

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM 8-K**

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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 25, 2006

**CCO Holdings, LLC**  
**CCO Holdings Capital Corp.**

*(Exact name of registrants as specified in their charter)*

**Delaware**

**Delaware**

*(State or Other Jurisdiction of Incorporation or Organization)*

**333-112593**

**333-112593-01**

*(Commission File Number)*

**86-1067239**

**20-0257904**

*(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))
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## ITEM 8.01 OTHER EVENTS.

Charter Communications, Inc., the indirect parent company and manager of CCO Holdings, LLC and CCO Holdings Capital Corp., announced the results to date of the offers by its indirect subsidiaries, CCH II, LLC ("CCH II") and CCH I, LLC ("CCH I") to issue new 10.25% Senior Notes due 2013 of CCH II (the "CCH II Notes") and 11.00% Senior Secured Notes due 2015 of CCH I (the "CCH I Notes" and, collectively with the CCH II Notes, the "New Notes") in exchange for up to any and all of each series of the outstanding notes of Charter Communications Holdings, LLC with maturities in 2009 and 2010 (the "2009-2010 Notes") and in 2011 and 2012 (the "2011-2012 Notes" and, collectively with the 2009-2010 Notes, the "Old Notes").

As of 5:00 PM, Eastern Time, on Thursday, August 24, 2006, approximately \$483.1 million in aggregate principal amount of Old Notes had been validly tendered, consisting of approximately \$183.1 million aggregate principal amount of the 2009-2010 Notes and approximately \$300.0 million aggregate principal amount of 2011-2012 Notes.

Based upon the tenders to date and subject to consummation of the offers, \$200.0 million aggregate principal amount of CCH II Notes and approximately \$212.0 million aggregate principal amount of CCH I Notes would be issued. Approximately \$593.2 million aggregate principal amount of 2009-2010 Notes and approximately \$583.4 million aggregate principal amount of 2011-2012 Notes would remain outstanding.

The press release announcing the above results is attached hereto as Exhibit 99.1.

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

The following exhibits are filed pursuant to Item 8.01:

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated as of August 25, 2006. (Incorporated by reference to Exhibit 99.1 to the current report on Form 8-K of Charter Communications Holdings, LLC filed on August 25, 2006 (File No. 333-77499)).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, CCO Holdings, LLC and CCO Holdings Capital Corp. have duly caused this Current Report to be signed on their behalf by the undersigned hereunto duly authorized.

**CCO HOLDINGS, LLC**

**Registrant**

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: August 25, 2006

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: *Executive Vice President, General Counsel and Secretary*

**CCO HOLDINGS CAPITAL CORP.**

**Registrant**

Dated: August 25, 2006

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: *Executive Vice President, General Counsel and Secretary*

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## Exhibit Index

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