

---

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): **March 31, 2004****



**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**

*(I.R.S. Employer Identification Number)*

**12405 Powerscourt Drive**  
**St. Louis, Missouri 63131**

*(Address of principal executive offices including zip code)*

**(314) 965-0555**

*(Registrant's telephone number, including area code)*

**Not Applicable**

*(Former name or former address, if changed since last report)*

---

**ITEM 7. EXHIBITS.**

The following exhibit is not filed but furnished pursuant to Item 9:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated as of March 31, 2004. *

\* furnished herewith

**ITEM 9. REGULATION FD DISCLOSURE.**

Charter Communications, Inc. today announced that its indirect subsidiaries, Charter Communications Operating, LLC and Charter Communications Operating Capital Corporation, intend to offer Senior Second Lien Notes due 2014 for estimated proceeds of approximately \$1.5 billion in a private transaction. The entirety of the press release appearing in Exhibit 99.1 hereto is not filed but is furnished pursuant to Regulation FD.

---

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Report includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended, regarding, among other things, our plans, strategies and prospects, both business and financial. Although we believe that our plans, intentions and expectations 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 whether these exchanges or the previously announced asset divestitures are consummated. Many of the forward-looking statements contained in this Report may be identified by the use of forward-looking words such as "believe," "expect," "anticipate," "should," "planned," "will," "may," "intend," "estimated," and "potential," among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this Report include market conditions and our ability to negotiate satisfactory terms to the transactions described in this Report, in addition to those set forth in reports or documents that we file from time to time with the United States Securities and Exchange Commission. All forward-looking statements attributable to Charter Communications or a person acting on its behalf are expressly qualified in their entirety by this cautionary language.

---

### SIGNATURES

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

**CHARTER COMMUNICATIONS, INC.,**

Registrant

Dated: March 31, 2004

By: /s/ Paul E. Martin

Name: Paul E. Martin

Title: Senior Vice President and Controller

(Principal Accounting Officer)



# NEWS

FOR RELEASE: 7:00 AM CT Wednesday, March 31, 2004

## CHARTER COMMUNICATIONS PLANS TO OFFER \$1.5 BILLION SENIOR NOTES

ST. LOUIS - Charter Communications, Inc. (NASDAQ: CHTR - the Company) today announced that its indirect subsidiaries, Charter Communications Operating, LLC (Charter Operating) and Charter Communications Operating Capital Corporation, intend to offer Senior Second Lien Notes due 2014 (the Notes) for estimated proceeds of approximately \$1.5 billion in a private transaction.

Charter Operating expects to use the net proceeds from this proposed offering, together with anticipated new borrowings under its proposed amended bank credit facilities, to refinance the bank debt of its subsidiaries, CC VI Operating Company, LLC, Falcon Cable Communications, LLC and CC VIII Operating, LLC.

It is expected that the Notes would be sold to qualified institutional buyers in reliance on Rule 144A and outside the United States to non-U.S. persons in reliance on Regulation S. The Notes will not be 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. Subject to market conditions, the Company anticipates that the sale would be completed within the next few weeks. 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.

### About Charter Communications

Charter Communications, Inc., a broadband communications company, provides a full range of advanced broadband services to the home, including cable television on an advanced digital video programming platform via Charter Digital™ and Charter High-Speed Internet Service™. Charter also provides business to business video, data and Internet protocol (IP) solutions through its Commercial Services Division. Advertising sales and production services are sold under the Charter Media® brand. More information about Charter can be found at [www.charter.com](http://www.charter.com).

###

### Contacts:

Media  
David Mack  
303-323-1392

Analysts  
Mary Jo Moehle  
314-543-2397

### Cautionary Statement Regarding Forward-Looking Statements:

*This news release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended, regarding, among other things, our plans, strategies and prospects, both business and financial. Although we believe that our plans, intentions and expectations 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 whether these exchanges or the previously announced asset divestitures are consummated. Many of the forward-looking statements contained in this news release may be identified by the use of forward-looking words such as "believe," "expect," "anticipate," "should," "planned," "will," "may," "intend," "estimated," and "potential," among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this news release include market conditions and our ability to negotiate satisfactory terms to the transactions described in this release, in addition to those set forth in reports or documents that we file from time to time with the United States Securities and Exchange Commission. All forward-looking statements attributable to Charter Communications or a person acting on its behalf are expressly qualified in their entirety by this cautionary language.*

