

FORM 8-K

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 6, 2000

CHARTER COMMUNICATIONS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

000-27927

Commission File Number

43-1857213

(Federal Employer
Identification Number)

12444 Powerscourt Drive - Suite 400
St. Louis, Missouri

(Address of Principal Executive Offices)

63131

(Zip Code)

(Registrant's telephone number, including area code)

(314) 965-0555

ITEM 5 OTHER ITEMS

On January 6, 2000, Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation, both beneficially owned subsidiaries of Charter Communications, Inc. (collectively, the "Issuers"), announced that they had entered into an agreement to sell \$675.0 million of 10.00% Senior Notes due 2009, \$325.0 million of 10.25% Senior Notes due 2010 and 11.75% Senior Discount Notes due 2010 with a principal amount at maturity of \$532.0 million. The sale of the notes provided gross proceeds to the Issuers of approximately \$1.3 billion. The net proceeds of the offering will be used to repay debt, including notes that will be put to the Issuers' subsidiaries in change of control offers that are pending or anticipated. Funding closed on January 12, 2000.

A copy of the press release announcing the contemplated financing is being filed as Exhibit 99.1 with this report.

ITEM 7 EXHIBITS

(a) Exhibits.

99.1 Press release dated December 27, 1999.*

- -----
*filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,
registrant

Dated January 13, 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)

[CHARTER COMMUNICATIONS LOGO]

FOR IMMEDIATE RELEASE

CHARTER COMMUNICATIONS HOLDINGS, LLC
CHARTER COMMUNICATIONS HOLDINGS CAPITAL CORPORATION
ISSUES \$1.3 BILLION SENIOR NOTES

ST. LOUIS, MO, JANUARY 6, 2000 -- Charter Communications Holdings, LLC and Charter Communications Holdings Capital Corporation today announced that they had entered into an agreement to sell \$675,000,000 of 10% Senior Notes due 2009, \$325,000,000 of 10.25% Senior Notes Due 2010 and 11.75% Senior Discount Notes Due 2010 with a principal amount at maturity of \$532,000,000. The sale of the notes will provide gross proceeds to the issuers of approximately \$1,300,000,000. The transaction size was increased from the \$900,000,000 originally sought by the issuers. The net proceeds of the offering will be used to repay debt, including notes that will be put to the issuers' subsidiaries in change of control offers that are pending or anticipated.

Charter is the fourth largest operator of cable television systems in the United States, serving approximately 6.2 million customers after giving effect to a pending acquisition.

Charter New Debt add one-

The notes are being sold to qualified institutional buyers in reliance on Rule 144A.

The notes have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

For More Information Contact:

Ralph G. Kelly
Senior Vice President-Treasurer
314/543-2388

###