

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

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 9, 2024



Charter Communications, Inc.  
CCO Holdings, LLC

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

001-33664  
001-37789

(Commission File Number)

84-1496755  
86-1067239

(I.R.S. Employer Identification Number)

400 Washington Blvd.

Stamford, Connecticut 06902

(Address of principal executive offices, including zip code)

(203) 905-7801

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$.001 Par Value	"CHTR"	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## ITEM 7.01 REGULATION FD

On May 9, 2024, Charter Communications, Inc. (the “Company”) issued a press release titled “Charter Announces Amended Tender Offer for Debt Securities.” The press release is attached hereto as Exhibit 99.1 and is incorporated to this Item 7.01 by reference.

The information contained in this Item 7.01 shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. Further, such information shall not be deemed incorporated by reference into any reports or filings with the Securities Exchange Commission, whether made before or after the date hereof, except as expressly set forth by specific reference in such report or filing.

## ITEM 8.01 OTHER EVENTS

On May 9, 2024, the Company announced that its subsidiaries, Charter Communications Operating, LLC and Charter Communications Operating Capital Corp. (collectively, the “Issuers”) are amending their previously announced offer to purchase for cash (the “Tender Offer”) the Issuers’ 4.908% senior secured notes due 2025 (the “Notes”) to increase the maximum amount of the Notes it will repurchase in the Tender Offer from up to \$1.7 billion to up to \$2.5 billion.

## ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press release, dated May 9, 2024.</a>
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, each of Charter Communications, Inc. and CCO Holdings, LLC has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

**CHARTER COMMUNICATIONS, INC.,**

Registrant

By: /s/ Kevin D. Howard

Name: Kevin D. Howard

Title: Executive Vice President, Chief Accounting Officer and Controller

Date: May 9, 2024

**CCO HOLDINGS, LLC,**

Registrant

By: /s/ Kevin D. Howard

Name: Kevin D. Howard

Title: Executive Vice President, Chief Accounting Officer and Controller

Date: May 9, 2024

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### **Charter Announces Amended Tender Offer for Debt Securities**

STAMFORD, Connecticut – May 9, 2024 – Charter Communications, Inc. (NASDAQ: CHTR) (along with its subsidiaries, “Charter”) today announced that its subsidiaries, Charter Communications Operating, LLC and Charter Communications Operating Capital Corp. (collectively, the “Company”) have amended its previously announced offer (the “Tender Offer”) to purchase for cash the Company’s outstanding 4.908% senior secured notes due 2025 (the “Notes”), represented by CUSIP number 161175 AY0 / 161175 AT1 / U16109 AM9.

The Company is amending the maximum amount of the Notes it will repurchase in the Tender Offer from a combined aggregate purchase price of up to \$1.7 billion (excluding accrued and unpaid interest up to, but not including, the applicable Settlement Date and excluding fees and expenses related to the Tender Offer) (the “Original Notes Purchase Price”) to a combined aggregate purchase price of up to \$2.5 billion (excluding accrued and unpaid interest up to, but not including, the applicable Settlement Date and excluding fees and expenses related to the Tender Offer) (the “Amended Notes Purchase Price”).

Except as stated in this press release, no other terms of the Tender Offer have changed. The complete terms and conditions of the Tender Offer are set forth in the Offer to Purchase dated May 9, 2024 (as amended and supplemented from time to time, the “Offer to Purchase”), copies of which may be obtained from Global Bondholder Services Corporation, the Information Agent and Tender Agent, by calling at (toll-free) (855) 654-2015, (for banks and brokers) (212) 430-3774 or by email to [contact@gbsc-usa.com](mailto:contact@gbsc-usa.com). Questions regarding the tendering of Notes may be directed to Global Bondholder Services Corporation by facsimile to (for Eligible Institutions only) (212) 430-3775/3779.

Morgan Stanley & Co. LLC is serving as the Dealer Manager for the Tender Offer. Questions regarding the Tender Offer may be directed to Morgan Stanley & Co. LLC, Liability Management Group at (800) 624-1808 (toll free) or (212) 761-1057 (collect).

This press release is neither an offer to purchase nor a solicitation of an offer to sell the Notes. The Tender Offer is made only by the Offer to Purchase and the information in this press release is qualified by reference to that Offer to Purchase. Neither Charter, the Company or its affiliates, their respective boards of directors, the Dealer Manager, the Information Agent and Tender Agent or the trustees with respect to any Notes is making any recommendation as to whether holders should tender any Notes in response to the Tender Offer, and no one has been authorized to make any such recommendation. Holders must make their own decision as to whether to tender any of their Notes, and, if so, the principal amount of Notes to tender.

This press release shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities.

#### ***About Charter***

Charter Communications, Inc. (NASDAQ:CHTR) is a leading broadband connectivity company and cable operator serving more than 32 million customers in 41 states through its Spectrum brand. Over an advanced communications network, the Company offers a full range of state-of-the-art residential and business services including Spectrum Internet<sup>®</sup>, TV, Mobile and Voice.

For small and medium-sized companies, Spectrum Business<sup>®</sup> delivers the same suite of broadband products and services coupled with special features and applications to enhance productivity, while for larger businesses and government entities, Spectrum Enterprise<sup>®</sup> provides highly customized, fiber-based solutions. Spectrum Reach<sup>®</sup> delivers tailored advertising and production for the modern media landscape. The Company also distributes award-winning news coverage and sports programming to its customers through Spectrum Networks. More information about Charter can be found at [corporate.charter.com](http://corporate.charter.com).

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#### **Contact:**

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## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This communication includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, regarding, among other things, the potential offering. Although we believe that our plans, intentions and expectations as reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions including, without limitation, the factors described under “Risk Factors” from time to time in our filings with the SEC. Many of the forward-looking statements contained in this communication may be identified by the use of forward-looking words such as “believe,” “expect,” “anticipate,” “should,” “planned,” “will,” “may,” “intend,” “estimated,” “aim,” “on track,” “target,” “opportunity,” “tentative,” “positioning,” “designed,” “create,” “predict,” “project,” “initiatives,” “seek,” “would,” “could,” “continue,” “ongoing,” “upside,” “increases,” “grow,” “focused on” and “potential,” among others.

All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this communication.