

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): January 18, 2011



**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)*

**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:**

- 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))

**ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

**ITEM 8.01. OTHER EVENTS.**

On January 18, 2011, the Disinterested Members of the Board of Directors (as such term is defined in Charter's Certificate of Incorporation) of Charter Communications, Inc. ("Charter") unanimously voted to convert all 2,241,299 shares of Class B common stock of Charter held by Paul G. Allen into a like number of shares of Class A common stock of Charter (the "Conversion"). The Conversion was effective immediately prior to the close of business on January 18, 2011 pursuant to the terms of Charter's Certificate of Incorporation. As a result of the Conversion, Mr. Allen no longer has a 35% voting interest associated with the Class B common stock and no longer has the right to appoint four directors.

William L. McGrath and Christopher M. Temple, two of the former Class B directors, resigned from the Board of Directors effective immediately following the Conversion. The Board of Directors appointed Edgar Lee and Stan Parker to fill the vacancies resulting from those resignations. The Board also appointed John D. Markley, Jr. as a member of the Audit Committee to fill the vacancy resulting from Mr. Temple's resignation and appointed Mr. Parker and Mr. Lee to fill the vacancies on the Nominating and Corporate Governance Committee resulting from Mr. McGrath's resignation from the Board and Mr. Markley's resignation from the Nominating and Corporate Governance Committee.

The following is the biographical information for Messrs. Lee and Parker:

Edgar Lee, 34, is Senior Vice President of Oaktree Capital Management, L.P. Mr. Lee joined Oaktree Capital Management in 2007. From 2005 to 2007, Mr. Lee was an Associate Director in the TMT Investment Banking division of UBS Investment Bank in Los Angeles. Prior to UBS, Mr. Lee was an Associate in the Fixed Income Division at Lehman Brothers Inc. Mr. Lee received a B.A. in Economics from Swarthmore College and an M.P.P. with a concentration in Applied Economics from Harvard University.

Stan Parker, 34, is a senior partner of Apollo Global Management LLC, having joined the firm as an associate in 2000. Prior to that time, Mr. Parker was employed by Salomon Smith Barney, Inc. in its Financial Entrepreneurs Group within the Investment Banking Division. Mr. Parker also serves on the board of directors of AMC Entertainment Inc., AMC Entertainment Holdings, Inc., Affinion Group, CEVA Logistics and Momenite Performance Materials. Mr. Parker holds a B.S. degree in Economics from The Wharton School of Business at the University of Pennsylvania.

The press release announcing the Conversion and the changes in the Board is attached as Exhibit 99.1.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 99.1                  | Press release announcing the Conversion and the changes in the Board dated January 18, 2011. |

\* filed herewith

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**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.

C O M M U N I C A T I O N S , I N C .

C H A R T E R

R e g i s t r a n t

**Dated: January 18, 2011**

By:/s/ Kevin D. Howard

Name: Kevin D. Howard

Title: *Senior Vice President - Finance, Controller  
and Chief Accounting Officer*

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EXHIBIT INDEX

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# NEWS

FOR RELEASE: January 18, 2011

## Charter Names Two New Directors to Board

*New directors appointed following conversion of Class B shares to Class A shares*

St. Louis, Missouri – Charter Communications, Inc. (NASDAQ:CHTR) announced today that its Board of Directors has voted to convert all 2,241,299 shares of Class B common stock of Charter held by Paul G. Allen into the same number of shares of Class A common stock of Charter (the “Conversion”).

The Conversion was effective on January 18, 2011. As a result of the Conversion, Mr. Allen no longer has a 35% voting interest associated with the Class B common stock and no longer has the right to appoint four members of the Board of Directors.

Following the Conversion, William L. McGrath and Christopher M. Temple, two of the directors previously appointed by Mr. Allen, resigned from the Board. The Board has appointed Edgar Lee and Stan Parker to fill the vacancies resulting from those resignations. The Board also appointed John D. Markley, Jr. as a member of the Audit Committee to fill the vacancy resulting from Mr. Temple’s resignation and appointed Messrs. Lee and Parker to fill the vacancies on the Nominating and Corporate Governance Committee resulting from Mr. McGrath’s resignation from the Board and from Mr. Markley’s resignation from the Nominating and Corporate Governance Committee.

“It has been a pleasure serving on the Board with Bill and Chris. My fellow directors and I, along with Charter’s leadership team, appreciate their sound counsel and hope to have the opportunity to work with them again in the future,” said Eric L. Zinterhofer, Chairman of the Board. “Stan and Edgar are highly regarded business leaders, and I’m confident the financial expertise they bring to the Board will be invaluable as Charter executes its strategy for long-term growth.”

Mr. Lee is Senior Vice President of Oaktree Capital Management, L.P. He was previously an Associate Director in the TMT Investment Banking division of UBS Investment Bank and was an Associate in the Fixed Income Division at Lehman Brothers Inc.

Mr. Parker is a senior partner of Apollo Global Management LLC. Prior to that, he worked in the Financial Entrepreneurs Group within the Investment Banking Division of Salomon Smith Barney, Inc. Mr. Parker serves on the board of directors of AMC Entertainment Inc., AMC

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## About Charter

Charter (NASDAQ: CHTR) is a leading broadband communications company and the fourth-largest cable operator in the United States. Charter provides a full range of advanced broadband services, including advanced Charter TV™ video entertainment programming, Charter Internet™ access, and Charter Phone™. Charter Business® similarly provides scalable, tailored, and cost-effective broadband communications solutions to business organizations, such as business-to-business Internet access, data networking, business telephone, video and music entertainment services, and wireless backhaul. Charter's advertising sales and production services are sold under the Charter Media® brand. More information about Charter can be found at [charter.com](http://charter.com).

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