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

SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No. 5)*

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, 10th Floor 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)

May 20, 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	oer of a Group	(See Instructions)		
	(b) x				
3.	SEC Use Only				
	,				
4.	Source of Funds (See Instructions)				
	00				
5.	Check if Disclosure of Legal Proceedi	ings Is Require	ed Pursuant to Items 2(d) or 2(e) o		
6.	Citizenship or Place of Organization				
	Delaware				
		7.	Sole Voting Power		
NUMBER OF	F SHARES BENEFICIALLY OWNED		U		
BY EACH RI	EPORTING PERSON WITH	8.	Shared Voting Power		
			5,001,479		
		9.	Sole Dispositive Power		
			0		
		10.	Shared Dispositive Power		
			5,001,479		
11.	Aggregate Amount Beneficially Own	ed by Each Re	porting Person		
	5,001,479				
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o				
13.	Percent of Class Represented by Amo	unt in Row (1	1)		
	4.94%				
14.	Type of Reporting Person (See Instruc	ctions)			
	со				
	8				

CUSIP No.			16117M305			
1.	Names of Reporting Person	15.				
	Encore, LLC					
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o					
	(b) x					
3.	SEC Use Only					
	5					
4.	Source of Funds (See Instr	uctions)				
	00					
5.		al Proceed	ings Is Required Pursuant to Items 2(d) or 2(e) o			
6.	Citizenship or Place of Org	anization				
	Delaware					
		7.	Sole Voting Power			
NUMBER OF	SHARES BENEFICIALLY		1,518,671			
OWNED BY H PERSON WIT	EACH REPORTING 'H	8.	Shared Voting Power			
			0			
		9.	Sole Dispositive Power			
			1,518,671			
		10.	Shared Dispositive Power			
			0			
11.	Aggregate Amount Benefic	cially Own	ed by Each Reporting Person			
	1,518,671					
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o					
13.	Percent of Class Represent	ed by Amo	punt in Row (11)			
	1.50%					
14.	Type of Reporting Person (See Instruc	ctions)			
	СО	co				
J	<u>1</u>					

CUSIP No.			16117M305			
1. Names of Reporting Persons.						
	Crestview Partners, L.P.					
2.	Check the Appropriate Box (a) o	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(b) x					
3.	SEC Use Only					
4.	Source of Funds (See Instr	uctions)				
	00	·				
5.		al Proceed	lings Is Required Pursuant to Items 2(d) or 2(e) o			
6.	Citizenship or Place of Org	anization	nization			
	Delaware					
	Delawale					
		7.	Sole Voting Power			
NUMBER OF	SHARES BENEFICIALLY		0			
OWNED BY I PERSON WIT	EACH REPORTING	8.	Shared Voting Power			
PERSON WII	п		1,518,671			
		9.	Sole Dispositive Power			
			0			
		10.	Shared Dispositive Power			
			1,518,671			
11.	Aggregate Amount Benefic	cially Own	ed by Each Reporting Person			
	1,518,671					
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o					
13.	Percent of Class Represent	ed by Amo	punt in Row (11)			
	1.50%					
14.	Type of Reporting Person (See Instru	ctions)			
	PN					
L	<u>L.</u> .					

CUSIP No.			16117M305			
1.	Names of Reporting Person	15.				
	Crestview Partners (PF), L	.P.				
2.	Check the Appropriate Boz (a) o	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(b) x					
3.	SEC Use Only					
5.	one one only					
4.	Source of Funds (See Instr	uctions)				
5.	00 Check if Disclosure of Leg	al Proceed	dings Is Required Pursuant to Items 2(d) or 2(e) o			
5.	-					
6.	Citizenship or Place of Org	ganization				
	Delaware					
		7				
		7.	Sole Voting Power 0			
	SHARES BENEFICIALLY					
PERSON WIT	EACH REPORTING TH	8.	Shared Voting Power			
			1,518,671			
		9.	Sole Dispositive Power			
			0			
		10.	Shared Dispositive Power			
			1,518,671			
11.	Aggregate Amount Benefic	cially Owr	ned by Each Reporting Person			
	1,518,671					
12.	Check if the Aggregate An	10unt in R	low (11) Excludes Certain Shares (See Instructions) o			
13.	13. Percent of Class Represented by A		ount in Row (11)			
	1.50%	1.50%				
14.	Type of Reporting Person (See Instru	actions)			
	PN					
	<u>.</u>					

CUSIP No.		16117M305
Names of Reporting Person	ıs.	
Crestview Holdings (TE), I	L.P.	
Check the Appropriate Box	s if a Memt	ber of a Group (See Instructions)
(a) o		
(D) X		
SEC Use Only		
Source of Funds (See Instr	uctions)	
00		
Check if Disclosure of Leg	al Proceedi	ings Is Required Pursuant to Items 2(d) or 2(e) o
Citizenship or Place of Org	anization	
Delaware		
	7.	Sole Voting Power
SHARFS BENEFICIALLY		0
EACH REPORTING	8.	Shared Voting Power
Ή		1,518,671
	9.	Sole Dispositive Power
		0
	10.	Shared Dispositive Power
		1,518,671
Aggregate Amount Benefic	cially Owne	
1,518,671		
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o		
Percent of Class Represent	ed by Amo	unt in Row (11)
1.50%		
Type of Reporting Person (See Instruc	ctions)
PN		
	Crestview Holdings (TE), I Check the Appropriate Box (a) o (b) x SEC Use Only Source of Funds (See Instru- OO Check if Disclosure of Leg Delaware Citizenship or Place of Org Delaware SHARES BENEFICIALLY EACH REPORTING H Aggregate Amount Benefic 1,518,671 Check if the Aggregate Am Percent of Class Represent 1.50% Type of Reporting Person ((b) x SEC Use Only Source of Funds (See Instructions) OO Check if Disclosure of Legal Proceed Citizenship or Place of Organization Delaware ARRES BENEFICIALLY ACH REPORTING H 7. SHARES BENEFICIALLY 8. 9. 10. 10. Aggregate Amount Beneficially Own 1,518,671 Check if the Aggregate Amount in Ro Percent of Class Represented by Amo 1.50% Type of Reporting Person (See Instruct

CUSIP No.		16117M305			
1.	Names of Reporting Person	15.			
	Encore (ERISA), Ltd.				
2.	Check the Appropriate Box	x if a Member of a Group (See Instructions)			
	(a) o				
	(b) x				
3.	SEC Use Only				
4.	Source of Funds (See Instr	uctions)			
	00				
5.	Check if Disclosure of Leg	al Proceedings Is Required Pursuant to Items 2(d) or 2(e) o			
6.	Citizenship or Place of Org	Janization			
	Cayman Islands				
		7. Sole Voting Power			
	SHARES BENEFICIALLY	0			
OWNED BY E	EACH REPORTING	8. Shared Voting Power			
PERSON WIT	Ή	1,518,671			
		9. Sole Dispositive Power			
		10. Shared Dispositive Power			
		1,518,671			
11.	Aggregate Amount Benefi	cially Owned by Each Reporting Person			
	1,518,671				
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o				
13.	Percent of Class Represent	ed by Amount in Row (11)			
	1.50%				
14.	Type of Reporting Person	See Instructions)			
	СО				

CUSIP No.			16117M305		
1.	Names of Reporting Person	ns.			
	Crestview Partners, (ERIS	A) L.P.			
2.	Check the Appropriate Boy	x if a Memb	per of a Group (See Instructions)		
	(a) o				
	(b) x				
3.	SEC Use Only				
4.	Source of Funds (See Instr	uctions)			
	00				
5.	Check if Disclosure of Leg	al Proceedi	ings Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizenship or Place of Org	ganization			
	Delaware				
		7.	Sole Voting Power		
			0		
	SHARES BENEFICIALLY EACH REPORTING	8.	Shared Voting Power		
PERSON WIT					
		9.	1,518,671 Sole Dispositive Power		
		5.	Sole Dispositive Fower		
			0		
		10.	Shared Dispositive Power		
			1,518,671		
11.	Aggregate Amount Benefic	cially Owne	ed by Each Reporting Person		
	1,518,671				
12.					
13.	Percent of Class Represent	ed by Amo	unt in Row (11)		
	1.50%				
14.	Type of Reporting Person ((See Instruc	ctions)		
	PN				

CUSIP No.			16117M305			
1.	Names of Reporting Perso	ns.				
	Crestview Offshore Holdir	ıgs (Cayma	an), L.P.			
2.	Check the Appropriate Boy	r if a Mom	har of a Group (See Instructions)			
2.	(a) o	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o				
	(b) x					
3.	SEC Use Only					
4.	Source of Funds (See Instr	uctions)				
	00					
5.	Check if Disclosure of Leg	al Proceed	lings Is Required Pursuant to Items 2(d) or 2(e) o			
6.	Citizenship or Place of Org	ganization	anization			
	Cayman Islands					
		-				
		7.	Sole Voting Power 0			
	F SHARES BENEFICIALLY	_				
OWNED BY PERSON WI	EACH REPORTING TH	8.	Shared Voting Power			
			1,518,671			
		9.	Sole Dispositive Power			
			0			
		10.	Shared Dispositive Power			
			1,518,671			
11.	Aggregate Amount Benefi	cially Own	ed by Each Reporting Person			
	1,518,671					
12.		nount in Ro	ow (11) Excludes Certain Shares (See Instructions) o			
13.	Percent of Class Represent	ed by Amo	punt in Row (11)			
	1.50%					
14.	Type of Reporting Person	See Instru	ctions)			
	PN					
E	•					

CUSIP No.			16117M305		
1.	Names of Reporting Person	ns.			
	Crestview Partners GP, L.I	<u>.</u>			
2.	Check the Appropriate Box (a) o	x if a Meml	ber of a Group (See Instructions)		
	(b) x				
3.	SEC Use Only				
4.	Source of Funds (See Instr	uctions)			
	00				
5.		al Proceed	ings Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizenship or Place of Org	ganization			
	Delaware	Delaware			
		-			
		7.	Sole Voting Power 0		
	F SHARES BENEFICIALLY	2			
DWNED BY PERSON WI	EACH REPORTING TH	8.	Shared Voting Power		
			1,520,150		
		9.	Sole Dispositive Power		
			0		
		10.	Shared Dispositive Power		
			1,520,150		
11.	Aggregate Amount Benefi	cially Own	ed by Each Reporting Person		
	1,520,150				
12.	Check if the Aggregate An	nount in Ro	ow (11) Excludes Certain Shares (See Instructions) o		
13.	Percent of Class Represent	ed by Amo	ount in Row (11)		
	1.50%				
14.	Type of Reporting Person	See Instruc	ctions)		
	PN				
E					

CUSIP No.			16117M305			
1.	Names of Reporting Person	15.				
	Encore II, LLC					
2.	Charly the Appropriate Dec	if a Mamba	r of a Group (See Instructions)			
2.	(a) o	a menider	r of a Group (see instructions)			
	(b) x					
3.	SEC Use Only					
4.	Source of Funds (See Instr	uctions)				
	00					
5.	Check if Disclosure of Leg	al Proceeding	gs Is Required Pursuant to Items 2(d) or 2(e) o			
6.	Citizenship or Place of Org	ganization				
	Delaware	Delaware				
		7	Cole Mating Decree			
		7.	Sole Voting Power			
	SHARES BENEFICIALLY		3,481,329			
OWNED BY PERSON WIT	EACH REPORTING TH	8.	Shared Voting Power			
			0			
		9.	Sole Dispositive Power			
			3,481,329			
		10.	Shared Dispositive Power			
			0			
11.	Aggregate Amount Benefi	cially Owned	by Each Reporting Person			
	3,481,329					
12.		nount in Row	7 (11) Excludes Certain Shares (See Instructions) o			
13.	Percent of Class Represent	ed by Amoun	nt in Row (11)			
	3.44%					
14.	Type of Reporting Person (See Instruction	ons)			
	СО					
8						

1. Names of Reporting Persons. Crestview Partners II, L.P. 2. Check the Appropriate Box if a Member of a Group (See Instructions) a) 0 b) x 3. SEC Use Only	CUSIP No.		161	17M305			
Crestview Partners II, L.P. 2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) o (b) x 3. SEC Use Only 4. Source of Funds (See Instructions) OO 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o 6. Citizenship or Place of Organization Delaware 7. O 8. Shared Voting Power 9 Sole Voting Power 0 B. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING 8. 8. Shared Voting Power 9 Sole Dispositive Power 0 10. Shared Dispositive Power 0 10. Shared Dispositive Power 10. Shared Dispositive Power 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3.481.329 12. 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3.44% 14.							
Crestview Partners II, L.P. 2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) o (b) x 3. SEC Use Only 4. Source of Funds (See Instructions) OO 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o 6. Citizenship or Place of Organization Delaware 7. O 8. Shared Voting Power 9 Sole Voting Power 0 B. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING 8. 8. Shared Voting Power 9 Sole Dispositive Power 0 10. Shared Dispositive Power 0 10. Shared Dispositive Power 10. Shared Dispositive Power 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3.481.329 12. 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3.44% 14.							
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) o (b) x 3. SEC Use Only 4. Source of Funds (See Instructions) OO 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o 6. Citizenship or Place of Organization Delaware 7. Sole Voting Power 9 OWNED BY EACH REPORTING PERSON WITH 8. Shared Voting Power 0 10. 9. Sole Dispositive Power 0 10. 9. Sole Dispositive Power 0 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3.481,329 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3.44% 14.	1.	Names of Reporting Person	.s.				
(a) 0 1.1. (b) x 3. 3. SEC Use Only 4. Source of Funds (See Instructions) OO 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) 0 6. Citizenship or Place of Organization Delaware 0 NUMBER OF SHARES BENEFICIALLY 7. Sole Voting Power 0 OWNED BY EACH REPORTING 8. Shared Voting Power 0 I. Sole Dispositive Power 0 10. Shared Dispositive Power 0 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3.481.329 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3.481.329 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3.44% 14. 14. Type of Reporting Person (See Instructions)		Crestview Partners II, L.P.					
(a) 0 1.1. (b) x 3. 3. SEC Use Only 4. Source of Funds (See Instructions) OO 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) 0 6. Citizenship or Place of Organization Delaware 0 NUMBER OF SHARES BENEFICIALLY 7. Sole Voting Power 0 OWNED BY EACH REPORTING 8. Shared Voting Power 0 I. Sole Dispositive Power 0 10. Shared Dispositive Power 0 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3.481.329 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3.481.329 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3.44% 14. 14. Type of Reporting Person (See Instructions)	2	Charle the Array into Dec	if a March an af a	Course (Cas Instructions)			
3. SEC Use Only 4. Source of Funds (See Instructions) OO OC 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o 6. Citizenship or Place of Organization Delaware 7. Sole Voting Power 0 WMBER OF SHARES BENEFICIALLY 0NWRED BY EACH REPORTING 8. Shared Voting Power 0 3.481.329 9. Sole Dispositive Power 0 10. Shared Dispositive Power 0 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3.481.329 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3.44% 14. 14. Type of Reporting Person (See Instructions)	2.	(a) o					
4. Source of Funds (See Instructions) 00 5. 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o 6. Citizenship or Place of Organization Delaware 0 NUMBER OF SHARES BENEFICIALLY 7. Sole Voting Power 0 OWNED BY EACH REPORTING 8. Shared Voting Power 0 9. Sole Dispositive Power 0 0 10. Shared Dispositive Power 0 0 10. Shared Dispositive Power 3.481.329 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3.481.329 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3.44% 14. 14. Type of Reporting Person (See Instructions)		(b) x					
OO 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o 6. Citizenship or Place of Organization Delaware Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7. Sole Voting Power 0 0 8. Shared Voting Power 0 3.481.329 9. Sole Dispositive Power 0 10. Shared Dispositive Power 3.481.329 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3.481.329 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3.44% 14. Type of Reporting Person (See Instructions)	3.	SEC Use Only					
OO 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o 6. Citizenship or Place of Organization Delaware Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7. Sole Voting Power 0 0 8. Shared Voting Power 0 3.481.329 9. Sole Dispositive Power 0 10. Shared Dispositive Power 3.481.329 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3.481.329 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3.44% 14. Type of Reporting Person (See Instructions)							
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o 6. Citizenship or Place of Organization Delaware Pelaware NUMBER OF SHARES BENEFICIALLY 7. Sole Voting Power 0 0 8. Shared Voting Power 0 0 8. Sole Dispositive Power 0 0 10. Shared Dispositive Power 0 10. Shared Dispositive Power 0 10. Shared Dispositive Power 0 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3,481,329 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3,44% 14. 14. Type of Reporting Person (See Instructions)	4.	Source of Funds (See Instr	ictions)				
6. Citizenship or Place of Organization Delaware . NUMBER OF SHARES BENEFICIALLY ?. OWNED BY EACH REPORTING 8. Shared Voting Power . 9. Sole Dispositive Power 0 . 10. Shared Dispositive Power 0 . 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3.481,329 . 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3.44% . 14. Type of Reporting Person (See Instructions)		00					
Delaware 7. Sole Voting Power NUMBER OF SHARES BENEFICIALLY 8. Shared Voting Power OWNED BY EACH REPORTING 8. Shared Voting Power B 3.481,329 9. Sole Dispositive Power 0 10. Shared Dispositive Power 0 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3.481,329 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3.44% 14. Type of Reporting Person (See Instructions)	5.	Check if Disclosure of Leg	al Proceedings Is	Required Pursuant to Items 2(d) or 2(e) o			
Delaware 7. Sole Voting Power NUMBER OF SHARES BENEFICIALLY 8. Shared Voting Power OWNED BY EACH REPORTING 8. Shared Voting Power B 3.481,329 9. Sole Dispositive Power 0 10. Shared Dispositive Power 0 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3.481,329 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3.44% 14. Type of Reporting Person (See Instructions)							
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0 8. Shared Voting Power 3,481,329 9. 9. Sole Dispositive Power 0 10. 10. Shared Dispositive Power 3,481,329 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3,481,329 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3,44% 14.		Delaware					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0 8. Shared Voting Power 3,481,329 9. 9. Sole Dispositive Power 0 10. 10. Shared Dispositive Power 3,481,329 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3,481,329 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3,44% 14.			7	Sole Voting Power			
OWNED BY EACH REPORTING 8. Shared Voting Power 9. Sole Dispositive Power 0 10. Shared Dispositive Power 0 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3,481,329 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3,44% 14. Type of Reporting Person (See Instructions)				0			
PERSON WITH 3,481,329 9. Sole Dispositive Power 0 0 10. Shared Dispositive Power 3,481,329 10. 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3,481,329 3,481,329 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3,44% 14. 14. Type of Reporting Person (See Instructions)			8	Shared Voting Power			
9. Sole Dispositive Power 0 0 10. Shared Dispositive Power 3,481,329 3,481,329 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3,481,329 3 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3,44% 14. 14. Type of Reporting Person (See Instructions)							
0 10. Shared Dispositive Power 3,481,329 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3,481,329 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3.44% 14. Type of Reporting Person (See Instructions)							
3,481,329 11. Aggregate Amount Beneficially Owned by Each Reporting Person 3,481,329 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3.44% 14. Type of Reporting Person (See Instructions)			9.	Sole Dispositive Power			
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11. Aggregate Amount Beneficially Owned by Each Reporting Person 3,481,329 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3.44% 14. Type of Reporting Person (See Instructions)			10.	Shared Dispositive Power			
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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o 13. Percent of Class Represented by Amount in Row (11) 3.44% 14. Type of Reporting Person (See Instructions)	11.	Aggregate Amount Benefi	ially Owned by E	ach Reporting Person			
13. Percent of Class Represented by Amount in Row (11) 3.44% 14. Type of Reporting Person (See Instructions)		3,481,329					
3.44% 14. Type of Reporting Person (See Instructions)	12.	Check if the Aggregate An	ount in Row (11)	Excludes Certain Shares (See Instructions) o			
3.44% 14. Type of Reporting Person (See Instructions)							
14. Type of Reporting Person (See Instructions)	13.	Percent of Class Represent	d by Amount in I	Row (11)			
PN	14.	Type of Reporting Person (See Instructions)				
		PN					

CUSIP No.			16117M305		
1.	Names of Reporting Perso	ns.			
	Crestview Partners II (FF)	L.P.			
2.	Check the Appropriate Bo: (a) o	x if a Meml	ber of a Group (See Instructions)		
	(b) x				
3.	SEC Use Only				
4.	Source of Funds (See Instr	uctions)			
	00				
5.		al Proceedi	ings Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizenship or Place of Org	ganization			
	Delaware	Delaware			
		1-			
		7.	Sole Voting Power 0		
NUMBER OF	F SHARES BENEFICIALLY EACH REPORTING	2			
PERSON WI		8.	Shared Voting Power		
			3,481,329		
		9.	Sole Dispositive Power		
			0		
		10.	Shared Dispositive Power		
			3,481,329		
11.	Aggregate Amount Benefi	cially Own	ed by Each Reporting Person		
	3,481,329				
12.	Check if the Aggregate An	nount in Ro	ow (11) Excludes Certain Shares (See Instructions) o		
13.	Percent of Class Represent	ed by Amo	punt in Row (11)		
	3.44%				
14.	Type of Reporting Person	(See Instruc	ctions)		
	PN				

CUSIP No.			16117M305		
1.	Names of Reporting Person	ns.			
	Crestview Partners II (TE)	. L.P.			
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o				
	(a) 0 (b) x				
3.	SEC Use Only				
э.	SEC Use Only				
4.	Source of Funds (See Instr	Source of Funds (See Instructions)			
	00				
5.	Check if Disclosure of Leg	gal Proceedin	ngs Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizenship or Place of Organization				
	Delaware				
		7	Cole Veting Device		
		7.	Sole Voting Power 0		
	SHARES BENEFICIALLY	-			
OWNED BY PERSON WIT	EACH REPORTING TH	8.	Shared Voting Power		
			3,481,329		
		9.	Sole Dispositive Power		
			0		
		10.	Shared Dispositive Power		
			3,481,329		
11.	Aggregate Amount Benefi	cially Owned	d by Each Reporting Person		
	3,481,329				
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o		w (11) Excludes Certain Shares (See Instructions) o			
13.	Percent of Class Represent	ed by Amou	unt in Row (11)		
	3.44%				
14.	3.44% Type of Reporting Person (See Instructions)				
	PN				

CUSIP No.			16117M305		
1.	Names of Reporting Person	15.	1		
	Crestview Offshore Holdir	igs II (Cay	man), L.P.		
2.	Charlethe Argunanista Da	· :f - Mana	they of a Curry (Cap Instructions)		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o				
	(b) x				
3.	3. SEC Use Only				
4.	Source of Funds (See Instr	structions)			
	00				
5.					
6.	Citizenship or Place of Org	Citizenship or Place of Organization			
	Cayman Islands				
		-			
		7.	Sole Voting Power 0		
	SHARES BENEFICIALLY				
OWNED BY PERSON WI	EACH REPORTING TH	8.	Shared Voting Power		
			3,481,329		
		9.	Sole Dispositive Power		
			0		
		10.	Shared Dispositive Power		
			3,481,329		
11.	Aggregate Amount Benefi	cially Own	ned by Each Reporting Person		
	3,481,329				
12.					
13.	Percent of Class Represent	ed by Amo	ount in Row (11)		
	3.44%				
14.	Type of Reporting Person	See Instru	actions)		
	PN				
<u> </u>					

CUSIP No.			16117M305		
1.	Names of Reporting Persons.				
	Crestview Offshore Holdings II (FF Cayman), L.P.				
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o				
	(b) x				
3.	3. SEC Use Only				
Э.	SEC Use Only				
4.	Source of Funds (See Instructions)				
т.					
5.	00 Charle if Disclosure of Log	al Drocoodir	ngs Is Required Pursuant to Items 2(d) or 2(e) o		
э.	Check if Disclosure of Leg	al Ploceeuli	igs is required Pursuant to mems 2(d) of 2(e) o		
6. Citizenship or Place of Organi			vication		
0.	Citizenship or Place of Organization				
	Cayman Islands				
		7.	Sole Voting Power		
NUMBER OF S	SHARES BENEFICIALLY		0		
OWNED BY E	ACH REPORTING	8.	Shared Voting Power		
PERSON WITH	1		3,481,329		
		9.	Sole Dispositive Power		
			0		
		10.	Shared Dispositive Power		
			3,481,329		
11.	Aggregate Amount Beneficially Owned by Each Reporting Person				
	3,481,329				
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o				
13.	Percent of Class Represented by Amount in Row (11)				
14.	3.44% Type of Reporting Person (See Instructions)				
- ···					
	PN				

CUSIP No.			16117M305		
1.	Names of Reporting Perso	ns.			
	Crestview Offshore Holdir	ngs II (892	Cayman), L.P.		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o				
	(b) x				
3.	SEC Use Only				
4.	Source of Funds (See Instr	uctions)			
	00				
5.					
6.	Citizenship or Place of Org	ganization			
	Cayman Islands				
		7.	Sole Voting Power		
		<i>/</i> .	0		
NUMBER OF OWNED BY	SHARES BENEFICIALLY EACH REPORTING	8.	Shared Voting Power		
PERSON WIT		0.			
			3,481,329		
		9.	Sole Dispositive Power		
			0		
		10.	Shared Dispositive Power		
			3,481,329		
11.	Aggregate Amount Benefi	cially Own	ed by Each Reporting Person		
	3,481,329				
12.					
13.	Percent of Class Represent	ed by Amo	punt in Row (11)		
	3.44%				
14.	Type of Reporting Person	(See Instrue	ctions)		
	PN				

CUSIP No.			16117M305		
1.	Names of Reporting Perso	ns.			
	Crestview Partners II GP, I	L.P.			
2.	Check the Appropriate Re-	r if a Mom	har of a Crown (See Instructions)		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o				
	(b) x				
3.	3. SEC Use Only				
4.	Source of Funds (See Instr	Source of Funds (See Instructions)			
	00				
5.	Check if Disclosure of Leg	al Proceed	lings Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizenship or Place of Org	of Organization			
	Delaware				
		7.	Sole Voting Power		
		, .	0		
	F SHARES BENEFICIALLY EACH REPORTING	8.	Shared Voting Power		
PERSON WI		0.			
		_	3,482,808		
		9.	Sole Dispositive Power		
			0		
		10.	Shared Dispositive Power		
			3,482,808		
11.	Aggregate Amount Benefi	cially Own	ned by Each Reporting Person		
	3,482,808				
12.					
13.	Percent of Class Represent	ed by Amo	ount in Row (11)		
	3.44%				
14.	Type of Reporting Person	(See Instru	ctions)		
	PN				

CUSIP No.		16117M305				
1.	Names of Reporting Persons.	f Reporting Persons.				
	Crestview Advisors, L.L.C.					
2.	Check the Appropriate Box if a Member of a Group (See Instructions)					
	(a) o					
	(b) x					
3.	3. SEC Use Only					
4.	Source of Funds (See Instructions)					
4.	Source of Funds (See Instructions)					
	00					
5.	Check if Disclosure of Legal Proce	eedings Is Required Pursuant to Items 2(d) or 2(e) o				
6.	Citizenship or Place of Organization					
	Delaware					
	7.	Sole Voting Power				
		1,479				
	ARES BENEFICIALLY					
WITH	CH REPORTING PERSON 8.	Shared Voting Power				
		0				
	9.	Sole Dispositive Power				
		1,479				
	10.	Shared Dispositive Power				
11						
11. Aggregate Amount Beneficially Owned by Each Reporting Person		whed by Each Reporting Person				
	1,479					
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o					
13.	Percent of Class Represented by Amount in Row (11)					
	0.001% Type of Reporting Person (See Inst	tructions)				
14.	Type of Keporting Person (See Inst					
	СО					

This amendment No. 5 relates to the Schedule 13D filed by Crestview L.L.C. ("**Crestview**"), Encore, LLC ("**Encore**"), Crestview Partners, L.P. ("**Crestview Partners**"), Crestview Partners (PF), 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 Offshore Holdings II (Cayman), L.P. ("**Crestview Offshore**"), Crestview Offshore II (TE), L.P. ("**Crestview Partners II**"), Crestview Offshore Holdings II (Cayman), L.P. ("**Crestview Offshore** II **892**"), Crestview Partners II GP, L.P. ("**Crestview Partners II GP**") and Crestview Advisors, L.L.C. ("**Crestview Advisors**") 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 "**Issuer**"). 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(a) is hereby amended and restated in its entirety:

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

For the purpose of Rule 13d-3 promulgated under the Exchange Act, after giving effect to the transactions described in Item 5(c) below, the Reporting Persons beneficially own an aggregate of 5,001,479 Shares, representing approximately 4.94% of the outstanding Shares of the Issuer based on 101,250,955 Shares outstanding as of March 31, 2013, as reported in the Issuer's Annual Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2013.

Encore is the direct beneficial owner of 1,518,671 Shares. Crestview Partners, Crestview PF, Crestview TE, Encore ERISA and 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 (collectively, the "Crestview I Funds").

Encore II is the direct beneficial owner of 3,481,329 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 (collectively, the "**Crestview II Funds**"), each of which is a member of Encore II.

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

Crestview Advisors is the direct beneficial owner of 1,479 Shares. The 1,479 directly beneficial owned by Crestview Advisors does not include the 1,285 restricted Shares described in Item 3 above. Crestview Advisors provides investment advisory and management services to the Crestview I Funds and the Crestview II Funds.

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.

Item 5(c) is hereby amended by adding the following:

(c) Between May 13, 2013 and May 20, 2013, Encore and Encore II sold 192,330 and 440,889 Shares, respectively, at a weighted average price of approximately \$113.19 per share in open market transactions.

Item 5(e) is hereby amended and restated in its entirety:

(e) As of May 20, 2013, the Reporting Persons ceased to be the owners of more than five percent of the Shares of the Issuer. See Item 5(c) above.

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: May 22, 2013

Crestview, L.L.C.

By: /s/ Ross A. Oliver 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: /s/ Ross A. Oliver

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

Crestview Partners GP, L.P.

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

By: /s/ Ross A. Oliver 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 member

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

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

By: <u>/s/ Ross A.</u> 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. Oliver

Name:Ross A. OliverTitle:Senior Counsel & Chief Compliance Officer

Crestview Partners II GP, L.P.

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

By: /s/ Ross A. Oliver

Name:Ross A. OliverTitle:Senior Counsel & Chief Compliance Officer

Crestview Advisors, L.L.C.

By: /s/ Ross A. Oliver

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