

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): May 14, 2007

**Charter Communications Holdings, LLC**  
**Charter Communications Holdings Capital Corporation**

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

**Delaware**

**Delaware**

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

**333-77499**

**333-77499-01**

*(Commission File Number)*

**43-1843179**

**43-1843177**

*(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 7.01. REGULATION FD DISCLOSURE.**

During a recent meeting in St. Louis with certain telecommunications analysts and investors, management of Charter Communication Inc.'s ("Charter") Telephone Center of Excellence inadvertently shared Charter's internal sales goal of approximately 1 million year-end 2007 telephone customers. This should not be considered guidance or projections of actual results; this is an internal sales goal only and actual results may vary markedly from this goal. Charter is the indirect parent company of Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation.

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## SIGNATURES

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

### CHARTER COMMUNICATIONS HOLDINGS, LLC

#### **Registrant**

By: CHARTER COMMUNICATIONS, INC., Sole Manager

Dated: May 14, 2007

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: Executive Vice President, General Counsel and Corporate Secretary

### CHARTER COMMUNICATIONS HOLDINGS

#### CAPITAL CORPORATION

#### **Registrant**

Dated: May 14, 2007

By:/s/ Grier C. Raclin

Name: Grier C. Raclin

Title: Executive Vice President, General Counsel and Corporate Secretary