

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Liberty Broadband Corp</u>			2. Issuer Name and Ticker or Trading Symbol <u>CHARTER COMMUNICATIONS, INC. /MO/ [CHTR ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
12300 LIBERTY BOULEVARD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ENGLEWOOD CO 80112</u>								
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
3.125% Exch. Senior Debentures due 2053 (obligation to sell)	(1)(2)	02/28/2023		s(1)(2)			\$1,265,000,000	(2)	(3)	Class A Common Stock	2,390,977	\$1,265,000,000	\$1,265,000,000 <sup>(1)</sup>	D	
1.25% Exch. Senior Debentures due 2050 (obligation to sell)	(4)(5)	02/28/2023		p(4)(5)			\$822,994,000	(5)	09/30/2050	Class A Common Stock	914,428	\$822,994,000 <sup>(6)</sup>	\$2,006,000	D	
1.75% Exch. Senior Debentures due 2046 (obligation to sell)	(7)(8)	02/28/2023		p(7)(8)			\$14,536,000	(8)	09/30/2046	Class A Common Stock	39,231	\$14,536,000 <sup>(9)</sup>	\$0	I	Held through a wholly-owned subsidiary
2.75% Exch. Senior Debentures due 2050 (obligation to sell)	(10)(11)	02/28/2023		p(10)(11)			\$575,000,000	(11)	09/30/2050	Class A Common Stock	670,507	\$575,000,000 <sup>(12)</sup>	\$0	D	

Explanation of Responses:

- On February 28, 2023, the reporting person sold, pursuant to a purchase agreement, \$1,265,000,000 aggregate principal amount of its 3.125% exchangeable senior debentures due 2053 (the "Debentures") in a private sale pursuant to Rule 144A. Each \$1,000 principal amount of Debentures is initially exchangeable for 1.8901 shares of the issuer's Class A common stock, par value \$0.001 per share (the "Common Stock"). Upon exchange at the option of the holder or a purchase of the Debentures pursuant to a holder's put right, the reporting person may elect physical or cash settlement, or a combination thereof.
- Each Debenture is exchangeable at the option of the holder during specified periods as set forth in the Remarks section. Holders of the Debentures may put them to the reporting person on April 6, 2026, or prior thereto following the occurrence of a "fundamental change," and the Debentures may be redeemed by the reporting person, (i) in whole or in part, on or after April 6, 2026 at any time, or (ii) in whole or in part, prior to April 6, 2026, after the occurrence of certain conditions or events.
- Expiration Date is 03/31/2053.
- Each \$1,000 principal amount of 1.25% senior debentures due 2050 issued by the reporting person (the "1.25% Debentures") is exchangeable for 1.1111 shares of Common Stock, settled only in cash based on the value of the shares of Common Stock.
- Each 1.25% Debenture is exchangeable at the option of the holder during specified periods. Holders of the 1.25% Debentures may put them to the reporting person on October 5, 2023, or prior thereto following the occurrence of a "fundamental change," and the 1.25% Debentures may be redeemed by the reporting person, (i) in whole or in part, on or after October 5, 2023 at any time, or (ii) in whole, but not in part, prior to October 5, 2023, after the occurrence of certain conditions or events.
- On February 28, 2023, the reporting person repurchased, pursuant to a cash tender offer, \$822,994,000 aggregate principal amount of the 1.25% Debentures. Holders of the 1.25% Debentures received payment of \$1,000 for each \$1,000 principal amount of the 1.25% Debentures accepted for purchase, plus accrued and unpaid interest.
- Each \$1,000 principal amount of 1.75% exchangeable senior debentures issued by Grizzly Merger Sub 1, LLC, a wholly owned subsidiary of the reporting person ("Grizzly Merger Sub") (the "1.75% Debentures"), is exchangeable for 2.6989 shares of Common Stock, settled only in cash based on the value of the shares of Common Stock.
- Each 1.75% Debenture is exchangeable at the option of the holder during specified periods. Holders of the 1.75% Debentures may put them to Grizzly Merger Sub on October 5, 2023 and the 1.75% Debentures may be redeemed by Grizzly Merger Sub, (i) in whole or in part, on or after October 5, 2023 or (ii) in whole, but not in part, prior to October 5, 2023, after the occurrence of certain conditions or events.
- On February 28, 2023, the reporting person repurchased, pursuant to a cash tender offer, \$14,536,000 aggregate principal amount of the 1.75% Debentures. Holders of the 1.75% Debentures received payment of \$1,137.50 for each \$1,000 principal amount of the 1.75% Debentures accepted for purchase, plus accrued and unpaid interest.
- Each \$1,000 principal amount of 2.75% exchangeable senior debentures due 2050 issued by the reporting person (the "2.75% Debentures") is exchangeable for 1.1661 shares of the Common Stock, settled only in cash based on the value of the shares of Common Stock.
- Each 2.75% Debenture is exchangeable at the option of the holder during specified periods. Holders of the 2.75% Debentures may put them to the reporting person on October 5, 2023, or prior thereto following the occurrence of a "fundamental change," and the 2.75% Debentures may be redeemed by the reporting person, (i) in whole or in part, on or after October 5, 2023 at any time, or (ii) in whole, but not in part, prior to October 5, 2023, after the occurrence of certain conditions or events.
- On February 28, 2023, the reporting person repurchased, pursuant to a cash tender offer, \$575,000,000 aggregate principal amount of the 2.75% Debentures. Holders of the 2.75% Debentures received payment of \$1,000 for each \$1,000 principal amount of the 2.75% Debentures accepted for purchase, plus accrued and unpaid interest.

Remarks:

Each Debenture is exchangeable at the option of the holder, subject to certain terms and conditions, during specified periods after: (i) the calendar quarter ending September 30, 2023, if the market value of the underlying Common Stock exceeds 130% of the adjusted principal amount of the Debenture; (ii) September 30, 2023, if the trading price of a Debenture is less than 98% of the market value of the underlying Common Stock; (iii) the occurrence of a "fundamental change" or a "make-whole fundamental change" with respect to a significant reference company prior to April 6, 2026; (iv) the Debenture is called for redemption; and (v) the issuer of the Common Stock declares or makes a dividend or distribution that, pursuant to the terms of the Debentures, would reduce the principal amount of the Debentures to \$0.00 or such principal amount is otherwise reduced to \$0.00. The Debentures are also exchangeable at any time after January 1, 2026 until the close of business on the second scheduled trading day immediately preceding April 6, 2026, and at any time after January 1, 2053 until the close of business on the second scheduled trading day immediately preceding the maturity date of the Debentures.

Liberty Broadband Corporation By:  
/s/ Brittany Uthoff Name: Brittany Uthoff Title: Vice President 03/01/2023

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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