UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G (Amendment No. 3)*

Under the Securities Exchange Act of 1934

		(Name of Issuer)
		Common Stock, par value \$0.001
		(Title of Class of Securities)
		16117M305
		(CUSIP Number)
		December 31, 2013
		(Date of Event Which Requires Filing of this Statement)
Check the app	ropriate box to	designate the rule pursuant to which this Schedule is filed:
0	Rule 13d-1(b	
0	Rule 13d-1(c	
X	Rule 13d-1(d	
*The remaind	er of this cover	page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for
		containing information which would alter the disclosures provided in a prior cover page.
The informati	on required in t	he remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act o
		bject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).
CLICID N. 1	C1173 #205	
CUSIP No. 1	011/M305	
1	Name of Repo	etting Develope
1		rating Persons. Cation Nos. of Above Persons (Entities Only).
	AP Charter Ho	oldings (Sub II), LLC
_		
2		propriate Box if a Member of a Group (See Instructions)
	(a)	0
	(b)	<u>X</u>
2	CEC II. O.I	
3	SEC Use Only	
4	Citihi	Disco of Ouganization
4	Delaware	Place of Organization
	5	Sole Voting Power
Name have a f		
Number of Shares	6	Shared Voting Power
Beneficially		0 shares of Class A common stock
Owned by Each	=	Cole Princetti e Presse
Reporting	7	Sole Dispositive Power
Person With:		

8

Shared Dispositive Power 0 shares of Class A common stock

9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares of Class A common stock		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11	Percent of Class Represented by Amount in Row (9) 0.0%		
12	Type of Reporting Person (See Instructions) OO		
		2	
CUSIP No. 1	l6117M305		
1	Name of Repo I.R.S. Identific Red Bird, L.P.	cation Nos. of Above Persons (Entities Only).	
2		propriate Box if a Member of a Group (See Instructions)	
	(a) (b)	0 x	
	(0)	Δ	
3	SEC Use Only		
4	Citizenship or Place of Organization Cayman Islands		
	5	Sole Voting Power	
Number of Shares Beneficially	6	Shared Voting Power 0 shares of Class A common stock	
Owned by Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 0 shares of Class A common stock	
9		nount Beneficially Owned by Each Reporting Person ass A common stock	
10	Check Box if t	the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o	
10	- Circuit Doil II	are 1258 equite 1 mount in 110 ii (b) Encluded Germin Onates (Gee mountedons)	
11	Percent of Cla 0.0%	ss Represented by Amount in Row (9)	
12	Type of Repor	ting Person (See Instructions)	
		3	

Cayman Islands

	5	Sole Voting Power	
Number of Shares Beneficially	6	Shared Voting Power 0 shares of Class A common stock	
Owned by Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 0 shares of Class A common stock	
9	Aggregate Amount Be 0 shares of Class A co	neficially Owned by Each Reporting Person mmon stock	
10	Check Box if the Agg	regate Amount in Row (9) Excludes Certain Shares (See Instructions) o	
11	Percent of Class Repre	esented by Amount in Row (9)	
12	Type of Reporting Per PN	son (See Instructions)	
		5	
CUSIP No. 1	6117M305		
1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). AP Charter Holdings (Sub II MM), LLC		
2		Box if a Member of a Group (See Instructions)	
	(a) 0 (b) x		
3	SEC Use Only		
4	Citizenship or Place of Delaware	f Organization	
	5	Sole Voting Power	
Number of Shares Beneficially Owned by	6	Shared Voting Power 0 shares of Class A common stock	
Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 0 shares of Class A common stock	
9	Aggregate Amount Be 0 shares of Class A co	neficially Owned by Each Reporting Person mmon stock	

10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11	Percent of Class Represented by Amount in Row (9) 0.0%		
12	Type of Reporting Person (See Instructions) OO		
		6	
CUSIP No. 1	6117M305		
13	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). AP Charter Holdings, L.P.		
14	Check the Appropriat (a) o	te Box if a Member of a Group (See Instructions)	
	(a) 0 (b) x		
15	SEC Use Only		
16	Citizenship or Place of Organization Delaware		
	17	Sole Voting Power	
Number of Shares Beneficially	18	Shared Voting Power 0 shares of Class A common stock	
Owned by Each Reporting Person With:	19	Sole Dispositive Power	
	20	Shared Dispositive Power 0 shares of Class A common stock	
21	Aggregate Amount B 0 shares of Class A co	Beneficially Owned by Each Reporting Person ommon stock	
22	Check Box if the Agg	gregate Amount in Row (9) Excludes Certain Shares (See Instructions) o	
23	Percent of Class Represented by Amount in Row (9) 0.0%		
24	Type of Reporting Person (See Instructions) PN		
		7	
CUSIP No. 1	6117M305		

CU

Name of Reporting Persons. 1

	Apollo Advisors VI, L.P.				
2	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a) c				
	(b) x				
		•			
3	SEC Use Only				
4	Citizenship or Place of Organization Delaware				
	5	Sole Voting Power			
Number of	6	Shared Voting Power			
Shares Panaficially	O	0 shares of Class A common stock			
Beneficially Owned by					
Each	7	Sole Dispositive Power			
Reporting Person With:					
	8	Shared Dispositive Power			
		0 shares of Class A common stock			
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares of Class A common stock				
10	Check Box if the	Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11	Percent of Class Represented by Amount in Row (9) 0.0%				
12	Type of Reporting Person (See Instructions) PN				
		0			
		8			
CUSIP No. 1	.6117M305				
1	Name of Reporting	ng Persons. ion Nos. of Above Persons (Entities Only).			
	Apollo Capital Management VI, LLC				
2	Check the Appro	priate Box if a Member of a Group (See Instructions)			
	(a) c				
	(b) x				
3	SEC Use Only				
4	Citizenshin or DI	ace of Organization			
7	Delaware	uce of Organization			
Number of	5	Sole Voting Power			
Shares					
Beneficially					

I.R.S. Identification Nos. of Above Persons (Entities Only).

Owned by Each			
Reporting Person With:	6	Shared Voting Power 0 shares of Class A common stock	
	7	Sole Dispositive Power	
	8	Shared Dispositive Power 0 shares of Class A common stock	
9	Aggregate Am 0 shares of Cla	ount Beneficially Owned by Each Reporting Person ss A common stock	
10	Check Box if the	he Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o	
	Percent of Clas	ss Represented by Amount in Row (9)	
	Type of Report OO	ring Person (See Instructions)	
•		9	
-	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Advisors VII, L.P. Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a)	0	
	(b)	X	
3	SEC Use Only		
4	Citizenship or I Delaware	Place of Organization	
	5	Sole Voting Power	
Number of Shares Beneficially	6	Shared Voting Power 0 shares of Class A common stock	
Owned by Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 0 shares of Class A common stock	
9	Aggregate Am 0 shares of Cla	ount Beneficially Owned by Each Reporting Person ss A common stock	
10	Check Box if the	he Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o	

11	0.0%			
12	Type of Reporting Person (See Instructions) PN			
	10			
CUSIP No. 1	.6117M305			
1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Capital Management VII, LLC			
2	Check the Appropri	riate Box if a Member of a Group (See Instructions)		
	(a) <u>o</u>			
	(b) <u>x</u>			
3	SEC Use Only			
4	Citizenship or Plac Delaware	re of Organization		
	5	Sole Voting Power		
Number of Shares Beneficially	6	Shared Voting Power 0 shares of Class A common stock		
Owned by Each Reporting Person With:	7	Sole Dispositive Power		
	8	Shared Dispositive Power 0 shares of Class A common stock		
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares of Class A common stock			
10	Check Box if the A	Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11	Percent of Class Represented by Amount in Row (9) 0.0%			
12	Type of Reporting Person (See Instructions) OO			
		11		
CUSIP No. 1	.6117M305			
1	Name of Reporting I.R.S. Identificatio Apollo Principal H	n Nos. of Above Persons (Entities Only).		

2	Check the App	ropriate Box if a Member of a Group (See Instructions)		
	(a)	0		
	(b)	x		
3	SEC Use Only			
•				
4	Citizenship or Delaware	Place of Organization		
	5	Sole Voting Power		
Number of	6	Shared Voting Power		
Shares Beneficially		0 shares of Class A common stock		
Owned by				
Each Reporting Person With:	7	Sole Dispositive Power		
reison wim.				
	8	Shared Dispositive Power		
		0 shares of Class A common stock		
9		ount Beneficially Owned by Each Reporting Person ss A common stock		
•				
10	Check Box if t	ne Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11	Percent of Class Represented by Amount in Row (9) 0.0%			
12	Type of Reporting Person (See Instructions)			
	PN			
		12		
CUSIP No. 1	6117M305			
1	Name of Reporting Persons.			
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings I GP, LLC			
	<u></u>			
2	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)	0		
	(b)	X		
3	SEC Use Only			
4	Citizenship or Place of Organization Delaware			
•				
Number of	5	Sole Voting Power		
Shares Beneficially				
Owned by				
Each Reporting	6	Shared Voting Power 0 shares of Class A common stock		
Person With:		o shares of Glass 11 collinon stock		

	7	Sole Dispositive Power	
	8	Shared Dispositive Power 0 shares of Class A common stock	
9	Aggregate Amount B 0 shares of Class A co	eneficially Owned by Each Reporting Person ommon stock	
10	Check Box if the Agg	gregate Amount in Row (9) Excludes Certain Shares (See Instructions) o	
11	Percent of Class Repr 0.0%	resented by Amount in Row (9)	
12	Type of Reporting Pe	rson (See Instructions)	
		13	
CUSIP No. 1	6117M305		
1	Name of Reporting P I.R.S. Identification N Red Bird GP, Ltd.	ersons. Nos. of Above Persons (Entities Only).	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o		
	(b) x		
3	SEC Use Only		
4	Citizenship or Place of Organization Cayman Islands		
	5	Sole Voting Power	
Number of Shares Beneficially	6	Shared Voting Power 0 shares of Class A common stock	
Owned by Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 0 shares of Class A common stock	
9	Aggregate Amount B 0 shares of Class A co	eneficially Owned by Each Reporting Person ommon stock	
10	Check Box if the Agg	gregate Amount in Row (9) Excludes Certain Shares (See Instructions) o	
11	Percent of Class Repr 0.0%	resented by Amount in Row (9)	

12	Type of Reporting Person (See Instructions) CO		
	14		
CUSIP No. 1	l6117M305		
1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Blue Bird GP, Ltd.		
2	Check the Appropriate	e Box if a Member of a Group (See Instructions)	
	(a) o		
	(b) x		
3	SEC Use Only		
4	Citizenship or Place of Organization Cayman Islands		
	5	Sole Voting Power	
Number of Shares Beneficially	6	Shared Voting Power 0 shares of Class A common stock	
Owned by Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 0 shares of Class A common stock	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares of Class A common stock		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11	Percent of Class Represented by Amount in Row (9) 0.0%		
12	Type of Reporting Person (See Instructions)		
		15	
CUSIP No. 1	L6117M305		
1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Green Bird GP, Ltd.		
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o		
	(b) x		

3	SEC Use Only		
4	Citizenship or Place Cayman Islands	of Organization	
	5	Sole Voting Power	
Number of Shares Beneficially	6	Shared Voting Power 0 shares of Class A common stock	
Owned by Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 0 shares of Class A common stock	
9	Aggregate Amount I 0 shares of Class A	Beneficially Owned by Each Reporting Person common stock	
10	Check Box if the Ag	gregate Amount in Row (9) Excludes Certain Shares (See Instructions) o	
11	Percent of Class Rep 0.0%	resented by Amount in Row (9)	
12	Type of Reporting Person (See Instructions) CO		
		16	
CUSIP No. 1	6117M305		
1	Name of Reporting I I.R.S. Identification Apollo SVF Manage	Nos. of Above Persons (Entities Only).	
2		te Box if a Member of a Group (See Instructions)	
	(a) o (b) x		
3	SEC Use Only		
4	Citizenship or Place of Organization Delaware		
Number of Shares	5	Sole Voting Power	
Beneficially Owned by Each Reporting	6	Shared Voting Power 0 shares of Class A common stock	
Person With:	7	Sole Dispositive Power	

	8	Shared Dispositive Power 0 shares of Class A common stock
9	Aggregate Amo	ount Beneficially Owned by Each Reporting Person ss A common stock
10	Check Box if th	ne Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
11	Percent of Clas	s Represented by Amount in Row (9)
12	Type of Report	ing Person (See Instructions)
		17
CUSIP No. 1	6117M305	
1		ting Persons. ation Nos. of Above Persons (Entities Only). anagement GP, LLC
2	Check the Approach (a)	ropriate Box if a Member of a Group (See Instructions)
	(a) (b)	x
3	SEC Use Only Citizenship or I Delaware	Place of Organization
	5	Sole Voting Power
Number of Shares Beneficially	6	Shared Voting Power 0 shares of Class A common stock
Owned by Each Reporting Person With:	7	Sole Dispositive Power
	8	Shared Dispositive Power 0 shares of Class A common stock
9		ount Beneficially Owned by Each Reporting Person as A common stock
10	Check Box if th	ne Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
11	Percent of Clas 0.0%	s Represented by Amount in Row (9)
12	Type of Report	ing Person (See Instructions)

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JUSIP No. 1	.6117M305		
1		rting Persons. ation Nos. of Above Persons (Entities Only). Management, L.P.	
2	Check the App	ropriate Box if a Member of a Group (See Instructions)	
	(a)	0	
	(b)	x	
	. ,	<u>. · · · · · · · · · · · · · · · · · · ·</u>	
3	SEC Use Only		
4	Citizenship or Place of Organization Delaware		
	5	Sole Voting Power	
Number of Shares Beneficially	6	Shared Voting Power 0 shares of Class A common stock	
Owned by Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 0 shares of Class A common stock	
9	Aggregate Am 0 shares of Cla	ount Beneficially Owned by Each Reporting Person ss A common stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11	Percent of Class Represented by Amount in Row (9) 0.0%		
12	Type of Reporting Person (See Instructions) PN		
		19	
CUSIP No. 1	6117M305		
1	Name of Report I.R.S. Identific Apollo Value M	rting Persons. ation Nos. of Above Persons (Entities Only). Management GP, LLC	
2		ropriate Box if a Member of a Group (See Instructions)	
	(a)	0	
	(b)	X	
3	SEC Use Only		

4	Citizenship or Place of Organization Delaware		
	5	Sole Voting Power	
Number of Shares Beneficially	6	Shared Voting Power 0 shares of Class A common stock	
Owned by Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 0 shares of Class A common stock	
9	Aggregate Amount B 0 shares of Class A c	Beneficially Owned by Each Reporting Person ommon stock	
10	Check Box if the Agg	gregate Amount in Row (9) Excludes Certain Shares (See Instructions) o	
11	Percent of Class Rep. 0.0%	resented by Amount in Row (9)	
12	Type of Reporting Pe	erson (See Instructions)	
		20	
CUSIP No. 1	6117M305		
1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Capital Management, L.P.		
2	Check the Appropria	te Box if a Member of a Group (See Instructions)	
	(a) <u>o</u>		
	(b) <u>x</u>		
3	SEC Use Only		
4	Citizenship or Place of Organization Delaware		
	5	Sole Voting Power	
Number of Shares Beneficially	6	Shared Voting Power 0 shares of Class A common stock	
Owned by Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 0 shares of Class A common stock	

9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares of Class A common stock			
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11	Percent of Class Represented by Amount in Row (9) 0.0%			
12	Type of Reporting Person (See Instructions) PN			
		21		
CUSIP No. 1	.6117M305			
1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Capital Management GP, LLC			
2		propriate Box if a Member of a Group (See Instructions)		
	(a)	0		
	(b)	X		
3	SEC Use Only	,		
4	Citizenship or Place of Organization Delaware			
	5	Sole Voting Power		
Number of Shares Beneficially	6	Shared Voting Power 0 shares of Class A common stock		
Owned by Each Reporting Person With:	7	Sole Dispositive Power		
	8	Shared Dispositive Power 0 shares of Class A common stock		
9		nount Beneficially Owned by Each Reporting Person ass A common stock		
10	Check Box if t	he Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11	Percent of Cla	ss Represented by Amount in Row (9)		
12	Type of Reporting Person (See Instructions) OO			
		22		

Delaware

	5	Sole Voting Power
Number of Shares Beneficially	6	Shared Voting Power 0 shares of Class A common stock
Owned by Each Reporting Person With:	7	Sole Dispositive Power
	8	Shared Dispositive Power 0 shares of Class A common stock
9	Aggregate Amount Be 0 shares of Class A co	eneficially Owned by Each Reporting Person mmon stock
10	Check Box if the Agg	regate Amount in Row (9) Excludes Certain Shares (See Instructions) o
11	Percent of Class Repro	esented by Amount in Row (9)
12	Type of Reporting Per	son (See Instructions)
		24
CUSIP No. 1	6117M305	
1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo SVF Advisors, L.P.	
2	Check the Appropriate	e Box if a Member of a Group (See Instructions)
	(a) <u>o</u>	
	(b) x	
3	SEC Use Only	
4	Citizenship or Place o Delaware	f Organization
	5	Sole Voting Power
Number of Shares Beneficially	6	Shared Voting Power 0 shares of Class A common stock
Owned by Each Reporting Person With:	7	Sole Dispositive Power
	8	Shared Dispositive Power 0 shares of Class A common stock
9	Aggregate Amount Be 0 shares of Class A co	eneficially Owned by Each Reporting Person mmon stock

10	Check Box if the A	aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o	
11	Percent of Class Represented by Amount in Row (9) 0.0%		
12	Type of Reporting Person (See Instructions) PN		
		25	
CUSIP No. 1	.6117M305		
1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo SVF Capital Management, LLC		
2		riate Box if a Member of a Group (See Instructions)	
	(a) <u>o</u> (b) <u>x</u>		
3	SEC Use Only		
4	Citizenship or Place of Organization Delaware		
	5	Sole Voting Power	
Number of Shares Beneficially	6	Shared Voting Power 0 shares of Class A common stock	
Owned by Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 0 shares of Class A common stock	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares of Class A common stock		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11	Percent of Class Represented by Amount in Row (9) 0.0%		
12	Type of Reporting Person (See Instructions) OO		
		26	
CUSIP No. 1	.6117M305		

1 Name of Reporting Persons.

	Apollo Value Advisors, L.P.				
2	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a) c				
	(b) x				
3	SEC Use Only				
4	Citizenship or Pla Delaware	ace of Organization			
	5	Sole Voting Power			
Number of	6	Shared Voting Power			
Shares Beneficially	O	0 shares of Class A common stock			
Owned by					
Each	7	Sole Dispositive Power			
Reporting Person With:					
	8	Shared Dispositive Power 0 shares of Class A common stock			
		o Shares of Class A common stock			
9	Aggregate Amou	ant Beneficially Owned by Each Reporting Person			
J		A common stock			
10	Check Box if the	Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11		Represented by Amount in Row (9)			
	0.0%				
12	Type of Reportin	g Person (See Instructions)			
		27			
CUSIP No. 1	.6117M305				
1	Name of Reporting				
		ion Nos. of Above Persons (Entities Only). pital Management, LLC			
2	Check the Appro	priate Box if a Member of a Group (See Instructions)			
	(a) c				
	(b) x				
3	SEC Use Only				
J	<u> </u>				
4	Citizenship or Dl	ace of Organization			
7	Delaware	ace of Organization			
Number of	5	Sole Voting Power			
Shares Beneficially					

I.R.S. Identification Nos. of Above Persons (Entities Only).

Owned by Each Reporting Person With:	6	Shared Voting Power 0 shares of Class A common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 0 shares of Class A common stock
9	Aggregate Amo	ount Beneficially Owned by Each Reporting Person as A common stock
10	Check Box if th	ne Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
	Percent of Clas 0.0%	s Represented by Amount in Row (9)
	Type of Report	ing Person (See Instructions)
-		28
	Name of Repor	ting Persons. ation Nos. of Above Persons (Entities Only). al Holdings II, L.P.
2	Check the App	ropriate Box if a Member of a Group (See Instructions)
	(a)	0
	(b)	X
3	SEC Use Only	
	Citizenship or I Delaware	Place of Organization
	5	Sole Voting Power
Number of Shares Beneficially	6	Shared Voting Power 0 shares of Class A common stock
Owned by Each Reporting Person With:	7	Sole Dispositive Power
	8	Shared Dispositive Power 0 shares of Class A common stock
		ount Beneficially Owned by Each Reporting Person as A common stock
10	Check Box if th	ne Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

11	0.0%			
12	Type of Reporting Person (See Instructions) PN			
	29			
CUSIP No. 1	16117M305			
1	Name of Reporting F I.R.S. Identification Apollo Principal Hol	Nos. of Above Persons (Entities Only).		
2	Check the Appropria	te Box if a Member of a Group (See Instructions)		
	(a) o			
	(b) x			
3	SEC Use Only			
4	Citizenship or Place Delaware	of Organization		
	5	Sole Voting Power		
Number of Shares Beneficially	6	Shared Voting Power 0 shares of Class A common stock		
Owned by Each Reporting Person With:	7	Sole Dispositive Power		
	8	Shared Dispositive Power 0 shares of Class A common stock		
9	Aggregate Amount E 0 shares of Class A c	Beneficially Owned by Each Reporting Person common stock		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11	Percent of Class Rep 0.0%	resented by Amount in Row (9)		
12	Type of Reporting Pe	erson (See Instructions)		
		30		
CUSIP No. 1	16117M305			
1	Name of Reporting F I.R.S. Identification I Apollo Management	Nos. of Above Persons (Entities Only).		

2	Check the App	ropriate Box if a Member of a Group (See Instructions)	
	(a)	0	
	(b)	X	
3	SEC Use Only		
4	Citizenship or Delaware	Place of Organization	
	5	Sole Voting Power	
Number of Shares	6	Shared Voting Power 0 shares of Class A common stock	
Beneficially Owned by Each Reporting Person With:	7	Sole Dispositive Power	
Cison Willi.	8	Shared Dispositive Power 0 shares of Class A common stock	
9		ount Beneficially Owned by Each Reporting Person as A common stock	
10	Check Box if t	ne Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o	
11	Percent of Class Represented by Amount in Row (9) 0.0%		
12	Type of Reporting Person (See Instructions) PN		
		31	
CUSIP No. 1	6117 M 305		
COSH 140. 1	0117141303		
1		ting Persons. ation Nos. of Above Persons (Entities Only). ment Holdings GP, LLC	
2	Check the App	ropriate Box if a Member of a Group (See Instructions)	
	(a)	o	
	(b)	x	
3	SEC Use Only		
4	Citizenship or Place of Organization Delaware		
Number of Shares Beneficially	5	Sole Voting Power	
Owned by Each Reporting	6	Shared Voting Power 0 shares of Class A common stock	
Person With:			

- 7 Sole Dispositive Power
- 8 Shared Dispositive Power
 0 shares of Class A common stock
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares of Class A common stock
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
- 11 Percent of Class Represented by Amount in Row (9) 0.0%
- 12 Type of Reporting Person (See Instructions) OO

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- **Item 1.** (a) Name of Issuer Charter Communications, Inc.
 - (b) Address of Issuer's Principal Executive Offices 12405 Powerscourt Drive St. Louis, Missouri 63131

Item 2. (a) Name of Person Filing

This statement is filed by (i) AP Charter Holdings (Sub II), LLC ("AP Charter Sub II"), (ii) Red Bird, L.P. ("Red Bird"), (iii) Blue Bird, L.P. ("Blue Bird"), (iv) Green Bird"), (v) AP Charter Holdings (Sub II MM), LLC ("AP Charter Sub MM"), (vi) AP Charter Holdings, L.P. ("AP Charter"), (vii) Apollo Advisors VI, L.P. ("Advisors VI"), (viii) Apollo Capital Management VI, LLC ("ACM VI"), (ix) Apollo Advisors VII, L.P. ("Advisors VII"), (x) Apollo Capital Management VII, LLC ("ACM VII"), (xi) Apollo Principal Holdings I, L.P. ("Principal I"), (xii) Apollo Principal Holdings I GP, LLC ("Principal I GP"), (xiii) Red Bird GP, Ltd. ("Red Bird GP"), (xiv) Blue Bird GP, Ltd. ("Blue Bird GP"), (xv) Green Bird GP, Ltd. ("Green Bird GP"), (xvi) Apollo SVF Management, L.P. ("SVF Management"), (xvii) Apollo SVF Management GP, LLC ("SVF Management GP"), (xviii) Apollo Value Management, L.P. ("Capital Management"), (xxi) Apollo Capital Management GP, LLC ("Capital Management GP"), (xxii) Apollo SOMA Advisors, L.P. ("SOMA Advisors"), (xxiii) Apollo SOMA Capital Management, LLC ("SOMA Capital Management"), (xxiv) Apollo SVF Advisors, L.P. ("SVF Advisors"), (xxvi) Apollo SVF Capital Management, LLC ("SVF Capital Management"), (xxvi) Apollo Value Advisors, L.P. ("Value Advisors"), (xxvii) Apollo Value Capital Management, LLC ("Value Capital Management"), (xxvii) Apollo Principal Holdings II, L.P. ("Principal II"), (xxix) Apollo Principal Holdings II GP, LLC ("Principal II GP"), (xxx) Apollo Management Holdings, L.P. ("Management Holdings"), and (xxxi) Apollo Management Holdings GP, LLC ("Management Holdings GP"), all of which are collectively referred to herein as the "Reporting Persons."

AP Charter Sub MM is the sole member and manager of AP Charter Sub II, and AP Charter serves as the sole member and manager of AP Charter Sub MM. Advisors VI and Advisors VII serve as the general partners of AP Charter. ACM VI serves as the general partner of Advisors VI and ACM VII serves as the general partner of Advisors VII. Principal Holdings I serves as the sole member and manager of each of ACM VI and ACM VII. Principal I GP serves as the general partner of Principal I. Red Bird GP serves as the general partner of Red Bird, Blue Bird GP serves as the general partner of Blue Bird, and Green Bird GP serves as the general partner of Green Bird GP, and Value Management serves as the director of Green Bird GP. SVF Management GP serves as the general partner of SVF Management and Value Management GP serves as the general partner of Value Management. Capital Management serves as the sole member and manager of each of SVF Management GP and Value Management GP. Capital Management GP serves as the general partner of Capital Management. SOMA Advisors serves as the sole shareholder of Red Bird GP,

(b) Address of Principal Business Office or, if none, Residence
The principal address of AP Charter Sub II, AP Charter Sub MM, AP Charter, Advisors VI, ACM VI, Advisors VII, ACM VII,
Principal I, Principal I GP, SOMA Advisors, SOMA Capital Management, SVF Advisors, SVF Capital Management, Value Advisors,
Value Capital Management, Principal II and Principal II GP is One Manhattanville Road, Suite 201, Purchase, New York 10577. The
principal address of Red Bird, Red Bird GP, Blue Bird, Blue Bird GP, Green Bird and Green Bird GP is Intertrust Corporate Services
(Cayman) Limited, 190 Elgin, George Town, Grand Cayman KY1-9005, Cayman Islands. The principal address of SVF Management,
SVF Management GP, Value Management, Value Management GP, Capital Management, Capital Management GP, Management
Holdings and Management Holdings GP is 9 W. 57th Street, 43rd Floor, New York, New York 10019.

(c) Citizenship

AP Charter, Advisors VI, Advisors VII, Principal I, SVF Management, Value Management, Capital Management, SOMA Advisors, SVF Advisors, Value Advisors, Principal II and Management Holdings are each Delaware limited partnerships. AP Charter Sub II, AP Charter Sub MM, ACM VI, ACM VII, Principal I GP, SVF Management GP, Value Management GP, Capital Management GP, SOMA Capital Management, SVF Capital Management, Value Capital Management, Principal II GP and Management Holdings GP are each Delaware limited liability companies. Red Bird, Blue Bird and Green Bird are each exempted limited partnerships registered in the Cayman Islands. Red Bird GP, Blue Bird GP and Green Bird GP are each exempted companies incorporated in the Cayman Islands with limited liability.

- (d) Title of Class of Securities
 Class A common stock, par value \$0.001.
- (e) CUSIP Number 16117M305

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

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Item 4. Ownership.

- (a) Amount beneficially owned:0 for all Reporting Persons.
- (b) Percent of class:

0.0% for all Reporting Persons.

The percentage amounts are based on 104,132,858 shares of Class A Common Stock outstanding as of September 30, 2013, as reported in the Issuer's Current Report on Form 10-Q filed with the Securities and Exchange Commission on November 5, 2013.

- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:0 for all Reporting Persons.
 - (ii) Shared power to vote or to direct the vote: 0 for all Reporting Persons.
 - (iii) Sole power to dispose or to direct the disposition of:0 for all Reporting Persons.
 - (iv) Shared power to dispose or to direct the disposition of:0 for all Reporting Persons.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

[The remainder of this page intentionally left blank.]

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2014

AP CHARTER HOLDINGS (SUB II), LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

AP CHARTER HOLDINGS (SUB II MM), LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

RED BIRD, L.P.

By: Red Bird GP, Ltd. its general partner

By: Apollo SVF Management, L.P.

its director

By: Apollo SVF Management GP, LLC

its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

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BLUE BIRD, L.P.

By: Blue Bird GP, Ltd. its general partner

By: Apollo SVF Management, L.P.

its director

By: Apollo SVF Management GP, LLC

its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

GREEN BIRD, L.P.

By: Green Bird GP, Ltd. its general partner

By: Apollo Value Management, LP.

its director

By: Apollo Value Management GP, LLC

its general partner

By /s/ Laurie D. MedleyName: Laurie D. MedleyTitle: Vice President

AP CHARTER HOLDINGS, L.P.

By: Apollo Advisors VI, L.P., its general partner

By: Apollo Capital Management VI, LLC,

its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

Apollo Advisors VII, L.P., its general partner

By: Apollo Capital Management VII, LLC,

its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

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APOLLO ADVISORS VI, L.P.

By: Apollo Capital Management VI, LLC, its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO CAPITAL MANAGEMENT VI, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO ADVISORS VII, L.P.

By: Apollo Capital Management VII, LLC, its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO CAPITAL MANAGEMENT VII, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO PRINCIPAL HOLDINGS I, L.P.

By: Apollo Principal Holdings I GP, LLC, its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO PRINCIPAL HOLDINGS I GP, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

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RED BIRD GP, LTD.

By: Apollo SVF Management, L.P. its director

By: Apollo SVF Management GP, LLC its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

BLUE BIRD GP, LTD.

By: Apollo SVF Management, L.P.

its director

By: Apollo SVF Management GP, LLC

its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

GREEN BIRD GP, LTD.

By: Apollo Value Management, L.P. its director

By: Apollo Value Management GP, LLC

its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO SVF MANAGEMENT, L.P.

By: Apollo SVF Management GP, LLC its general partner

By: /s/ Laurie D. Medley

Name:

Laurie D. Medley
Title: Vice President

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APOLLO SVF MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO VALUE MANAGEMENT, L.P.

By: Apollo Value Management GP, LLC its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO VALUE MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO CAPITAL MANAGEMENT, L.P.

By: Apollo Capital Management GP, LLC its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO CAPITAL MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO SOMA ADVISORS, L.P.

By: Apollo SOMA Capital Management, LLC its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

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APOLLO SOMA CAPITAL MANAGEMENT, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO SVF ADVISORS, L.P.

By: Apollo SVF Capital Management, LLC

its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley Title: Vice President

APOLLO SVF CAPITAL MANAGEMENT, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO VALUE ADVISORS, L.P.

By: Apollo Value Capital Management, LLC

its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO VALUE CAPITAL MANAGEMENT, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO PRINCIPAL HOLDINGS II, L.P.

By: Apollo Principal Holdings II GP, LLC

its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

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APOLLO PRINCIPAL HOLDINGS II GP, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President