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

## SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No. 4)\*

**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 8, 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-1(f) or 240.13d-1(g), check the following box.

\*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	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(b) x					
3.	SEC Use Only					
Э.	SEC OSE OTHY					
4.	Source of Funds (See Instructions)					
4.						
5.	OO Check if Disclosure of Legal Proceedi	ara Ia Dagas	:d D			
5.	Check if Disclosure of Legal Proceeds	ngs is Requi	ired Pursuant to Items 2(d) or 2(e) o			
6.	Citizenship or Place of Organization					
	Delaware					
		l <sub>7</sub>	Cala Valing Dance			
		7.	Sole Voting Power 0			
	SHARES BENEFICIALLY OWNED	0				
BY EACH KE	EPORTING PERSON WITH	8.	Shared Voting Power			
			5,634,698			
		9.	Sole Dispositive Power			
			0			
		10.	Shared Dispositive Power			
			5,634,698			
11.	Aggregate Amount Beneficially Owne	ed by Each F	Reporting Person			
	5,634,698					
12.	Check if the Aggregate Amount in Ro	w (11) Exclı	udes Certain Shares (See Instructions) o			
13.	Percent of Class Represented by Amo	unt in Row (	(11)			
	5.57%					
14.	Type of Reporting Person (See Instruc	tions)				
		•				
	CO					

CUSIP No.			16117M305		
			1011/11000		
Names of Reporting Persons.					
	Encore, LLC				
2. Check the Appropriate Box if a I			r 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 Proceeding	gs Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizenship or Place of Org	anization			
	Delaware				
		17	Sole Voting Power		
		7.			
	HARES BENEFICIALLY		1,711,001		
PERSON WITH	ACH REPORTING	8.	Shared Voting Power		
			0		
		9.	Sole Dispositive Power		
			1,711,001		
		10.	Shared Dispositive Power		
11.	Aggregate Amount Benefic	L cially Owned	by Each Reporting Person		
	1,711,001	-			
12.		nount in Row	(11) Excludes Certain Shares (See Instructions) o		
13.	Percent of Class Represented by Amount in Row (11)				
	1.69%				
14.	Type of Reporting Person (See Instructions)				
	CO				

CUSIP No.			16117M305				
1.	Names of Reporting Person	1S.					
	Crestview Partners, L.P.						
	Clesiview railiers, L.F.						
2.	Check the Appropriate Box if a Member of a Group (See Instructions)						
	(a) o (b) x	(a) o (b) x					
3.	SEC Use Only						
4.	Source of Funds (See Instr	uctions)					
	00						
5.		al Proceeding	gs Is Required Pursuant to Items 2(d) or 2(e) o				
6.	Citizenship or Place of Org	ganization					
	Delaware						
		7.	Sole Voting Power				
NI IMBER OF	SHARES BENEFICIALLY		0				
	EACH REPORTING	8.	Shared Voting Power				
PERSON WIT	Ή						
		9.	1,711,001 Sole Dispositive Power				
		<i>J</i> .	Sole Dispositive Fower				
		10	0				
		10.	Shared Dispositive Power				
			1,711,001				
11.	Aggregate Amount Benefic	cially Owned	by Each Reporting Person				
	1,711,001						
12.	Check if the Aggregate An	nount in Row	(11) Excludes Certain Shares (See Instructions) o				
13.	Percent of Class Represented by Amount in Row (11)						
			()				
14.	1.69% Type of Reporting Person (	See Instruction	one)				
14.	Type of Keporting Person (	see mstructio	Oli5)				
	PN						

CUSIP No.			16117M305			
1.	Names of Reporting Persons.					
	Crestview Partners (PF), 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					
4.	Source of Funds (See Instr	uctions)				
		•/				
5.	OO Check if Disclosure of Leg	al Proceeding	gs Is Required Pursuant to Items 2(d) or 2(e) o			
6.	Citizenship or Place of Organization					
	Delaware					
		7.	Sole Voting Power			
			0			
	SHARES BENEFICIALLY EACH REPORTING	8.	Shared Voting Power			
PERSON WIT						
		9.	1,711,001 Sole Dispositive Power			
		<i>5</i> .	Sole Dispositive Fower			
		10.	0 Shared Dispositive Power			
		10.				
44	A serve sets A D . C.	aialla C	1,711,001			
11.	Aggregate Amount Benefit	cially Owned	by Each Reporting Person			
	1,711,001					
12.	Check if the Aggregate An	nount in Row	7 (11) Excludes Certain Shares (See Instructions) o			
13.	Percent of Class Represent	ed by Amour	nt in Row (11)			
	1.69%					
14.	Type of Reporting Person (	(See Instruction	ons)			
	PN					

CUSIP No.			16117M305			
1.	Names of Reporting Persons.					
	Crestview Holdings (TE), L.P.					
	Cicotytew Holdings (111), 1.1.					
2.		x if a Member	of a Group (See Instructions)			
	(a) o (b) x					
2	CECTI O I					
3.	SEC Use Only					
4.	Source of Funds (See Instr	uctions)				
	00					
5.	Check if Disclosure of Leg	al Proceeding	s Is Required Pursuant to Items 2(d) or 2(e) o			
6.	Citizenship or Place of Organization					
	Delaware					
		T				
		7.	Sole Voting Power			
	SHARES BENEFICIALLY					
OWNED BY E PERSON WITH	ACH REPORTING	8.	Shared Voting Power			
I EROOM WIII	1		1,711,001			
		9.	Sole Dispositive Power			
			0			
		10.	Shared Dispositive Power			
			1,711,001			
11.	Aggregate Amount Benefic	cially Owned				
	1,711,001					
12.		nount in Row	(11) Excludes Certain Shares (See Instructions) o			
13.	Percent of Class Represented by Amount in Row (11)					
14.	1.69% Type of Reporting Person (	See Instruction	ons)			
		( - 22 active				
	PN					

CUSIP No.			16117M305			
1.	Names of Reporting Person	ns.	•			
	Encore (ERISA), Ltd.					
	Elicore (Elitiori), Eta.					
2.	Check the Appropriate Box if a Member of a Group (See Instructions)					
	(a) o (b)x					
	STG II. O. I					
3.	SEC Use Only					
4.	Source of Funds (See Instr	uctions)				
	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 Org	ganization				
	Cayman Islands					
		<u></u>				
		7.	Sole Voting Power			
	F SHARES BENEFICIALLY					
OWNED BY PERSON WIT	EACH REPORTING	8.	Shared Voting Power			
I EKSON WI	111		1,711,001			
		9.	Sole Dispositive Power			
			0			
		10.	Shared Dispositive Power			
			1,711,001			
11.	Aggregate Amount Benefi	cially Owned	d by Each Reporting Person			
	1.711.001					
12.	, ,	nount in Rov	w (11) Excludes Certain Shares (See Instructions) o			
13.	Percent of Class Represent	Percent of Class Represented by Amount in Row (11)				
14.	1.69%  Type of Reporting Person (	(See Instruct	ions)			
± ···		(	,			
	CO					

CUSIP No.			16117M305			
1.	Names of Reporting Person	ns.				
	Crestview Partners, (ERISA) 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)				
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o					
6.	Citizenship or Place of Org Delaware	Citizenship or Place of Organization  Delaware				
NUMBER OF	SHARES BENEFICIALLY EACH REPORTING	7.	Sole Voting Power 0			
OWNED BY I PERSON WIT	EACH REPORTING TH	8.	Shared Voting Power 1,711,001			
		9.	Sole Dispositive Power			
		10.	Shared Dispositive Power 1,711,001			
11.	Aggregate Amount Benefic	Aggregate Amount Beneficially Owned by Each Reporting Person				
	1,711,001	1,711,001				
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)  1.69%					
14.	Type of Reporting Person (	(See Instru	actions)			
	PN					

CUSIP No.			16117M305			
1.	Names of Reporting Person	ns.	1			
	Crestview Offshore Holdings (Cayman), L.P.					
2.	Check the Appropriate Box if a Member of a Group (See Instructions)					
	(a) o (b) x					
	(b) X					
3.	SEC Use Only					
4.	Source of Funds (See Instr	uctions)				
	00					
5.		al Proceeding	gs Is Required Pursuant to Items 2(d) or 2(e) o			
6.	Citizenship or Place of Org	Citizenship or Place of Organization				
	Cayman Islands					
		7.	Sole Voting Power			
MUMDED OF	SHARES BENEFICIALLY		0			
	ACH REPORTING	8.	Shared Voting Power			
PERSON WIT						
		9.	1,711,001 Sole Dispositive Power			
		9.	Sole Dispositive Fower			
			0			
		10.	Shared Dispositive Power			
			1,711,001			
11.	Aggregate Amount Beneficially Owned by Each Reporting Person					
	1,711,001					
12.		nount in Row	(11) Excludes Certain Shares (See Instructions) o			
13.	Percent of Class Represented by Amount in Row (11)					
	1.69%					
14.	Type of Reporting Person (	See Instruction	ons)			
	PN					

CUSIP No.			16117M305			
1.	Names of Reporting Person	Names of Reporting Persons.				
	Crestview Partners GP, L.P					
2.		if a Membe	er of a Group (See Instructions)			
	(a) o (b) x					
	(b) x					
3.	SEC Use Only					
4.	Source of Funds (See Instr	ıctions)				
	00					
5.	OO Check if Disclosure of Leg	al Proceedin	ngs Is Required Pursuant to Items 2(d) or 2(e) o			
			8			
	Citicanahin ay Dlaga af Our	:				
6.	Citizenship or Place of Organization					
	Delaware					
	<u> </u>	7.	Sole Voting Power			
		<b>'</b> '	0			
NUMBER OF S	SHARES BENEFICIALLY					
OWNED BY EA	ACH REPORTING I	8.	Shared Voting Power			
			1,712,480			
		9.	Sole Dispositive Power			
			0			
		10.	Shared Dispositive Power			
			1,712,480			
11.	Aggregate Amount Benefic	cially Owned	d by Each Reporting Person			
		-				
12.	1,712,480 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o					
12.	Check if the riggregate rin	iount in itov	V (11) Excludes Octum Shares (See instructions) o			
40		11 4	11 B (41)			
13.	Percent of Class Represented by Amount in Row (11)					
	1.69%					
14.	Type of Reporting Person (	See Instruct	ions)			
	PN					

CUSIP No.		16117M305				
1.	Names of Reporting Person	1S.				
	runies of Reporting Persons.					
	Encore II, LLC					
2.	Check the Appropriate Box if a Member of a Group (See Instructions)					
	(a) o (b) x					
	(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	chin or Place of Organization				
	Delaware					
		7.	Sole Voting Power			
NI IMBED OF	SHARES BENEFICIALLY		3,922,218			
	EACH REPORTING	8.	Shared Voting Power			
PERSON WIT	TH					
		9.	0 Sole Dispositive Power			
		J.				
		10.	3,922,218			
		10.	Shared Dispositive Power			
	T		0			
11.	Aggregate Amount Benefic	cially Owr	ned by Each Reporting Person			
	3,922,218					
12.	Check if the Aggregate Am	nount in R	ow (11) Excludes Certain Shares (See Instructions) o			
13.	Percent of Class Represent	Percent of Class Represented by Amount in Row (11)				
	3.87%					
14.	Type of Reporting Person (	See Instru	actions)			
	CO					

CUSIP No.		16117M305				
1.	Names of Reporting Person	ns.				
	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					
	y					
4.	Source of Funds (See Instr	uctions)				
	00	ŕ				
5.		gal Proceedii	ngs Is Required Pursuant to Items 2(d) or 2(e) o			
6.	Citizenship or Place of Organization					
	Delaware					
	Delaware					
		7.	Sole Voting Power			
	SHARES BENEFICIALLY					
OWNED BY E PERSON WIT	EACH REPORTING	8.	Shared Voting Power			
FERSON WIII	11		3,922,218			
		9.	Sole Dispositive Power			
			o			
		10.	Shared Dispositive Power			
			3,922,218			
11.	Aggregate Amount Benefi	cially Owne	d by Each Reporting Person			
	3,922,218					
12.	Check if the Aggregate An	nount in Rov	w (11) Excludes Certain Shares (See Instructions) o			
13.	Percent of Class Represented by Amount in Row (11)					
	3.87%					
14.	Type of Reporting Person (	(See Instruct	tions)			
	PN					

CUSIP No.			16117M305		
1.	Names of Reporting Persons.				
	Crestview Partners II (FF),	T D			
	Crestview rainlers ir (rr),	ш			
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.		al Proceedin	gs Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizenship or Place of Organization				
	Delaware				
	•	7.	Sole Voting Power		
NUMBER OF S	SHARES BENEFICIALLY		0		
OWNED BY E	ACH REPORTING H	8.	Shared Voting Power		
PERSON WITH	H				
		9.	3,922,218 Sole Dispositive Power		
		<i>J</i> .	Sole Dispositive Fower		
		10	0		
		10.	Shared Dispositive Power		
			3,922,218		
11.	Aggregate Amount Beneficially Owned by Each Reporting Person				
	3,922,218				
12.	Check if the Aggregate An	nount in Row	v (11) Excludes Certain Shares (See Instructions) o		
13.	Percent of Class Represented by Amount in Row (11)				
	3.87%				
14.	Type of Reporting Person (	See Instructi	ions)		
	DN				
	PN				

CUSIP No.			16117M305			
1.	Names of Reporting Person	ns.	•			
	Crestview Partners II (TE)	. L.P.				
2.	Check the Appropriate Box (a) o	ate Box if a Member of a Group (See Instructions)				
	(b) x					
3.	SEC Use Only					
J.	DLC Ose Only					
4.	Source of Funds (See Instr	uctions)				
		,				
5.	OO Check if Disclosure of Leg	al Proceedi	ngs Is Required Pursuant to Items 2(d) or 2(e) o			
J.	Oneck if Discissare of Eeg	ur i rocccui	ngo io required i dioduni to remo 2(d) or 2(e) o			
6.	Citizenship or Place of Org	ganization				
o.						
	Delaware					
	L	7.	Sole Voting Power			
NUMBER OF	SHARES BENEFICIALLY		0			
OWNED BY	EACH REPORTING	8.	Shared Voting Power			
PERSON WIT	CH		3,922,218			
		9.	Sole Dispositive Power			
		10.	Shared Dispositive Power			
			3,922,218			
11.	Aggregate Amount Benefic	cially Owne	ed by Each Reporting Person			
12.	3,922,218  Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o					
13.	Percent of Class Represented by Amount in Row (11)					
	3.87%	-				
14.	Type of Reporting Person (	See Instruc	tions)			
	PN					

CUSIP No.			16117M305			
1.	Names of Reporting Person	ns.				
	Crestview Offshore Holdir	ac II (Cav	man) I D			
	Crestview Offshore Holdin	igs II (Cay	ilidil), L.F.			
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.	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				
	Cayman Islands					
	Gay mair ioranas					
		7.	Sole Voting Power			
	SHARES BENEFICIALLY					
OWNED BY I	EACH REPORTING	8.	Shared Voting Power			
FERSON WII	.11		3,922,218			
		9.	Sole Dispositive Power			
		10.	Shared Dispositive Power			
			3,922,218			
11.	Aggregate Amount Benefi	cially Own	ned by Each Reporting Person			
12.	3,922,218 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o					
13.	Percent of Class Represented by Amount in Row (11)					
15.						
1.4	3.87% Type of Reporting Person (See Instructions)					
14.	Type of Keporting Person (	see mstru	CHOHS)			
	PN					

CUSIP No.			16117M305			
1.	Names of Reporting Perso	ns.				
	Crestview Offshore Holdings II (FF Cayman), L.P.					
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o					
	(a) 0 (b) x					
2						
3.	SEC Use Only					
	47 1 (9 7					
4.	Source of Funds (See Insti	ructions)				
	00					
5.	Check if Disclosure of Leg	gal Proceedi	ings Is Required Pursuant to Items 2(d) or 2(e) o			
6.	Citizenship or Place of Organization					
	Cayman Islands					
		T=	lo 1 vv. i - p			
		7.	Sole Voting Power 0			
	SHARES BENEFICIALLY					
OWNED BY PERSON WIT	EACH REPORTING	8.	Shared Voting Power			
LIKSON WI	.11		3,922,218			
		9.	Sole Dispositive Power			
			0			
		10.	Shared Dispositive Power			
			3,922,218			
11.	Aggregate Amount Benefi	cially Owne	p,922,210 ed by Each Reporting Person			
12.	3,922,218 . Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o					
	Check if the Aggregate Amount in Now (11) Excludes Certain Shares (See Instructions) o					
13.	Percent of Class Represen	ted by Amo	unt in Row (11)			
	3.87%					
14.	Type of Reporting Person	(See Instruc	ctions)			
	PN					
	[·					

CUSIP No.			16117M305		
1.	Names of Reporting Person	ns.			
	Crestview Offshore Holdir	ac II (902	Cayman) I D		
	Crestview Offshore Holdin	igs II (092	Cayman, L.P.		
2.		priate 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.		al Proceed	lings Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizenship or Place of Org	ganization			
	Cayman Islands				
		7.	Sole Voting Power		
NUMBER OF	SHARES BENEFICIALLY		ľ		
OWNED BY	EACH REPORTING	8.	Shared Voting Power		
PERSON WIT	'H		3,922,218		
		9.	Sole Dispositive Power		
		10.	U Shared Dispositive Power		
11.	Aggregate Amount Renefi	cially Own	3,922,218		
11.	Aggregate Amount Beneficially Owned by Each Reporting Person				
10	3,922,218				
12.	12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o				
13.	Percent of Class Represent	ed by Amo	ount in Row (11)		
	3.87%				
14.	Type of Reporting Person (	See Instru	ctions)		
	PN				

CUSIP No.			16117M305			
1.	Names of Reporting Persor	1S.				
	Crestview Partners II GP, I	D				
	Grestview I atulets if GF, L.F.					
2.		x if a Member of a Group (See Instructions)				
	(a) o (b) x					
3.	SEC Use Only					
4.	Source of Funds (See Instr	actions)				
	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	anization				
Delaware						
	Delaware					
		7.	Sole Voting Power			
NUMBER OF S	SHARES BENEFICIALLY		0			
OWNED BY E	ACH REPORTING I	8.	Shared Voting Power			
PERSON WITH	I		3,923,697			
		9.	Sole Dispositive Power			
		10.	0 Shared Dispositive Power			
		101				
11.	Aggregate Amount Benefic	sially Owned	3,923,697			
11.	Aggregate Amount Denem	lany Owned	by Each Reporting Person			
	3,923,697					
12.	Check if the Aggregate Am	ount in Row	(11) Excludes Certain Shares (See Instructions) o			
13.	3. Percent of Class Represented by Amount in Row (11)					
	3.88%					
14.	Type of Reporting Person (	See Instruction	ons)			
	PN					

CUSIP No.			16117M305			
1.	Names of Reporting Perso	ns.				
	Crestview Advisors, L.L.C					
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o					
	(b) x					
3.	SEC Use Only					
5.	SEC Use Only					
4.	Source of Funds (See Instr	auctions)				
4.		ucuons)				
	00	-1 D 1'-	The Description of the Control of th			
5.	Check if Disclosure of Leg	gal Proceedin	gs Is Required Pursuant to Items 2(d) or 2(e) o			
C	Ciri II Pl (O					
6.	Citizenship or Place of Org	anization				
	Delaware					
		7.	Sole Voting Power			
NIII ADED OF	CHARLE DENIELCIALLY		1,479			
	SHARES BENEFICIALLY EACH REPORTING PERSON	1 8	Shared Voting Power			
WITH		<b>.</b>	Shared volling Fower			
		9.	0 Sole Dispositive Power			
		9.	Sole Dispositive Power			
			1,479			
		10.	Shared Dispositive Power			
			0			
11.	Aggregate Amount Benefi	cially Owned	l by Each Reporting Person			
	1,479					
12.						
13.	Percent of Class Represent	Percent of Class Represented by Amount in Row (11)				
	0.001%					
14.	Type of Reporting Person	(See Instructi	ions)			
	CO					

This amendment No. 4 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 II, L.P. ("Crestview Partners II"), Crestview Partners II (FF), L.P. ("Crestview Partners II"), Crestview Partners II (FF), L.P. ("Crestview Offshore Holdings II (Cayman), L.P. ("Crestview Offshore II"), Crestview Offshore Holdings II (B92 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 "Company"). 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 5,634,698 Shares, representing approximately 5.57% of the outstanding Shares of the Company based on 101,250,955 Shares outstanding as of March 31, 2013, as reported in the Company'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 1,711,001 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 3,922,218 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) On May 8, 2013, Encore and Encore II (collectively, the "Selling Stockholders") sold 1,500,000 Shares in an secondary offering, pursuant to an underwriting agreement between the Selling Stockholders, the Company and Goldman, Sachs & Co. (the "Underwriting Agreement"). This summary of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 99.1 hereto and incorporated herein by reference. The Shares were offered to the public pursuant to a prospectus supplement dated May 8, 2013 to a prospectus dated November 10, 2010 and made part of the Registration

Statement on Form S-3 filed with the Securities and Exchange Commission by the Company on November 10, 2010. Of the 1,500,000 Shares sold by the Selling Stockholders, 455,601 Shares were beneficially owned by Encore, and 1,044,399 Shares were beneficially owned by Encore II.

On May 9, 2013, Encore sold 46,681 Shares, and Encore II sold 107,008 Shares, each at an average per share price of approximately \$110.0426 per share, in open market transactions.

On May 10, 2013, Encore sold 48,855 Shares, and Encore II sold 111,992 Shares, each at an average per share price of approximately \$111.2571 per share, in open market transactions.

#### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The description of the Underwriting Agreement in Item 5(c) above is incorporated herein by reference.

#### Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended by the addition of the following:

Exhibit 99.1: Underwriting Agreement, dated May 8, 2013, by and among the Selling Stockholders, the Company and the Underwriter (incorporated by reference to Exhibit 99.1 to the current report on Form 8-K of Charter Communications, Inc. filed on May 10, 2013 (File No. 001-33664)).

#### **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 10, 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. Oliver

Title: 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: /s/ Ross A. 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.

 ${\bf Crestview\ Offshore\ Holdings\ II\ (892\ Cayman),\ L.P.}$ 

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. Oliver

Title: 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. Oliver

Title: 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