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): September 1, 2023

Charter Communications, Inc.
CCO Holdings, LLC
CCO Holdings Capital Corp.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

001-33664	**84-1496755**
001-37789	**86-1067239**
333-112593-01	**20-0257904**
(Commission File Number)	*(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 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 DISCLOSURE.

On September 1, 2023, representatives of Charter Communications, Inc. (the "Company") made a presentation to investors (the "Investor Webcast") to provide an update on the Company's negotiations with The Walt Disney Company using slides containing the information attached to this Current Report on Form 8-K as Exhibit 99.1 (the "Investor Presentation") and incorporated herein by reference.

Also on September 1, 2023, the Company issued a press release announcing key highlights from the Investor Webcast, a copy of which is attached to this Current Report on Form 8-K as Exhibit 99.2.

The information contained in this Item 7.01 of this Current Report on Form 8-K and Exhibits 99.1 and 99.2 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 and Exchange Commission, whether made before or after the date hereof, except as expressly set forth by specific reference in such report or filing.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit	Description
99.1	Investor Presentation
99.2	Press Release dated September 1, 2023
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., CCO Holdings, LLC and CCO Holdings Capital Corp. 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
Kevin D. Howard
Executive Vice President, Chief Accounting Officer and Controller

Date: September 1, 2023

CCO Holdings, LLC
Registrant

By: /s/ Kevin D. Howard
Kevin D. Howard
Executive Vice President, Chief Accounting Officer and Controller

Date: September 1, 2023

CCO Holdings Capital Corp.
Registrant

By: /s/ Kevin D. Howard
Kevin D. Howard
Executive Vice President, Chief Accounting Officer and Controller

Date: September 1, 2023

Exhibit 99.1

The Future of Multichannel Video: Moving Forward, Or Moving On

September 1, 2023

Charter COMMUNICATIONS

Cautionary Statement Regarding Forward-Looking Statements

This presentation 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, our plans, strategies and prospects, both business and financial. 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 Securities and Exchange Commission (the "SEC"). Many of the forward-looking statements contained in this presentation 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. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this presentation are set forth in this presentation, in our annual report on Form 10-K, and in other reports or documents that we file from time to time with the SEC, and include, but are not limited to:

- our ability to sustain and grow revenues and cash flow from operations by offering Internet, video, voice, mobile, advertising and other services to residential and commercial customers, to adequately meet the customer experience demands in our service areas and to maintain and grow our customer base, particularly in the face of increasingly aggressive competition, the need for innovation and the related capital expenditures;
- the impact of competition from other market participants, including but not limited to incumbent telephone companies, direct broadcast satellite ("DBS") operators, wireless broadband and telephone providers, digital subscriber line ("DSL") providers, fiber to the home providers and providers of video content over broadband Internet connections;
- general business conditions, unemployment levels and the level of activity in the housing sector and economic uncertainty or downturn;
- our ability to obtain programming at reasonable prices or to raise prices to offset, in whole or in part, the effects of higher programming costs (including retransmission consents and distribution requirements);
- our ability to develop and deploy new products and technologies including consumer services and service platforms;
- any events that disrupt our networks, information systems or properties and impair our operating activities or our reputation;
- the effects of governmental regulation on our business including subsidies to consumers, subsidies and incentives for competitors, costs, disruptions and possible limitations on operating flexibility related to, and our ability to comply with, regulatory conditions applicable to us;
- the ability to hire and retain key personnel;
- our ability to procure necessary services and equipment from our vendors in a timely manner and at reasonable costs including in connection with our network evolution and rural construction initiatives;
- the availability and access, in general, of funds to meet our debt obligations prior to or when they become due and to fund our operations and necessary capital expenditures, either through (i) cash on hand, (ii) free cash flow, or (iii) access to the capital or credit markets; and
- our ability to comply with all covenants in our indentures and credit facilities, any violation of which, if not cured in a timely manner, could trigger a default of our other obligations under cross-default provisions.

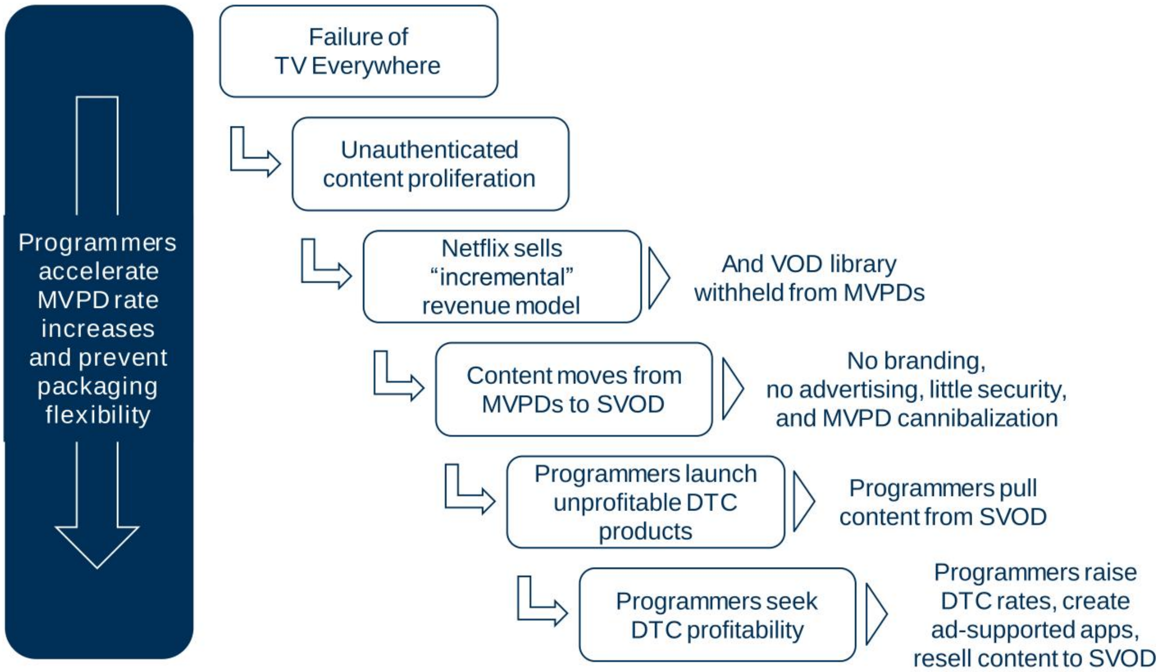
All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this presentation.

Current Status

- The multichannel video product is too expensive and packages don't meet consumer needs
- Customers are leaving the traditional video ecosystem and losses have accelerated
- We still believe video is an important part of our connectivity offering, but the video product has been devalued and the ecosystem is broken
- Disney – so far – has insisted on a traditional long-term deal with higher rates and limited packaging flexibility
- Charter proposed a model that creates a better value for consumers and the industry
- Disney declined our proposal and pulled its video channels from Charter's video customers on August 31

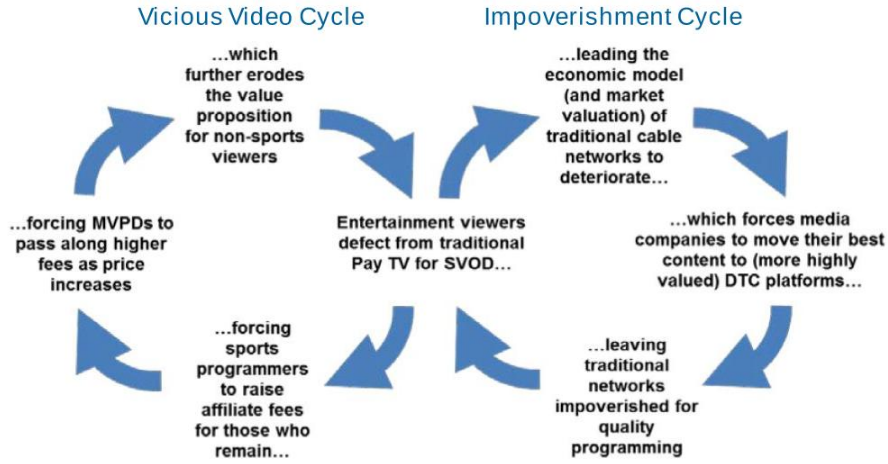
Video Ecosystem is Broken

Programmers continue to force MVPDs and consumers to pay higher rates with the same packaging restrictions with no additional customer value, despite destruction of the multichannel video marketplace



The Video Dilemma

Programmers are caught in a self-imposed dilemma as they have moved content to their DTC products for short-term profit maximization and their management teams are not incentivized to drive business for the long-term



Pricing and packaging restrictions proposed by Disney actively drive consumers out of the market, accelerating the vicious cycle and further destroying the video business

Source: SVB MoffettNathanson, "The Impoverishment Cycle", Cord-Cutting Monitor Q1 '23, Exhibit 1.

Charter's Strategic View on Video

The video environment we operate in

Programmers devalued the multichannel video product	→	Multichannel video industry lost nearly 25 million customers over the last 5 years	→	Despite passing through significant rate increases, video profitability has been declining for years	→	The video product is no longer a key driver of financial performance

Renewing a traditional distribution agreement with higher costs, limited packaging flexibility and no additional value ignores the realities of the changing marketplace and will simply accelerate the decline of video subscription and advertising revenue

BUT

- We still believe that a compelling Charter-branded video product offering can be a captivating part of our portfolio of connectivity services and appealing to customers, but we are at a crossroads that requires us to either:
  - Create a path to a new economic and distribution model, or
  - Largely exit the traditional video business
- We prefer to transform the traditional video distribution model with key partners to lead a new model for our video product and the industry in general

Charter's Vision for the Future of Video

Distributors and programmers need to work together to entice and reward customers to utilize bundled subscription products – most programmers simply will not be able to profit/survive solely on a-la-carte streaming revenue and need a hybrid, customer centric model

The Partnership Vision

- Aggregate the ad-supported streaming apps from cable network brands into packaged linear products at an affordable price point, creating the most compelling consumer proposition in the marketplace
- In parallel, help market programmer streaming apps to broadband subscribers utilizing the full complement of Charter's sales and marketing distribution capability

Benefits

- Path for programmers to manage the DTC migration, stem linear subscription and advertising revenue losses and preserve their significant, at-risk cash flow
- Charter able to stem cord cutting and incentivized to sell programmer DTC apps to broadband customers
- Compelling video product for consumers with the best value proposition and more consumer choice

We can create a blueprint for programmers and distributors that works for customers

Why Charter and Disney?

We believe Disney and Charter are the right partners to establish a new, customer centric video model

- Disney and Charter are both at a crossroads with their video strategy
- Disney acknowledged that the most sensible financial outcome for ESPN is a hybrid approach, retaining a sizeable portion of its linear television revenue while incrementally exploiting streaming options
- Both companies need a glidepath to a new model – a shared vision, a good economic outcome and flexibility for consumers
- Charter, as a pure play connectivity provider with scale, is the ideal partner to establish the model
- Disney's ESPN is widely seen as the lynchpin for the evolution of the video ecosystem and this model paves the way for a ESPN DTC product

A new model creates the pathway for Disney to stabilize its linear losses and grow its DTC business, ultimately preserving cash flows

Negotiation Positions

- Disney offered a traditional long-term deal and has not seriously engaged on Charter's transformational partnership proposal
  - Insisting on high penetration payment minimums despite its own a la carte offerings
  - Forcing Disney channels into packages where they are not included today, against consumer will
  - Requiring additional large rate increases by forcing DTC service inclusion and additional payment to existing linear customers
  - Little incentive to sell DTC apps to broadband customers
- Disney's traditional approach would result in a dramatic increase of cost to consumers – many of whom don't view, want or even subscribe to Disney/ESPN content
- Charter offered to accept Disney "market" rate increases in exchange for bundling ad-supported DTC apps with packaged linear products, and lower penetration payment minimums to provide packaging flexibility to customers. Charter has also offered to market the Disney DTC apps to its broadband customers. Disney declined.
- Charter also offered a shorter extension of the current contract to further discuss the benefits of Charter's proposal, which Disney declined

While we believe content is valuable and Disney is an excellent content creator, we have already reached the point of economic indifference with the current model. Disney and Charter will either create value for the video consumer, or we will pivot to alternative video solutions.

Potential Impact to Charter

Currently Charter is paying ~$2.2bn in annual programming costs to Disney, not including the impact of advertising revenue for both parties, and only ~25% of Charter video subscribers regularly engage with Disney content. Disney pulled its content which will impact our operations and financials.

Short-Term	Long-Term
• Immediate reduction in programming cost • Will incur one-time costs, including calls handled and potential customer credits • Disruptive to operations • Reductions to video revenue may be largely offset by programming and other cost reductions	• Focus on retaining the overall connectivity relationship with Charter • Pivot to alternative video solutions that drive value for connectivity relationships • Cash flow from video has already declined significantly and video ultimately cash flow neutral without structural changes

Alternatively, forcing customers to pay for Disney content they opted out of, or don't view and pay even higher rates, would negatively impact our connectivity relationships

Charter's Goals

- Either create a path to a sustainable video model for consumers or move to alternate business models to deliver value for connectivity relationships – very different than a traditional carriage dispute
- Charter wants to reach an agreement with Disney but as a portion of Disney/ESPN engaged viewers downgrade their video services with Charter, there will be even less incentive to force tremendous cost and a broken model on our remaining video customers
- We still believe that a compelling Charter-branded video product offering can be a captivating part of our portfolio of connectivity services and appealing to customers
- Charter's partnership model would enable Disney to manage its DTC migration, including ESPN, and stem cord cutting with compelling products for consumers
- Disney and Charter have the opportunity to work together on transforming the industry for the long-term benefit of both companies and consumers – but we are either moving forward together, or moving on

Exhibit 99.2

Charter COMMUNICATIONS

NEWS

CHARTER COMMUNICATIONS PROVIDES UPDATE ON NEGOTIATIONS WITH THE WALT DISNEY COMPANY

At the September 1, 2023 Investor Webcast, Charter's CEO, CFO and President of Product and Technology Presented the Company's Vision for Evolving the Video Business, and Desire for The Walt Disney Company to Join the Company in Leading the Industry Towards a Customer-Centric Business Model

Key highlights are below, and a full replay of the investor meeting can be found at ir.charter.com.

STAMFORD, Conn – Sept 1, 2023 – Charter Communications, Inc. (along with its subsidiaries, the "Company" or "Charter") today provided an update on its contract negotiation dispute with The Walt Disney Company. Following are key highlights from the meeting.

Overview

We respect the quality video products that The Walt Disney Company produces as well as the experience of its management team. <u>But the current video ecosystem is broken,</u> and we know there is a better path that will deliver video products with the choice consumers want.

The Walt Disney Company and Charter are uniquely capable to lead the way, which is why we are disappointed that thus far they have insisted on unsustainable price hikes and forcing customers to take their products, even when they don't want or can't afford them.

They also want to require customers to pay twice to get content apps with the linear video they have already paid for. This is not a typical carriage dispute. It is significant for Charter, and we think it is even more significant for programmers and the broader video ecosystem.

We have proposed a model to The Walt Disney Company that we believe creates better alignment for the industry and better products for customers. It is a model that could both stabilize linear video and create a clear growth path for direct-to-consumer (DTC) video, with a more customer-friendly and financially attractive end-state for programmers.

Background

This situation didn't come about overnight, and it isn't one programmer's fault. For the last decade, linear video subscription services have been in decline, fueled by the migration of valuable programming to DTC options coupled with a vicious cycle of programming cost increases and subscriber losses.

- Over the last five years alone, the linear video industry, including both traditional and virtual multichannel video programming distributors (MVPDs), has lost nearly 25 million customers, almost 25% of total industry customers. It is staggering.
- At the same time, programmers have moved content out of their linear channels to a la carte direct-to-consumer offerings, with limited advertising and permissive password rules. Over the past four years, The Walt Disney Company's cable portfolio has seen significant viewership declines– across sports, general entertainment, and most dramatically in children's programming, where they have created a DTC substitute for children's content – Disney+.

Nonetheless, as we entered negotiations, The Walt Disney Company proposed a long-term deal that continues to ignore the realities of a shifting marketplace with:

- Higher license fees
- Demanding we pay for customers that do not receive its services, leading to more price increases
- Even less packaging flexibility than we have today

We believe that renewing a traditional distribution deal in line with The Walt Disney Company's current offer would ignore the realities of today's video business and accelerate its decline. We do not take this decision lightly. For 2023, we had expected to pay The Walt Disney Company more than $2.2 billion for just the right to carry that content, not including the impact of advertising on either party. But we have reached a precipice and must chart a path to change.

Charter's Offer
Charter has offered The Walt Disney Company the opportunity to create a partnership that we believe could transform the industry and help restore our mutual video business to growth. As part of the solution, Charter would accept The Walt Disney Company's "market" rates in exchange for:

- Lower penetration minimums to deliver package flexibility for our customers
- Inclusion of their ad-supported DTC apps within our packaged linear products so the customer does not have to pay twice for similar programming
- Charter's commitment to market their DTC products to our broadband-only customers

For our Customers, this model creates the compelling video product we all want as consumers: flexibility to choose from a variety of high-quality packages with varying content and pricing to meet their viewing and budgetary needs.

For The Walt Disney Company, we believe this model provides a glidepath to manage its migration pace to a larger DTC business, including the ability to stem linear subscription and advertising revenue losses, reduce DTC churn, increase advertising revenue and likely drive more upgrades within their digital television apps. Ultimately, it provides a more sustainable revenue stream, in our view.

For Charter, it renews our incentive to grow linear video relationships, enhances our flexibility to retain price-sensitive linear customers, and provides new incentives to sell DTC subscriptions to broadband-only customers.

We offered The Walt Disney Company a shorter-term contract extension, with penetration minimums that would allow us to continue to provide flexible options to consumers. However, The Walt Disney Company has informed us that they would not be willing to accept a contract extension.

Conclusion
With The Walt Disney Company, we have proposed a model that we believe creates better alignment for the industry and better options for our customers. We are at the edge of the precipice, which The Walt Disney Company itself forecasted. For more than a decade, executives and analysts have acknowledged that the path of linear video is unsustainable, and the business model must evolve.

We think the opportunity for customers and all of us as market participants is too big, too important, and too timely to pass up. The Walt Disney Company and Charter have the opportunity to work together on transforming the industry for the long-term benefit of both companies and their customers. Without them, we need to pivot to other models to drive value for our connectivity relationships. We are either moving forward together with a collaborative business model, or we're moving on.

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," 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.