under Section 13(a), 13(c), 14, or 15(d) of the Exchange Act (excluding those furnished under Items 2.02 or 7.01 of Form 8-K) until the Exchange Offer is completed are hereby incorporated by reference.

A copy of these filings may be obtained at no cost, by writing or calling us at the following address: Charter Plaza, 12405 Powerscourt Drive, St. Louis, Missouri 63131, telephone: (314) 965-0555. You may also visit our website at <http://www.charter.com>, although the information on our website is not part of this Exchange Offer Prospectus.

In order to ensure timely delivery, Holders must request the information from us no later than ten business days before the Expiration Date.

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Holders should rely only on the information incorporated by reference or provided in this Exchange Offer Prospectus or any amendment or supplement to this Exchange Offer Prospectus. We have not authorized anyone else to provide Holders with information. Holders should not assume that the information in this document is current as of any date other than the date on the front page of this Exchange Offer Prospectus.

Unless otherwise stated, the discussion in this Exchange Offer Prospectus of our business and operations includes the business of Charter and its direct and indirect subsidiaries. Unless otherwise stated or the context otherwise requires, the terms we, us, our and the Company refer to Charter and its direct and indirect subsidiaries on a consolidated basis.

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IMPORTANT

Old Notes tendered for exchange may be validly withdrawn at any time up until 11:59 p.m., New York City time, on the Expiration Date. In the event of a termination of the Exchange Offer, the Old Notes tendered for exchange pursuant to the Exchange Offer will be promptly returned to the tendering Holders. Likewise, any Old Notes not accepted for exchange because the Maximum Amount has been exceeded will be promptly returned to the tendering Holders.

Old Notes tendered for exchange, along with completed Letters of Transmittal and any other required documents, should be directed to the Exchange Agent (as defined below). Any requests for assistance in connection with the Exchange Offer or for additional copies of this Exchange Offer Prospectus or related materials should be directed to the Information Agent (as defined below). Any additional questions regarding the Exchange Offer should be directed to the Dealer Managers (as defined below). Contact information for the Information Agent, the Exchange Agent and the Dealer Managers is set forth on the back cover of this Exchange Offer Prospectus. Neither we nor the Dealer Managers, the Trustee (as defined below), the Information Agent or the Exchange Agent make any recommendation as to whether or not Holders should tender their Old Notes for exchange pursuant to the Exchange Offer.

The Information Agent for the Exchange Offer is Global Bondholder Services Corporation (the Information Agent). The Exchange Agent for the Exchange Offer is Global Bondholder Services Corporation (the Exchange Agent). Citigroup Global Markets Inc. and Morgan Stanley & Co. Incorporated (the Dealer Managers) are acting as Dealer Managers in connection with the Exchange Offer.

Subject to the terms and conditions set forth in the Exchange Offer, the Exchange Consideration to which a tendering Holder is entitled pursuant to the Exchange Offer will be paid on the Settlement Date. Under no circumstances will any interest be payable because of any delay in the transmission of the Exchange Consideration to Holders by the Exchange Agent.

Notwithstanding any other provision of the Exchange Offer, the Offeror's obligation to pay the Exchange Consideration for Old Notes validly tendered for exchange and not validly withdrawn pursuant to the Exchange Offer is subject to, and conditioned upon, the satisfaction or waiver of, the conditions described below under Description of the Exchange Offer Conditions to the Exchange Offer.

Subject to applicable securities laws and the terms set forth in this Exchange Offer, the Offeror reserves the right:

to waive any and all conditions to the Exchange Offer;

to extend the Exchange Offer;

to terminate the Exchange Offer, but only if any condition to the Exchange Offer is not satisfied (see Description of the Exchange Offer Conditions to the Exchange Offer); or

otherwise to amend the Exchange Offer in any respect.

In accordance with applicable securities laws, if a material change occurs in the information published, sent or given to Holders, the Offeror will promptly disclose the change in a manner reasonably calculated to inform Holders of the change.

In the event that the Exchange Offer is withdrawn or otherwise not completed, the Exchange Consideration will not be paid or become payable to Holders of the Old Notes who have validly tendered their Old Notes for exchange in connection with the Exchange Offer and the Old Notes tendered for exchange pursuant to the Exchange Offer will be promptly returned to the tendering Holders.

Any Holder who desires to tender Old Notes pursuant to the Exchange Offer and who holds physical certificates evidencing such Old Notes must complete and sign a Letter of Transmittal in accordance with the instructions therein, have the signature thereon guaranteed (if required by Instruction 4 of the Letter of Transmittal) and send or deliver such manually signed Letter of Transmittal (or a manually signed

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facsimile thereof), together with certificates evidencing such Old Notes being tendered and any other required documents to the Exchange Agent at its address set forth on the back cover of this Exchange Offer Prospectus.

Only registered Holders of Old Notes are entitled to tender Old Notes for exchange. Beneficial owners of Old Notes that are held of record by a broker, dealer, commercial bank, trust company or other nominee must instruct such nominee to tender the Old Notes for exchange on the beneficial owner's behalf. A letter of instructions is included in the materials provided along with this Exchange Offer Prospectus, which may be used by a beneficial owner in this process to effect the tender of Old Notes for exchange. See Description of the Exchange Offer Procedure for Tendering Old Notes.

The Depository Trust Company (DTC) has authorized DTC participants that hold Old Notes on behalf of beneficial owners of Old Notes through DTC to tender their Old Notes for exchange as if they were Holders. To tender their Old Notes for exchange, DTC participants must, in lieu of physically completing and signing the Letter of Transmittal, transmit their acceptance to DTC through the DTC Automated Tender Offer Program (ATOP), for which the transaction will be eligible, and follow the procedure for book-entry transfer set forth in Description of the Exchange Offer Procedure for Tendering Old Notes.

Tendering Holders will not be obligated to pay brokerage fees or commissions to the Dealer Managers, the Exchange Agent, the Information Agent, the Trustee or the Offeror.

This Exchange Offer Prospectus and the Letter of Transmittal contain important information that should be read before any decision is made with respect to an exchange of Old Notes.

The delivery of this Exchange Offer Prospectus shall not under any circumstances create any implication that the information contained herein is correct as of any time subsequent to the date hereof or that there has been no change in the information set forth herein or in any attachments hereto or in the affairs of Charter or any of its subsidiaries or affiliates since the date hereof.

Neither this Exchange Offer Prospectus nor the Letter of Transmittal constitute an offer to sell or exchange or a solicitation of an offer to buy or exchange securities in any jurisdiction where it is unlawful to make such an offer or solicitation.

No one has been authorized to give any information or to make any representations with respect to the matters described in this Exchange Offer Prospectus and Letter of Transmittal, other than those contained in this Exchange Offer Prospectus and Letter of Transmittal. If given or made, such information or representation may not be relied upon as having been authorized by us or the Dealer Managers.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Exchange Offer Prospectus includes forward-looking statements regarding, among other things, our plans, strategies and prospects, both business and financial. Although we believe that our plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions, including, without limitation, the factors described under Risk Factors. Many of the forward-looking statements contained in this Exchange Offer Prospectus may be identified by the use of forward-looking words such as believe, expect, anticipate, should, planned, will, may, intend, estimate, target, opportunity, and potential, among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this Exchange Offer Prospectus are set forth in this Exchange Offer Prospectus and in other reports or documents that we file from time to time with the SEC, and include, but are not limited to:

the availability, in general, of funds to meet interest payment obligations under our debt and to fund our operations and necessary capital expenditures, either through cash flows from operating activities, further borrowings or other sources and, in particular, our ability to be able to provide under the applicable debt instruments such funds (by dividend, investment or otherwise) to the applicable obligor of such debt;

our ability to comply with all covenants in our indentures and credit facilities, any violation of which could trigger a default of our other obligations under cross-default provisions;

our ability to pay or refinance debt prior to or when it becomes due and/or refinance that debt through new issuances, exchange offers or otherwise, including restructuring our balance sheet and leverage position;

competition from other distributors, including incumbent telephone companies, direct broadcast satellite operators, wireless broadband providers and DSL providers;

difficulties in introducing and operating our telephone services, such as our ability to adequately meet customer expectations for the reliability of voice services, and our ability to adequately meet demand for installations and customer service;

our ability to sustain and grow revenues and cash flows from operating activities by offering video, high-speed Internet, telephone and other services, and to maintain and grow our customer base, particularly in the face of increasingly aggressive competition;

our ability to obtain programming at reasonable prices or to adequately raise prices to offset the effects of higher programming costs;

general business conditions, economic uncertainty or slowdown; and

the effects of governmental regulation, including but not limited to local and state franchise authorities, on our business.

All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this Exchange Offer Prospectus.

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SUMMARY

The following summary is provided solely for the convenience of the Holders of the Old Notes. This summary is not intended to be complete and is qualified in its entirety by reference to the full text and more specific details contained elsewhere in this Exchange Offer Prospectus, the Letter of Transmittal and any amendments or supplements hereto or thereto. Holders of the Old Notes are urged to read this Exchange Offer Prospectus in its entirety. Each of the capitalized terms used in this summary and not defined herein has the meaning set forth elsewhere in this Exchange Offer Prospectus.

Charter Communications Holding Company, LLC (Charter Holdco or the Offeror) is a direct subsidiary of Charter Communications, Inc. (Charter). Charter Holdco is a holding company with no operations of its own. For a chart showing our ownership structure, see page 3.

The Company

We are a broadband communications company operating in the United States, with approximately 5.68 million customers at June 30, 2007. Through our hybrid fiber and coaxial cable network, we offer our customers traditional cable video programming (analog and digital, which we refer to as video service), high-speed Internet service, advanced broadband cable services (such as Charter OnDemand™ video service (OnDemand), high definition television service, and digital video recorder (DVR) service) and, in many of our markets, telephone service.

At June 30, 2007, we served approximately 5.38 million analog video customers, of which approximately 2.87 million were also digital video customers. We also served approximately 2.58 million high-speed Internet customers (including approximately 273,200 who received only high-speed Internet services). We also provided telephone service to approximately 700,300 customers (including approximately 29,900 who received only telephone service).

Our principal executive offices are located at Charter Plaza, 12405 Powerscourt Drive, St. Louis, Missouri 63131. Our telephone number is (314) 965-0555, and we have a website accessible at www.charter.com. The information posted or linked on this website is not part of the Exchange Offer or this Exchange Offer Prospectus and you should rely solely on the information contained in this Exchange Offer Prospectus and the related documents to which we refer herein when deciding whether or not to tender your Old Notes.

Recent Events

Rights Plan. On August 13, 2007, the Board of Directors (the Board) of Charter, adopted a rights plan and declared a dividend of one preferred share purchase right for each outstanding share of Class A common stock and Class B common stock. The dividend is payable to Charter stockholders of record as of August 31, 2007. The terms of the rights and the rights plan are set forth in a Rights Agreement, by and between Charter and Mellon Investor Services LLC, a New Jersey limited liability company, as Rights Agent, dated as of August 14, 2007 (the Rights Plan).

The Board adopted the Rights Plan in an effort to protect stockholder value by attempting to protect against a possible limitation on our ability to use our net operating loss carryforwards (the NOLs) to reduce potential future federal income tax obligations. The Rights Plan is intended to act as a deterrent to any person or group acquiring 5.0% or more of our outstanding Class A common stock (an Acquiring Person) without the approval of our Board. The holdings of independently managed and not jointly coordinated mutual funds should not be combined for purposes of calculating ownership percentages under the Rights Plan. Stockholders who own 5.0% or more of our outstanding Class A common stock as of the close of business on August 31, 2007 will not trigger the Rights Plan so long as they do not acquire any additional shares of our Class A common stock. The Rights Plan does not exempt any future acquisitions of Class A common stock by such persons. Any rights held by an Acquiring Person are void and may not be exercised. Our

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Board may, in its sole discretion, exempt any person or group from being deemed an Acquiring Person for purposes of the Rights Plan.

The rights under the Rights Plan will not be exercisable until 10 business days after a public announcement by us that a person or group has become an Acquiring Person. We refer to the date that the rights become exercisable as the Distribution Date. Until the Distribution Date, our Class A common stock and Class B common stock certificates will evidence the rights and will contain a notation to that effect. Any transfer of shares of Class A common stock and/or Class B common stock will constitute a transfer of the associated rights. Except as may be determined by the Board, with the consent of a majority of the shares of Class B common stock, after the Distribution Date, we will exchange all of the then-outstanding, valid and exercisable rights, except rights held by any Acquiring Person or any affiliate, associate or transferee of any Acquiring Person, for 2.5 shares of Class A common stock and/or Class B common stock, as applicable, or an equivalent security.

Upon an issuance of Class A common stock and/or Class B common stock under the Rights Plan, additional membership units will be issued to the Company, as holder of the Class B common membership units, by Charter Holdco, to mirror at Charter Holdco the economic effect of such issuance of common stock. Holders of the Charter Holdco common membership units that are convertible into shares of our Class B common stock will have equivalent rights which may be exercised, on generally the same terms and conditions as set forth in the Rights Plan, for additional Charter Holdco common membership units.

The rights and the Rights Plan will expire on the earlier of: (i) a determination by holders of a majority of the shares of Class B common stock to terminate the Rights Plan, (ii) the close of business on December 31, 2008, (iii) the close of business on the date on which we make a public announcement (by press release, filing made with the SEC or otherwise) that our Board has determined that the Company's Section 382 Ownership Level (as defined in the Rights Plan) dropped below 25%, (iv) the time at which the rights are redeemed as provided in the Rights Plan, and (v) the time at which the rights are exchanged as provided in the Rights Plan.

Before the Distribution Date, our Board may amend or supplement the Rights Plan without the consent of the holders of the Rights in respect of our Class A common stock. After the Distribution Date, our Board may amend or supplement the Rights Plan only to cure an ambiguity, to alter time period provisions, to correct inconsistent provisions, or to make any additional changes to the Rights Plan, but only to the extent that those changes do not impair or adversely affect any rights holder and do not result in the rights again becoming redeemable. Notwithstanding the foregoing, the Company and the Rights Agent shall not supplement or amend the Rights Plan without the prior approval of the holders of a majority of the Class B common stock.

Amendment to Mr. Allen's Schedule 13D. On August 15, 2007, Paul G. Allen, Charter's Chairman and controlling stockholder, filed Amendment No. 9 to his Schedule 13D related to his investment in Charter and Charter Holdco.

Purpose of the Exchange Offer

The purpose of the Exchange Offer is to exchange up to \$309,375,000 of Charter's outstanding Old Notes to extend maturities.

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Organizational Structure

The chart below sets forth our organizational structure and that of our direct and indirect subsidiaries. This chart does not include all of our affiliates and subsidiaries and, in some cases, we have combined separate entities for presentation purposes. The equity ownership, voting percentages and indebtedness amounts shown below are approximations as of June 30, 2007, and do not give effect to any exercise, conversion or exchange of then outstanding options, preferred stock, Old Notes and other convertible or exchangeable securities. Indebtedness amounts shown below are accreted values for financial reporting purposes as of June 30, 2007. See Description of Other Indebtedness, which also includes the principal amount of the indebtedness described below.

- (1) Charter acts as the sole manager of Charter Holdco and its direct and indirect limited liability company subsidiaries, including CCHC.
- (2) These membership units are held by Charter Investment, Inc. (CII) and Vulcan Cable III Inc. (Vulcan Cable), each of which is 100% owned by Paul G. Allen, Charter's Chairman and

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controlling shareholder. They are exchangeable at any time on a one-for-one basis for shares of Charter Class B common stock, which in turn are exchangeable into Charter Class A common stock.

- (3) The percentages shown in this table reflect the 29.8 million shares of Class A common stock outstanding as of June 30, 2007 issued pursuant to the Share Lending Agreement. However, for accounting purposes, Charter's common equity interest in Charter Holdco is 52%, and Paul G. Allen's ownership of Charter Holdco through CII and Vulcan Cable III Inc. is 48%. These percentages exclude the 29.8 million mirror membership units outstanding as of June 30, 2007 issued pursuant to the share lending agreement.
- (4) Represents preferred membership interests in CC VIII, LLC (CC VIII), a subsidiary of CC V Holdings, LLC, and an exchangeable accreting note issued by CCHC.

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Exchange Offer	The Offeror is offering up to \$595,082,000 principal amount of New Notes to Holders of up to \$309,375,000 aggregate principal amount of the Old Notes who elect to exchange their Old Notes upon the terms and subject to the conditions of the Exchange Offer.
Offeror	Charter Communications Holding Company, LLC is the entity making the Exchange Offer. See Organizational Structure.
Exchange Consideration	<p>The Exchange Consideration per \$1,000 principal amount of Old Notes accepted for exchange will be an amount of New Notes determined based on the Average Price (as defined below) of Charter's Class A common stock as set forth in the table below. In addition to the Exchange Consideration, the Offeror will pay accrued interest on the Old Notes from and including the last interest payment date (which was May 16, 2007) up to, but not including, the Settlement Date.</p> <p>Average Price means the arithmetic average of the daily volume-weighted average price of Charter's Class A common stock for the ten trading days prior to and including the second business day before the Expiration Date (as defined below), rounded to four decimal places. The initial conversion price for the New Notes will be the Average Price multiplied by 1.4 (examples of which are set forth in the table below). The initial conversion rate will be \$1,000 divided by the conversion price, rounded to four decimal places. If the Average Price is between two prices shown in the table below, the principal amount of New Notes to be issued per \$1,000 principal amount of Old Notes tendered will be calculated using straight-line interpolation.</p>

Average Price of Charter's Class A Common Stock	Principal Amount of New Notes to be Issued per \$1,000 Principal Amount of Old Notes Tendered		Terms of the New Notes	
			Conversion Price	Conversion Rate
\$ 2.00	\$ 1,110.62		\$2.80	357.1429
\$ 2.20	\$ 1,173.25		\$3.08	324.6753
\$ 2.40	\$ 1,239.65		\$3.36	297.6190
\$ 2.60	\$ 1,309.13		\$3.64	274.7253
\$ 2.80	\$ 1,381.10		\$3.92	255.1020
\$ 3.00	\$ 1,451.68		\$4.20	238.0952
\$ 3.20	\$ 1,521.73		\$4.48	223.2143
\$ 3.40	\$ 1,592.26		\$4.76	210.0840
\$ 3.60	\$ 1,662.60		\$5.04	198.4127
\$ 3.80	\$ 1,733.33		\$5.32	187.9699
\$ 4.00	\$ 1,802.82		\$5.60	178.5714
\$ 4.20	\$ 1,872.80		\$5.88	170.0680
\$ 4.35	\$ 1,923.50		\$6.09	164.2036

Subject to applicable securities laws and the terms set forth in the Exchange Offer Prospectus, the Offeror reserves the right to amend the Exchange Offer in any respect.

New Notes will be issued only in minimum denominations of \$1,000 and integral multiples of \$1,000. See Description of the Exchange Offer.

Accrued Interest on the Old
Notes

In addition to the Exchange Consideration, the Offeror will pay accrued interest on the Old Notes from and including, the last

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interest payment date (which was May 16, 2007) up to, but not including, the Settlement Date.

Maximum Amount The Offeror will not accept for exchange more than the Maximum Amount. As a result, if more than the Maximum Amount of Old Notes is validly tendered and not validly withdrawn, the Offeror will accept Old Notes from each Holder pro rata based on the total principal amount of Old Notes validly tendered and not validly withdrawn. Any Old Notes not accepted for purchase will be promptly returned to Holders.

Minimum Condition The Exchange Offer is conditioned on a minimum principal amount of \$75,000,000 of Old Notes being tendered.

Certain Conditions Precedent to the Exchange Offer The Offeror's obligation to pay the Exchange Consideration in respect of Old Notes validly tendered for exchange pursuant to the Exchange Offer is conditioned upon the satisfaction of certain conditions, including that the Average Price be more than or equal to \$2.00 and less than or equal to \$4.35 and effectiveness of the registration statement of which this Exchange Offer Prospectus forms a part. See Description of the Exchange Offer Conditions to the Exchange Offer.

Amendment of Share Lending Agreement In connection with the original issuance of the Old Notes, we entered into an agreement with Citigroup Global Markets Limited (CGML) pursuant to which we agreed to lend to CGML up to 150 million shares of our Class A common stock to facilitate the placement of the Old Notes (the Share Lending Agreement). We lent a total of 116.9 million shares to CGML, of which 29.8 million remain outstanding (the Borrowed Shares). We have no obligation to lend any additional shares under the Share Lending Agreement. We understand that, using the Share Lending Agreement as its hedge, CGML or its affiliates entered into swap transactions or share lending agreements with Holders of the Old Notes to enable them to hedge their investment. CGML and the Company have agreed to amend the Share Lending Agreement to allow for the Borrowed Shares to remain outstanding through the maturity of the New Notes. To the extent you tender Old Notes in the Exchange Offer and you have a swap transaction or an open share lending arrangement with CGML or any such affiliate, you may want to contact CGML or such affiliate in order to extend the maturity of your hedge, if necessary. Charter has no rights or obligations pursuant to any swap transaction or share lending agreement you may have with CGML or any such affiliate, and you should contact CGML or such affiliate directly if you have any questions related thereto.

Expiration Date September 26, 2007, unless extended or earlier terminated by the Offeror. The Offeror reserves the right to extend the Exchange Offer, if necessary, so that the Expiration Date occurs upon or shortly after the satisfaction of the conditions to the Exchange Offer.

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Withdrawal and Revocation Rights	Old Notes may be validly withdrawn at any time up until 11:59 p.m., New York City time, on the Expiration Date. In the event of a termination of the Exchange Offer, which can only occur if a condition to the Exchange Offer is not satisfied, the Old Notes tendered pursuant to the Exchange Offer will be promptly returned to the tendering Holders. In addition, even after the Expiration Date, if the Offeror has not accepted for payment any validly tendered Old Notes, such Old Notes may be withdrawn 60 days after commencement of the Exchange Offer.
Settlement Date	The Settlement Date in respect of any Old Notes that are validly tendered for exchange prior to 11:59 p.m., New York City time, on the Expiration Date is expected to be not later than the fourth business day following the Expiration Date.
How to Tender Old Notes	See Description of the Exchange Offer Procedure for Tendering Old Notes. For further information, call the Information Agent or the Exchange Agent at the respective telephone numbers set forth on the back cover of this Exchange Offer Prospectus or consult your broker, dealer, commercial bank, trust company or other nominee for assistance.
Consequences of Failure to Exchange	For a description of certain risks of continuing to own Old Notes after the Settlement Date because such Holder elects not to tender Old Notes or Old Notes tendered are not accepted (as a result of the Maximum Amount or otherwise) see Risk Factors Risks to Continuing Holders of Old Notes After the Settlement Date.
Certain U.S. Federal Income Tax Consequences	For a summary of the material U.S. federal income tax consequences of the Exchange Offer, see Certain U.S. Federal Income Tax Consequences.
Brokerage Commissions	No brokerage commissions are payable by Holders of the Old Notes to the Dealer Managers, the Information Agent, the Offeror, the Trustee or the Exchange Agent.
No Appraisal Rights	No appraisal rights are available to the Holders in connection with the Exchange Offer.
Purpose of the Exchange Offer	The purpose of the Exchange Offer is to exchange up to \$309,375,000 of Charter's outstanding Old Notes to extend maturities.
Use of Proceeds	Neither the Offeror, Charter, nor any of their subsidiaries will receive any proceeds from the Exchange Offer.
Accounting Treatment	Charter will consider the fair value of New Notes to be issued versus the book value of Old Notes tendered and will record the resulting anticipated loss on the transaction on our consolidated statement of operations in the period the transaction closes. See Unaudited Pro Forma Consolidated Financials.

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Dealer Managers	Citigroup Global Markets Inc. and Morgan Stanley & Co. Incorporated are the Dealer Managers for the Exchange Offer. Their respective addresses and telephone numbers are set forth on the back cover of this Exchange Offer Prospectus.
Information Agent	Global Bondholder Services Corporation is the Information Agent for the Exchange Offer. Its address and telephone number are set forth on the back cover of this Exchange Offer Prospectus.
Exchange Agent	Global Bondholder Services Corporation is the Exchange Agent for the Exchange Offer. Its address and telephone number are set forth on the back cover of this Exchange Offer Prospectus.
Regulatory Approvals	The Offeror is not aware of any material regulatory approvals necessary to complete the Exchange Offer, other than compliance with applicable securities laws.
Further Information	Any requests for assistance in connection with the Exchange Offer or for additional copies of this Exchange Offer Prospectus or related materials should be directed to the Information Agent. Any questions regarding the Exchange Offer should be directed to the Dealer Managers. Contact information for the Information Agent and the Dealer Managers is set forth on the back cover of this Exchange Offer Prospectus. Beneficial owners may also contact their brokers, dealers, commercial banks, trust companies or other nominees through whom they hold the Old Notes with questions and requests for assistance.

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The New Notes

Issuer	Charter Communications, Inc.
Maturity	October 1, 2027, subject to earlier conversion or repurchase at the option of the holders or earlier redemption at our option.
Interest	Interest will accrue from and including the Settlement Date and is payable in cash semi-annually, in arrears, on October 1 and April 1 of each year, commencing April 1, 2008.
Interest Rate	The per annum interest rate on the New Notes equals 7.00%.
Ranking	<p>The New Notes will be unsecured and unsubordinated obligations and will rank, in right of payment, the same as all of Charter's existing and future senior unsecured indebtedness, including the Old Notes. The New Notes will rank senior in right of payment to any future subordinated indebtedness of Charter and will be effectively subordinated to any of Charter's secured indebtedness and structurally subordinate to indebtedness and other liabilities of Charter's subsidiaries.</p> <p>As of June 30, 2007, Charter Communications, Inc. (not including its subsidiaries) had no secured indebtedness (other than the Old Notes, to the extent they are secured by U.S. government securities to provide for the payment of their scheduled interest due on November 16, 2007) and our subsidiaries had total indebtedness and other liabilities of \$21.1 billion, excluding intercompany obligations.</p>
Conversion Rights	<p>Holders may convert their New Notes at the conversion rate at any time prior to the close of business on the business day prior to the maturity date.</p> <p>The initial conversion price of the New Notes will be equal to the Average Price multiplied by 1.4. The initial conversion rate shall be \$1,000 divided by the conversion price, rounded to four decimal places. The conversion price and the conversion rate will be determined on the second business day before the Expiration Date.</p> <p>Notwithstanding the foregoing, no holder of New Notes will be entitled to receive shares of our Class A common stock upon conversion to the extent, but only to the extent, that such receipt would cause such holder to become, directly or indirectly, a beneficial owner of more than the specified percentage of the shares of Class A common stock outstanding at such time. With respect to any conversion prior to October 1, 2011, the specified percentage will be 4.9%, and with respect to any conversion thereafter, the specified percentage will be 9.9%. See Description of the New Notes Conversion Rights Limitation on Beneficial Ownership.</p> <p>Upon conversion, we will have the right to deliver, in lieu of shares of our Class A common stock, cash or a combination of cash and our Class A common stock. If we elect to pay holders cash upon conversion, such payment will be based on the average of the sale prices (as such term is defined in Description of the</p>

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New Notes) of our Class A common stock over a 20 trading day period: (i) with respect to a conversion date occurring during the period beginning on the date we give notice of redemption and ending on the close of business on the business day prior to the redemption date, beginning on the redemption date; and (ii) in all other cases, beginning on the third scheduled trading day immediately following the applicable conversion date of the New Notes, which we refer to as the cash conversion price.

As described in this Exchange Offer Prospectus, the conversion rate may be adjusted upon the occurrence of certain events, including for any cash dividend on our Class A common stock, but will not be adjusted for accrued and unpaid interest. By delivering to the holder shares of our Class A common stock, and in certain circumstances cash, we will satisfy our obligations with respect to the New Notes subject to the conversion. Upon conversion of a New Note, accrued and unpaid interest will be deemed to be paid in full, rather than canceled, extinguished or forfeited.

The New Notes called for redemption may be surrendered for conversion prior to the close of business on the business day immediately preceding the redemption date.

Redemption

Prior to October 1, 2010, we may redeem the New Notes in whole or in part for cash at any time at a redemption price equal to 100% of the principal amount of the New Notes being redeemed plus accrued and unpaid interest, if any, on the New Notes being redeemed up to, but excluding, the redemption date, but only if the closing price of our Class A common stock has exceeded, for at least 20 trading days in the 30 trading day period ending on the date we give notice of redemption, 180% of the conversion price on each such trading day.

Commencing on, and including, October 1, 2010 until, but excluding, October 1, 2012, we may redeem the New Notes at the redemption price only if the closing price of our Class A common stock has exceeded, for at least 20 trading days in the 30 trading day period ending on the date we give notice of redemption, 150% of the conversion price on each such trading day.

On and after October 1, 2012 we may redeem the New Notes at the redemption price regardless of the closing price of our Class A common stock.

Redemption Make Whole Amount

In addition to the conversion consideration, holders who convert their New Notes after a notice of redemption and prior to October 1, 2012 will receive upon such conversion the present value of the interest on the New Notes converted that would have been payable for the period from and including the redemption date, to but excluding October 1, 2012, which we refer to as the Redemption Make Whole Amount. The Redemption Make Whole Amount will be calculated by discounting the amount of such interest on a semi-annual basis using a discount rate equal to 3.0% plus the then current published U.S. Treasury rate for the maturity most closely approximating the period from and including the redemption date to but excluding October 1, 2012. We

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may pay the Redemption Make Whole Amount in cash or in shares of our Class A common stock, with the number of such shares determined based on the average of the sale prices of our Class A common stock over the 10 trading day period immediately preceding the applicable conversion date. If we elect to pay the Redemption Make Whole Amount in shares of our Class A common stock, the number of shares that we will deliver in respect of such payment will not exceed a number of shares of our Class A common stock equal to 1.4 multiplied by the applicable conversion rate per \$1,000 principal amount of the New Notes, and we must deliver cash with respect to the remainder of the Redemption Make Whole Amount, if any.

Fundamental Change

Upon a fundamental change, each holder of the New Notes may require us to repurchase some or all of its New Notes for cash at a purchase price equal to 100% of the principal amount of the New Notes, plus accrued and unpaid interest, if any. See Description of the New Notes Fundamental Change Requires Us to Repurchase New Notes at the Option of the Holder.

Make Whole Amount

If certain transactions that constitute a change of control occur on or prior to October 1, 2012, under certain circumstances, we will increase the conversion rate by a number of additional shares for any conversion of New Notes in connection with such transactions, as described under Description of the New Notes Conversion Rights Change of Control Make Whole Amount. The number of additional shares will be determined based on the date such transaction becomes effective and the price paid per share of our Class A common stock in such transaction.

Purchase by Us at the Option of the Holder

Each Holder of New Notes will have the right to requ