

FORM 8-K/A

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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 28, 2000

CC V HOLDINGS FINANCE, INC.

CC V HOLDINGS, LLC

(Exact name of registrants as specified in their charters)

Delaware

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

333-75415-03

333-75415

(Commission File Numbers)

13-4029969

13-4029965

(Federal Employer
Identification Numbers)

12444 Powerscourt Drive - Suite 400
St. Louis, Missouri

(Address of Principal Executive Offices)

63131

(Zip Code)

(Registrants' telephone number, including area code)

(314) 965-0555

The Registrants previously filed a Current Report on Form 8-K announcing the change in their principal independent accountants and results of a change of control offer for their 11.875% Senior Discount Notes. This Current Report amends that filing and includes the response by PricewaterhouseCoopers LLP, previous principal independent accountants, in accordance with Item 304(a)(3) of Regulation S-K.

ITEM 4. CHANGES IN REGISTRANTS' CERTIFYING ACCOUNTANTS.

(a) Previous Independent Accountants.

- (i) On February 10, 2000, the Registrants dismissed PricewaterhouseCoopers LLP, which served as the Registrants' principal independent accountants.
- (ii) The reports of PricewaterhouseCoopers LLP on the Registrants' financial statements for the two most recent fiscal periods contained no adverse opinion or disclaimer of opinion nor were they qualified as to uncertainty, audit scope or accounting principles.
- (iii) The Registrants' Director participated in and approved the decision to change principal independent accountants. The Registrants do not have an audit committee.
- (iv) In connection with its audits for the two most recent fiscal periods and through February 10, 2000, there were no disagreements with PricewaterhouseCoopers LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of PricewaterhouseCoopers LLP, would have caused PricewaterhouseCoopers LLP to make reference thereto in connection with its reports on the financial statements.

(b) New Independent Accountants.

The Registrants engaged Arthur Andersen LLP as their new principal independent accountants as of February 10, 2000. The Registrants' Director approved such engagement on February 10, 2000.

Since November 15, 1999, when the Registrants came under the control of Charter Communications Holding Company (Charter Holdco), the Registrants have consulted with Arthur Andersen LLP regarding the application of the principles of purchase accounting resulting from Charter Holdco's acquisition of the Registrants. Arthur Andersen LLP provided verbal advice to the Registrants' management and did not provide a written report. PricewaterhouseCoopers LLP was not consulted regarding such issues.

ITEM 5. OTHER ITEMS.

CHANGE OF CONTROL OFFER

Upon expiration of a change of control offer dated December 3, 1999, 16,250 of the Registrants' 11.875% Senior Discount Notes due December 1, 2008 (the "Notes") (each with a \$1,000 face amount at maturity) were validly tendered.

The Notes were repurchased at 101% of their accreted value as of January 28, 2000 for \$10.5 million, using cash received from equity contributions from Charter Communications Holdings, LLC, a wholly owned subsidiary of Charter Holdco and parent of CC V Holdings, LLC (formerly known as Avalon Cable LLC). 179,750 Notes with an accreted value of \$115.7 million at February 10, 2000 remain outstanding.

CORPORATE REORGANIZATION

In connection with a multi-step restructuring following the acquisition of Avalon Cable of Michigan Holdings, Inc., a guarantor with respect to the Notes, Avalon Cable of Michigan Holdings was merged with and into CC Michigan, LLC (formerly known as Avalon Cable of Michigan LLC), a wholly owned subsidiary of CC V Holdings.

ITEM 7. EXHIBITS.

The following is furnished as an exhibit to this report:

16.1 Letter from PricewaterhouseCoopers LLP dated February 23, 2000.*

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* - filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

CC V HOLDINGS FINANCE, INC.

CC V HOLDINGS, LLC

Dated February 23, 2000

By: /s/ KENT D. KALKWARF

Name: Kent D. Kalkwarf
Title: Senior Vice President
and Chief Financial Officer
(Principal Financial Officer
and Principal Accounting
Officer)

EXHIBIT INDEX

16.1 Letter from PricewaterhouseCoopers LLP dated February 23, 2000.

February 23, 2000

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Commissioners:

We have read the statements made by Avalon Cable Holdings Finance, Inc. (now CC V Holdings Finance, Inc.), Avalon Cable of Michigan Holdings, Inc. and Avalon Cable of Michigan, Inc. (now combined as CC V Holdings LLC) (copy attached), which we understand was filed with the Commission, pursuant to Item 4 of Form 8-K, as part of the Company's Form 8-K report dated February 14, 2000. We agree with the statements concerning our Firm in such Form 8-K.

Very truly yours,

/s/ PricewaterhouseCoopers LLP