Common Stock

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C	20549	
wasiiiigton,	D.C.	20349	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b)		Fil	led pursuant to Sec or Section 30								0.0		
1. Name and Addre	2. Issuer Name CHARTER /MO/ [CHT	R COMM		0 ,		ationship of Reporting k all applicable) Director Officer (give title below)	X 10% C	wner (specify					
6350 COURT STREET			3. Date of Earlie 08/16/2021	est Transactio	n (Mo	onth/Day/Year		55,611,	50.011)				
(Street) EAST SYRACUSE	4. If Amendmen	t, Date of Ori	ginal	Filed (Month/I	´	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person							
(City)	(State)	(Zip)											
		Table I - Non-Deri	vative Securit	ties Acqui	red	, Disposed	d of, o	r Beneficially	Owned				
Date		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities (D) (Instr. 3, 4		d (A) or Disposed O	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership		
			(MOIIIII/Day/Tear)	Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	(Instr. 4)		
Common Stock		08/16/2021		X/K ⁽¹⁾⁽²⁾⁽³⁾		65,799	D	\$371.5202(1)(2)(3,070,712(2)(3)	D			
Common Stock		08/16/2021		J/K ⁽¹⁾⁽²⁾⁽³⁾		65,799	A	\$778.991(1)(2)(3	3,136,511(2)(3)	D			
Common Stock		08/16/2021		X/K ⁽¹⁾⁽²⁾⁽³⁾		65,798	D	\$371.5202(1)(2)(3,070,713(2)(3)	D			
Common Stock		08/16/2021		J/K ⁽¹⁾⁽²⁾⁽³⁾		65,798	A	\$778.991(1)(2)(3	3,136,511(2)(3)	D			
Common Stock 08/17		08/17/2021		X/K ⁽¹⁾⁽²⁾⁽³⁾		65,799	D	\$371.5202(1)(2)(³⁾ 3,070,712 ⁽²⁾⁽³⁾	D			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

J/K⁽¹⁾⁽²⁾⁽³⁾

X/K⁽¹⁾⁽²⁾⁽³⁾

J/K(1)(2)(3)

X/K⁽¹⁾⁽²⁾⁽³⁾

J/K(1)(2)(3)

X/K⁽¹⁾⁽²⁾⁽³⁾

J/K⁽¹⁾⁽²⁾⁽³⁾

65,799

65,798

65,798

65,799

65,799

65,798

65,798

D

Α

D

Α

D

08/17/2021

08/17/2021

08/17/2021

08/18/2021

08/18/2021

08/18/2021

08/18/2021

\$787.3606(1)(2)(3)

\$371.5202(1)(2)(3)

\$787.3606(1)(2)(3)

 $371.5202^{(1)(2)(3)}$

\$789.0393(1)(2)(3)

\$371.5202(1)(2)(3)

\$789.0393(1)(2)(3)

3,136,511(2)(3)

3,070,713(2)(3)

3,136,511(2)(3)

 $3,070,712^{(2)(3)}$

3,136,511(2)(3)

3,070,713(2)(3)

3,136,511(2)(3)

D

D

D

D

D

D

D

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Call option (obligation to sell)	\$371.5202 ⁽¹⁾⁽²⁾⁽³⁾	08/16/2021		X/K ⁽¹⁾⁽²⁾⁽³⁾			65,799	08/16/2021	08/16/2021	Common Stock	65,799	\$0 ⁽¹⁾⁽²⁾⁽³⁾	723,789	D	
Put option (right to sell)	\$247.486 ⁽¹⁾⁽²⁾⁽³⁾	08/16/2021		J/K ⁽¹⁾⁽²⁾⁽³⁾			65,799	08/16/2021	08/16/2021	Common Stock	65,799	\$0 ⁽¹⁾⁽²⁾⁽³⁾	723,789	D	
Call option (obligation to sell)	\$371.5202 ⁽¹⁾⁽²⁾⁽³⁾	08/16/2021		X/K ⁽¹⁾⁽²⁾⁽³⁾			65,798	08/16/2021	08/16/2021	Common Stock	65,798	\$0 ⁽¹⁾⁽²⁾⁽³⁾	723,767	D	
Put option (right to sell)	\$247.486 ⁽¹⁾⁽²⁾⁽³⁾	08/16/2021		J/K ⁽¹⁾⁽²⁾⁽³⁾			65,798	08/16/2021	08/16/2021	Common Stock	65,798	\$0 ⁽¹⁾⁽²⁾⁽³⁾	723,767	D	
Call option (obligation to sell)	\$371.5202 ⁽¹⁾⁽²⁾⁽³⁾	08/17/2021		X/K ⁽¹⁾⁽²⁾⁽³⁾			65,799	08/17/2021	08/17/2021	Common Stock	65,799	\$0 ⁽¹⁾⁽²⁾⁽³⁾	657,990	D	
Put option (right to sell)	\$247.486 ⁽¹⁾⁽²⁾⁽³⁾	08/17/2021		J/K ⁽¹⁾⁽²⁾⁽³⁾			65,799	08/17/2021	08/17/2021	Common Stock	65,799	\$0 ⁽¹⁾⁽²⁾⁽³⁾	657,990	D	
Call option (obligation to sell)	\$371.5202 ⁽¹⁾⁽²⁾⁽³⁾	08/17/2021		X/K ⁽¹⁾⁽²⁾⁽³⁾			65,798	08/17/2021	08/17/2021	Common Stock	65,798	\$0 ⁽¹⁾⁽²⁾⁽³⁾	657,969	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		of Securities		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Put option (right to sell)	\$247.486 ⁽¹⁾⁽²⁾⁽³⁾	08/17/2021		J/K ⁽¹⁾⁽²⁾⁽³⁾			65,798	08/17/2021	08/17/2021	Common Stock	65,798	\$0 ⁽¹⁾⁽²⁾⁽³⁾	657,969	D	
Call option (obligation to sell)	\$371.5202 ⁽¹⁾⁽²⁾⁽³⁾	08/18/2021		X/K ⁽¹⁾⁽²⁾⁽³⁾			65,799	08/18/2021	08/18/2021	Common Stock	65,799	\$0 ⁽¹⁾⁽²⁾⁽³⁾	592,191	D	
Put option (right to sell)	\$247.486 ⁽¹⁾⁽²⁾⁽³⁾	08/18/2021		J/K ⁽¹⁾⁽²⁾⁽³⁾			65,799	08/18/2021	08/18/2021	Common Stock	65,799	\$0 ⁽¹⁾⁽²⁾⁽³⁾	592,191	D	
Call option (obligation to sell)	\$371.5202 ⁽¹⁾⁽²⁾⁽³⁾	08/18/2021		X/K ⁽¹⁾⁽²⁾⁽³⁾			65,798	08/18/2021	08/18/2021	Common Stock	65,798	\$0 ⁽¹⁾⁽²⁾⁽³⁾	592,171	D	
Put option (right to sell)	\$247.486 ⁽¹⁾⁽²⁾⁽³⁾	08/18/2021		J/K ⁽¹⁾⁽²⁾⁽³⁾			65,798	08/18/2021	08/18/2021	Common Stock	65,798	\$0 ⁽¹⁾⁽²⁾⁽³⁾	592,171	D	
	. Name and Address of Reporting Person* ADVANCE/NEWHOUSE PARTNERSHIP														

(obligation to sell)	\$3/1.5202(1)(1)(1)	08/18/2021		X/K(+)(-)(
Put option (right to sell)	\$247.486 ⁽¹⁾⁽²⁾⁽³⁾	08/18/2021		J/K ⁽¹⁾⁽²⁾⁽³
	nd Address of Rep NCE/NEWH	oorting Person* IOUSE PART	NERSHIP	
(Last) 6350 CO	(F OURT STREET	rst)	(Middle)	
(Street)	YRACUSE N	Y	13057-1211	
(City)	(S	tate)	(Zip)	
		oorting Person* -TERM MAN	NAGEMENT	
	(F BINSON MILI SON PLACE, S		(Middle)	
(Street) NEWAR	K N	J	07102	
(City)	(S	ate)	(Zip)	
	nd Address of Rep OUSE BRC	oorting Person* OADCASTING	G CORP	
(Last) ONE W	(F ORLD TRADE	rst) CENTER	(Middle)	
(Street) NEW YO	ORK N	Y	10007	
(City)	(S	tate)	(Zip)	
	nd Address of Rep NCE PUBL	orting Person* CATIONS, II	<u>NC</u>	
(Last)	(F ORLD TRADE	rst) CENTER	(Middle)	
(Street) NEW YO	ORK N	Y	10007	
(City)	(S	tate)	(Zip)	
	nd Address of Rep OUSE FAM	orting Person [*]	NGS, L.P.	

(Last)

(First)

(Middle)

ONE WORLD TRADE CENTER								
(Street) NEW YORK	NY	10007						
(City)	(State)	(Zip)						

Explanation of Responses:

- 1. As previously disclosed, on August 6, 2018, Advance/Newhouse Partnership ("A/N") established a credit facility backed by an equity collar transaction and an aggregate of 6,000,000 Class B Common Units of Charter Communications Holdings, LLC ("Units") to provide financial flexibility to support its ongoing estate planning and its investment program and for other general corporate purposes. Af Nentered into Share Collar Transactions (the "Transactions") with unaffiliated banks (each, a "Bank"), pursuant to which A/N wrote European call options and purchased European put options over an aggregate of 6,000,000 shares of Class A common stock (the "Common Stock") of Charter Communications, Inc. (the "Issuer"). The Transactions expire evenly over a series of expiration dates from August 16, 2021 to August 31, 2021, inclusive.
- 2. Pursuant to the Transaction with the relevant Bank, on the transaction date listed above, the Bank's call option was automatically exercised with respect to the portion of the Transaction expiring on such date, and, because the relevant Transaction is cash settled, in lieu of delivering Common Stock to the Bank, A/N paid to the Bank, for each share of Common Stock underlying such call options, the excess of the volume weighted average price of the Common Stock on the relevant transaction date over the strike price of \$371.5202 with respect to such call option. On the same date, the related put option with respect to an equal number of shares of Common Stock expired unexercised.
- 3. The settlement of the Transactions occurred pursuant to the formulas set forth in the Transaction agreements at the time they were entered into, and the reported sales of the Common Stock in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-6(b) thereunder.

Remarks

of Newhouse Broadcasting Corporation, Advance Publications, Inc., Newhouse Family Holdings, L.P. and Advance Long-Term Management Trust may be deemed to beneficially own the shares of Common Stock beneficially owned by A/N and reported in Table I and the call options and put options held by A/N and reported in Table II due to their control of A/N. Each reporting person disclaims beneficial ownership except to the extent of its pecuniary interest.

Advance/Newhouse Partnership, /s/ Oren Klein, Chief Financial 08/18/2021 Officer | Newhouse Broadcasting Corporation, /s/ Oren Klein, 08/18/2021 Chief Financial Officer Advance Publications, Inc., /s/ Oren Klein, Chief Financial 08/18/2021 Officer Newhouse Family Holdings, L.P., Advance Long Term Management Trust, as General 08/18/2021 Partner, /s/ Michael A.

Newhouse

Advance Long-Term

Management Trust, /s/ Michael 08/18/2021

A. Newhouse

** Signature of Reporting Person Date

 $Reminder: Report \ on \ a \ separate \ line \ for \ each \ class \ of \ securities \ beneficially \ owned \ directly \ or \ indirectly.$

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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