#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

## **Charter Communications, Inc.**

(Name of Issuer)

#### Class A Common Stock, par value \$0.001 per share

(Title of Class of Securities)

#### 16117M305

(CUSIP Number)

Ross A. Oliver Crestview Partners 667 Madison Avenue New York, NY 10065 (212) 906-0700

Copies to:

Paul R. Kingsley Davis Polk & Wardwell LLP 450 Lexington Avenue New York, New York 10017

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

#### February 27, 2013

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-l(f) or 240.13d-l(g), check the following box. x \*The remainder 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 any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.		16117M305	
1.	Names of Reporting Persons.		
	Crestview, L.L.C.		
2.	Check the Appropriate Box if a Memb (a) o (b) x	er of a Group (See Instructions)	
3.	SEC Use Only		
4.	Source of Funds (See Instructions)		
	00		
5.	Check if Disclosure of Legal Proceedin	ngs Is Required Pursuant to Items	2(d) or 2(e)
6.	Citizenship or Place of Organization		
	Delaware		
NUMBER OF SHARES BENEFICIAI REPORTING PERSON WITH	8. 9. 10.		Sole Voting Power 0 Shared Voting Power 9,903,955 Sole Dispositive Power 0 Shared Dispositive Power 9,903,955
11.	Aggregate Amount Beneficially Owne 9,903,955	d by Each Reporting Person	
12.	Check if the Aggregate Amount in Rov	w (11) Excludes Certain Shares (S	ee Instructions)
13.	Percent of Class Represented by Amou 9.8%		
14.	Type of Reporting Person (See Instruct	tions)	

CUSIP No.		16117M305				
1.	Names of Reporting	g Persons.				
	Encore, LLC					
2.	Check the Appropr (a) o (b) x	iate Box if a Member of a Group (See Instructions)				
3.	SEC Use Only					
4.	Source of Funds (S	ee Instructions)				
5.		e of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o				
6.	Citizenship or Place Delaware	e of Organization				
	7.	Sole Voting Power				
NUMBER OF S		3,008,169				
BENEFICIALI OWNED BY E REPORTING P	АСН	Shared Voting Power				
WITH	9.	Sole Dispositive Power				
	10	3,008,169				
	10.	Shared Dispositive Power				
11.	Aggregate Amount	Beneficially Owned by Each Reporting Person				
3,008,169		e0.				
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
13.	Percent of Class Represented by Amount in Row (11)					
	3.0%					
14.	Type of Reporting	Person (See Instructions)				
	СО	со				

CUSIP No.			16117M305		
1.	Names of Reporting Persons.				
	Crestv	riew Partners, L.P.			
2.	Check	the Appropriate Box	if a Member of a Group (See Instructions)		
	(a) o (b) x	11 1			
3.		Jse Only			
4.	Source	e of Funds (See Instru	ctions)		
5.	00 Check	if Disclosure of Lega	l Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
5.	Check	II Disclosure of Lege			
6.	Citize	nship or Place of Orga	anization		
	Delaw	rare			
		7.	Sole Voting Power		
NUMBER OF SH	HARES		0		
BENEFICIALLY	-	8.	Shared Voting Power		
OWNED BY EA REPORTING PE			3,008,169		
WITH		9.	Sole Dispositive Power		
			0		
		10.	Shared Dispositive Power		
			3,008,169		
11.	Aggre	gate Amount Benefic	ally Owned by Each Reporting Person		
	3,008,169				
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
			0		
13.	Percent of Class Represented by Amount in Row (11)				
3.0%					
14.	Туре о	of Reporting Person (S	See Instructions)		
	PN				
<u> </u>	-				

CUSIP No.			16117M305			
1.	Name	s of Reporting Persor	lis.			
	Crestview Partners (PF), L.P.					
2.	Check (a) o	the Appropriate Box	if a Member of a Group (See Instructions)			
	(b) x					
3.	SEC U	Jse Only				
4	C	of Funda (Cas Insta				
4.	Source	e of Funds (See Instru				
5.	00 Charle	if Dicelecture of Log	al Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
Э.	Cneck	II DISCIOSURE OF LEG	ar Froceedings is required Pursuant to items 2(0) or 2(e)			
6.	Citize	nship or Place of Org	anization			
	Delaw	Delaware				
		7.	Sole Voting Power			
NUMBER OF S			U			
BENEFICIALL OWNED BY EA		8.	Shared Voting Power			
REPORTING PI			3,008,169			
WITH		9.	Sole Dispositive Power			
			0			
		10.	Shared Dispositive Power			
			3,008,169			
11.	Aggre	gate Amount Benefic	cially Owned by Each Reporting Person			
	3,008					
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
10	Percent of Class Represented by Amount in Row (11)					
13.		it of Class Represent	ed by Alliount in KOW (11)			
1.4	3.0%	of Reporting Person (	See Instructione)			
14.		n reporting Person (				
	PN					

CUSIP No.			16117M305		
1.	Name	s of Reporting Person			
1.					
	Crestv	iew Holdings (TE), L	.P.		
2.		the Appropriate Box	if a Member of a Group (See Instructions)		
	(a) o (b) x				
3.		Jse Only			
4.	Source	e of Funds (See Instru	ctions)		
	00				
5.	Check	if Disclosure of Lega	l Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
			0		
6.	Citize	nship or Place of Orga	anization		
	Delaw	are			
	L.	7.	Sole Voting Power		
NUMBER OF S	HARES		0		
BENEFICIALLY OWNED BY EA		8.	Shared Voting Power		
REPORTING PE			3,008,169		
WITH		9.	Sole Dispositive Power		
			ο		
		10.	Shared Dispositive Power		
			3,008,169		
11.	Aggre	gate Amount Benefic	ially Owned by Each Reporting Person		
	3,008,169				
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
10	Percent of Class Represented by Amount in Row (11)				
13.		it of Class Represente	a by Amount in Row (11)		
1.4	3.0%       4.     Type of Reporting Person (See Instructions)				
14.		n Reporting Person (S	see instructions)		
	PN				

CUSIP No.			16117M305		
1.	Namo	s of Reporting Person	s		
1.			5.		
	Encor	e (ERISA), Ltd.			
2.		the Appropriate Box	if a Member of a Group (See Instructions)		
	(a) o (b) x				
3.		Jse Only			
4.	Source	e of Funds (See Instru	ctions)		
	00				
5.	Check	if Disclosure of Lega	l Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6.	Citize	nship or Place of Orga	anization		
	Caym	an Islands			
		7.	Sole Voting Power		
NUMBER OF SI	HARES		0		
BENEFICIALLY OWNED BY EA		8.	Shared Voting Power		
REPORTING PE			3,008,169		
WITH		9.	Sole Dispositive Power		
			ρ		
		10.	Shared Dispositive Power		
	1		3,008,169		
11.	Aggre	gate Amount Benefic	ially Owned by Each Reporting Person		
	3,008				
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
13.	Percent of Class Represented by Amount in Row (11)				
14.	3.0% Type o	of Reporting Person (S	See Instructions)		
		-r - 8 (			
	CO				

CUSIP No.			16117M305		
1.	Names of Repo	orting Dersons			
	-	-			
	Crestview Part	ners, (ERISA)	L.P.		
		ropriate Box if	a Member of a Group (See Instructions)		
	(a) o (b) x				
	SEC Use Only				
4.	Source of Fund	ls (See Instruct	ions)		
	00				
5.	Check if Discl	osure of Legal	Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
			0		
6.	Citizenship or	Place of Organ	ization		
	Delaware				
	7.		Sole Voting Power 0		
NUMBER OF SHA					
BENEFICIALLY OWNED BY EAC	8. H		Shared Voting Power		
REPORTING PER			3,008,169		
WITH	9.		Sole Dispositive Power		
			0		
	10.		Shared Dispositive Power		
			3,008,169		
11.	Aggregate Am	ount Beneficia	lly Owned by Each Reporting Person		
	3,008,169				
12.	12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
			o		
13.	Percent of Clas	ss Represented	by Amount in Row (11)		
	3.0%				
14.	Type of Report	ting Person (Se	e Instructions)		
	PN				

CUSIP No.			16117M305		
1.	Names of Reporting Persons.				
	Crestv	ew Offshore Holdin	gs (Cayman), L.P.		
2.		the Appropriate Box	if a Member of a Group (See Instructions)		
	(a) o (b) x				
3.	SEC U	se Only			
4.	Source	of Funds (See Instru	actions)		
	00				
5.		if Disclosure of Leg	al Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizer	ship or Place of Org	anization		
	Cayma	n Islands			
		7.	Sole Voting Power		
NUMBER OF SH	IARES		U		
BENEFICIALLY OWNED BY EAC		8.	Shared Voting Power		
REPORTING PER			3,008,169		
WITH		9.	Sole Dispositive Power		
			0		
		10.	Shared Dispositive Power		
			3,008,169		
11.	Aggreg	gate Amount Benefic	ially Owned by Each Reporting Person		
	3,008,	169			
12.	oCheck if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
13.	Percent of Class Represented by Amount in Row (11)				
	3.0%				
14.		f Reporting Person (	See Instructions)		
PN					
	1				

CUSIP No.			16117M305		
1.	Names of Reporting Persons.				
	Crestv	riew Partners GP, L.P.			
2.	Check (a) o	the Appropriate Box	if a Member of a Group (See Instructions)		
	(b) x				
3.	SEC U	Jse Only			
4.	Source	e of Funds (See Instru	uctions)		
	00				
5.		if Disclosure of Lega	al Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
		-	0		
6.	Citize	nship or Place of Org	anization		
	Delaw	rare			
		7.	Sole Voting Power		
NUMBER OF SI	HARES		0		
BENEFICIALLY	7	8.	Shared Voting Power		
OWNED BY EA REPORTING PE			3,008,169		
WITH		9.	Sole Dispositive Power		
		10.	Shared Dispositive Power		
			3,008,169		
11.	Aggre	gate Amount Benefic	ially Owned by Each Reporting Person		
	3,008,169				
12.					
			o		
13.	Percent of Class Represented by Amount in Row (11)				
	3.0%	3.0%			
14.		of Reporting Person (S	See Instructions)		
	PN				
L	<b>-</b> -·				

CUSIP No.			16117M305			
1.	Name	s of Reporting l	Persons.			
	Encore II, LLC					
2.	Check (a) o (b) x	the Appropriat	e Box if a Member of a Group (See Instructions)			
3.		Jse Only				
4.	Sourc	e of Funds (See	Instructions)			
	00					
5.	Check	t if Disclosure o	f Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	o		
6.	Citize	nship or Place o	of Organization			
	Delaw	are				
		7.	Sole Voting Power			
NUMBER OF S			6,895,786			
BENEFICIALLY OWNED BY EA		8.	Shared Voting Power			
REPORTING PE			0			
WITH		9.	Sole Dispositive Power			
			6,895,786			
		10.	Shared Dispositive Power			
			0			
11.	Aggre	gate Amount B	eneficially Owned by Each Reporting Person			
	6,895,786					
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)					
13.	Percei	nt of Class Repr	esented by Amount in Row (11)			
	6.8%	6.8%				
14.		of Reporting Pe	rson (See Instructions)			
	СО					

CUSIP No.			16117M305		
	ът				
1.	Names	s of Reporting Person	S.		
	Crestv	iew Partners II, L.P.			
2.		the Appropriate Box	if a Member of a Group (See Instructions)		
	(a) o (b) x				
3.		Jse Only			
4.	Source	e of Funds (See Instru	ctions)		
	Source				
	00	·(D) ] (I			
5.	Check	if Disclosure of Lega	ll Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizei	nship or Place of Orga	anization		
	Delaw	are			
		7.	Sole Voting Power		
NUMBER OF SH	HARES		0		
BENEFICIALLY	r	8.	Shared Voting Power		
OWNED BY EA REPORTING PE			6,895,786		
WITH		9.	Sole Dispositive Power		
		10.	o Shared Dispositive Power		
			6,895,786		
11.	Aggre	gate Amount Benefic	ally Owned by Each Reporting Person		
	6,895	,786			
12.					
			0		
13.	Percent of Class Represented by Amount in Row (11)				
6.8%					
14.		of Reporting Person (S	See Instructions)		
	PN				
L	`				

CUSIP No.			16117M305		
1.	Names of F	Reporting Persons			
	Crestview Partners II (FF), L.P.				
2.	(a) o	Appropriate Box i	if a Member of a Group (See Instructions)		
3.	(b) x SEC Use O	nlv			
5.		iii y			
4.	Source of F	unds (See Instruc	ctions)		
	00				
5.		sclosure of Legal	Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
			0		
6.	Citizenship	or Place of Orga	nization		
	Delaware				
	7.		Sole Voting Power		
NUMBER OF SH	HARES		U		
BENEFICIALLY	8.		Shared Voting Power		
OWNED BY EA REPORTING PE			6,895,786		
WITH	9.		Sole Dispositive Power		
	10.		Shared Dispositive Power		
			6,895,786		
11.	Aggregate .	Amount Benefici	ally Owned by Each Reporting Person		
	6,895,786				
12.					
			0		
13.	<ul> <li>Percent of Class Represented by Amount in Row (11)</li> </ul>				
6.8%					
14.		porting Person (S	ee Instructions)		
	PN				
	μ.τ. <b>ι</b>				

CUSIP No.			16117M305		
1.	Name	s of Reporting Perso	ns.		
		iew Partners II (TE)			
2.	Check (a) o	the Appropriate Bo	x if a Member of a Group (See Instructions)		
	(b) x				
3.	SEC U	Jse Only			
	6				
4.	Source	e of Funds (See Instr	ructions)		
	00				
5.	Check	if Disclosure of Leg	gal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizo	ship or Place of Or	ranization		
0.		Citizenship or Place of Organization			
	Delaw	are			
		7.	Sole Voting Power		
NUMBER OF S	HARES		0		
BENEFICIALLY OWNED BY EA	ζ	8.	Shared Voting Power		
REPORTING PE			6,895,786		
WITH		9.	Sole Dispositive Power		
			ο		
		10.	Shared Dispositive Power		
			6,895,786		
11.	Aggregate Amount Beneficially Owned by Each Reporting Person				
6,895,786					
12.	Check	if the Aggregate Ar	nount in Row (11) Excludes Certain Shares (See Instructions)		
10	Deve	t of Class Deres	ted by Amount in Dec. (11)		
13.       Percent of Class Represented by Amount in Row (11)         6.8%         14.       Type of Reporting Person (See Instructions)		ted by Amount in Kow (11)			
		of Doporting Dorson	(Coo Instructions)		
14.		n Keporung Person			
	PN				

CUSIP No.			16117M305
1.	Names o	f Reporting Persons	
	Crestvie	w Offshore Holding	s II (Cayman), L.P.
2.		e Appropriate Box i	if a Member of a Group (See Instructions)
	(a) o (b) x		
3.	SEC Use	Only	
4.	Source o	f Funds (See Instruc	ctions)
	00		
5.		Disclosure of Legal	Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6.	Citizensl	nip or Place of Orga	nization
	Cayman Islands		
	7.		Sole Voting Power
NUMBER OF SH			
BENEFICIALLY OWNED BY EAC			Shared Voting Power
REPORTING PEF			6,895,786
WITH	9.		Sole Dispositive Power
			0
	1(	).	Shared Dispositive Power
			6,895,786
11.	Aggrega	te Amount Beneficia	ally Owned by Each Reporting Person
	6,895,78	36	
12.	Check if	the Aggregate Amo	unt in Row (11) Excludes Certain Shares (See Instructions) o
13.	Percent of Class Represented by Amount in Row (11)		
	6.8%		
14.	Type of I	Reporting Person (S	ee Instructions)
	PN		
<u>.</u>	L		

CUSIP No.			16117M305
1.	Names c	f Reporting Persons	5.
	Crestvie	w Offshore Holding	s II (FF Cayman), L.P.
2.	(a) o	e Appropriate Box	if a Member of a Group (See Instructions)
3.	(b) x SEC Use	Oply	
э.	SEC US	Olly	
4.	Source o	f Funds (See Instruc	ctions)
	00		
5.	Check if	Disclosure of Lega	l Proceedings Is Required Pursuant to Items 2(d) or 2(e) c
6.	Citizens	nip or Place of Orga	nization
	Delaware		
	7.		Sole Voting Power
NUMBER OF SH	IARES		0
BENEFICIALLY	8.		Shared Voting Power
OWNED BY EAC REPORTING PE			6,895,786
WITH	9.		Sole Dispositive Power
	10	).	o Shared Dispositive Power
			6,895,786
11.	Aggrega	te Amount Benefici	ally Owned by Each Reporting Person
	6,895,786		
12.			ount in Row (11) Excludes Certain Shares (See Instructions)
			C
13.	Percent of Class Represented by Amount in Row (11)		d by Amount in Row (11)
6.8%			
14.		Reporting Person (S	ee Instructions)
	PN		
<u> </u>	1		

CUSIP No.		16117M305		
1.	Names of Reporting	Persons.		
	Crestview Offshore Holdings II (892 Cayman), L.P.			
	Check the Appropria (a) o	e Box if a Member of a Group (See Instructions)		
	(b) x SEC Use Only			
3.	SEC Use Only			
4.	Source of Funds (Se	Instructions)		
	00			
5.	Check if Disclosure	f Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizenship or Place	of Organization		
	Delaware			
	7.	Sole Voting Power		
NUMBER OF SHA	ARES	0		
BENEFICIALLY	8.	Shared Voting Power		
OWNED BY EAC REPORTING PER		6,895,786		
WITH	9.	Sole Dispositive Power		
	10.	Shared Dispositive Power		
		6,895,786		
11.	Aggregate Amount	eneficially Owned by Each Reporting Person		
	6,895,786			
12.       Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)				
		C		
13.	Percent of Class Represented by Amount in Row (11)			
6.8%				
		rson (See Instructions)		
	PN			
<u> </u>				

CUSIP No.			16117M305	
1.	Names	of Reporting Person	S.	
	Crestv	iew Partners II GP, L	.P.	
2.	Check	the Appropriate Box	if a Member of a Group (See Instructions)	
	(a) o (b) x	the rippropriate Don		
3.		Jse Only		
4.	Source	e of Funds (See Instru	ctions)	
	00	·(D) 1 (1		
5.	Check	if Disclosure of Lega	al Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
6.	Citizei	nship or Place of Orga	anization	
	Delaw	are		
	L	7.	Sole Voting Power	
NUMBER OF SH				
BENEFICIALLY OWNED BY EA		8.	Shared Voting Power	
REPORTING PE			6,895,786	
WITH		9.	Sole Dispositive Power	
			0	
		10.	Shared Dispositive Power	
			6,895,786	
11.	Aggre	gate Amount Benefic	ially Owned by Each Reporting Person	
	6,895	,786		
12.	Check	if the Aggregate Am	ount in Row (11) Excludes Certain Shares (See Instructions)	
13.	Percent of Class Represented by Amount in Row (11)		d by Amount in Row (11)	
	6.8%			
14.	Type of Reporting Person (See Instructions)			
	PN			
<u> </u>	1			

This amendment No. 1 relates to the Schedule 13D filed by Crestview L.L.C. ("**Crestview**"), Encore LLC ("**Encore**"), Crestview Partners, L.P. ("**Crestview PF**"), Crestview Holdings (TE), L.P. ("**Crestview TE**"), Encore (ERISA), Ltd. ("**Encore ERISA**"), Crestview Partners (ERISA), L.P. ("**Crestview ERISA**"), Crestview Offshore Holdings (Cayman), L.P. ("**Crestview Offshore**"), Crestview Partners GP, L.P. ("**Crestview Partners GP**"), Encore II, LLC ("**Encore II**"), Crestview Partners II, L.P. ("**Crestview Partners II**"), Crestview Partners II (FF), L.P. ("**Crestview Partners GP**"), Encore II, LLC ("**Encore II**"), Crestview II **TE**"), Crestview Offshore Holdings II (Cayman), L.P. ("**Crestview Offshore II**"), Crestview Offshore II (FF), L.P. ("**Crestview Partners II** (FF), L.P. ("**Crestview Offshore II 892**"), and Crestview Partners II GP, L.P. ("**Crestview Partners II GP**"), (collectively, the "**Reporting Persons**" and each, a "**Reporting Person**") with the Securities and Exchange Commission on May 11, 2012 (the "**Schedule 13D**"), relating to the Class A Common Stock, par value \$0.001 per share (the "**Shares**"), of Charter Communications, Inc. (the "**Issue**"). Unless set forth below, all Items are unchanged from the Schedule 13D. Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D.

#### Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety:

(a) See item 9 on Cover Pages to this Schedule 13D.

The Reporting Persons have acquired and, for the purpose of Rule 13d-3 promulgated under the Exchange Act, beneficially own an aggregate of 9,903,955 Shares, representing approximately 9.8% of the outstanding Shares of the Issuer based on 101,178,821 Shares outstanding as of January 31, 2013, as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 22, 2013.

Encore is the direct beneficial owner of 3,008,169 Shares. Crestview Partners, Crestview PF, Crestview TE, Encore ERISA, Crestview Offshore are members of Encore. Crestview ERISA is the sole shareholder of Encore ERISA. Crestview Partners GP serves as the general partner of Crestview Partners, Crestview PF, Crestview TE, Crestview ERISA and Crestview Offshore.

Encore II is the direct beneficial owner of 6,895,786 Shares. Crestview Partners II GP serves as the general partner of Crestview Partners II, Crestview II FF, Crestview II TE, Crestview Offshore II, Crestview Offshore II FF and Crestview Offshore II 892, each of which is a member of Encore II.

Crestview serves as the general partner of Crestview Partners GP and Crestview Partners II GP.

Each Reporting Person disclaims beneficial ownership of the Shares except and to the extent of its pecuniary interest therein. Except as set forth in this Item 5(a), none of the Reporting Persons owns beneficially any Shares.

- (b) Number of Shares as to which each Reporting Person has:
  - (i) Sole power to vote or to direct the vote: See item 7 on Cover Pages to this Schedule 13D.
  - (ii) Shared power to vote or to direct the vote: See item 8 on Cover Pages to this Schedule 13D.
  - (iii) Sole power to dispose or to direct the disposition: See item 9 on Cover Pages to this Schedule 13D.
  - (iv) Shared power to dispose or to direct the vote: See item 10 on Cover Pages to this Schedule 13D.

(c) Between February 27, 2013 and March 1, 2013 Encore, LLC sold 91,119 Shares, and Encore II, LLC sold 208,881 Shares, each at an average per share price of approximately \$86.80 per share, in open market transactions. Except

as described in this Item 5(c), there have been no transactions in the Shares effected during the past 60 days by any of the Reporting Persons.

- (d) Inapplicable.
- (e) Inapplicable.

#### 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.

Date: March 1, 2013

#### Crestview, L.L.C.

By:	<u>/s/ Ross A. Oliver</u>
Name:	Ross A. Oliver
Title:	Senior Counsel & Chief Compliance Officer

#### Encore, LLC

By:	Crestview Partners, L.P., as member
By:	Crestview Partners GP, L.P., as general partner
By:	Crestview, L.L.C., as general partner

By:	<u>/s/ Ross A. Oliver</u>
Name:	Ross A. Oliver
Title:	Senior Counsel & Chief Compliance Officer

Crestview	Partners,	L.P.
-----------	-----------	------

- Crestview Partners (PF), L.P.
- Crestview Holdings (TE), L.P. Crestview Partners (ERISA), L.P.

# Crestview Offshore Holdings (Cayman), L.P.

- By: Crestview Partners GP, L.P., as general partner
- By: Crestview, L.L.C., as general partner

By:	<u>/s/ Ross A. Oliver</u>
Name:	Ross A. Oliver
Title:	Senior Counsel & Chief Compliance Officer

#### **Crestview Partners GP, L.P.**

By: Crestview, L.L.C., as general partner

By:	<u>/s/ Ross A. Oliver</u>
Name:	Ross A. Oliver
Title:	Senior Counsel & Chief Compliance Officer

#### Encore (ERISA), Ltd.

By:	/s/ Ross A. Oliver
Name:	Ross A. Oliver
Title:	Director

### Encore II, LLC

By:Crestview Partners II, L.P., as memberBy:Crestview Partners II GP, L.P., as general partnerBy:Crestview, L.L.C., as general partner

By:	/s/	Ross	A.	Oliver	

Name:	Ross A. Oliver
Title:	Senior Counsel & Chief Compliance Officer

Crestview Partners II, L.P. Crestview Partners II (FF), L.P. Crestview Partners II (TE), L.P. Crestview Offshore Holdings II (Cayman), L.P. Crestview Offshore Holdings II (FF Cayman), L.P. Crestview Offshore Holdings II (892 Cayman), L.P. By: Crestview Partners II GP, L.P., as general partner By: Crestview, L.L.C., as general partner

By:/s/ Ross A. OliverName:Ross A. OliverTitle:Senior Counsel & Chief Compliance Officer

## Crestview Partners II GP, L.P.

By: Crestview, L.L.C., as general partner

By:	<u>/s/ Ross A. Oliver</u>
Name:	Ross A. Oliver
Title:	Senior Counsel & Chief Compliance Officer