

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): February 26, 2025



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
001-37789
333-112593-01

(Commission File Number)

84-1496755
86-1067239
20-0257904

(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 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On February 26, 2025, Charter Communications, Inc. (“Charter”) held a special meeting of stockholders (the “Special Meeting”) to consider certain proposals related to the Agreement and Plan of Merger (the “Merger Agreement”), dated as of November 12, 2024, by and among Charter, Liberty Broadband Corporation (“Liberty Broadband”), Fusion Merger Sub 1, LLC (“Merger LLC”), a wholly owned subsidiary of Charter, and Fusion Merger Sub 2, Inc. (“Merger Sub”), a wholly owned subsidiary of Merger LLC, pursuant to which Charter will acquire Liberty Broadband through the merger of Merger Sub with and into Liberty Broadband (the “Merger”), with Liberty Broadband surviving the Merger as the surviving corporation and becoming an indirect wholly owned subsidiary of Charter. Immediately following the Merger, Liberty Broadband, as the surviving corporation of the Merger, will merge with and into Merger LLC (the “Upstream Merger”), with Merger LLC surviving the Upstream Merger as the surviving company and as a wholly owned subsidiary of Charter.

As of the close of business on January 13, 2025, the record date for the Special Meeting, there were 141,947,895 shares of Class A common stock outstanding and eligible to vote, representing the same number of votes, and 1 share of Class B common stock outstanding and eligible to vote, representing 16,471,401 votes. At the Special Meeting, 132,040,720 shares of Class A common stock, representing the same number of votes, and 1 share of Class B common stock, representing 16,471,401 votes, were represented in person or by proxy, constituting a quorum to conduct business.

The votes cast for all matters are set forth below:

1. Approval of the Merger Agreement and the transactions contemplated thereby, including the Merger (the “Charter merger proposal”).*

For	Against	Abstain	Broker Non-Votes
83,147,423	79,229	67,163	N/A

* Approval of the Charter merger proposal required the affirmative vote of the holders of a majority of the aggregate voting power of the outstanding shares of Charter common stock entitled to vote on this proposal at the Special Meeting, other than any outstanding shares of Charter common stock beneficially owned, directly or indirectly, by (A) Liberty Broadband and its Affiliates (as defined in the Merger Agreement), (B) the Malone Group and its Affiliates (each as defined in the Merger Agreement), (C) the Maffei Group and its Affiliates (each as defined in the Merger Agreement), (D) A/N and its Affiliates (each as defined in the Merger Agreement), (E) the members of the Charter board of directors and the Parent Section 16 Officers (as defined in the Merger Agreement), (F) the members of the Liberty Broadband board of directors and the Company Section 16 Officers (as defined in the Merger Agreement) or (G) immediate family members (as defined in Item 404 of Regulation S-K) of any of the foregoing (collectively, the “Charter Disinterested Stockholders”), voting together as a single class. The table above includes only votes cast by the Charter Disinterested Stockholders.

2. Approval of the issuance of shares of Charter Class A common stock, par value \$0.001 per share, and Charter Series A cumulative redeemable preferred stock, par value \$0.001 per share, in connection with the Merger (including in respect to Liberty Broadband equity awards) (the “share issuance proposal”).

For	Against	Abstain	Broker Non-Votes
148,338,086	107,163	66,872	N/A

Approval of the share issuance proposal required the affirmative vote of a majority of the votes cast by holders of Charter common stock at the Special Meeting.

3. Approval of the adjournment of the Charter special meeting from time to time to solicit additional proxies in favor of the Charter merger proposal or the share issuance proposal if there are insufficient votes at the time of such adjournment to approve the Charter merger proposal or the share issuance proposal or if otherwise determined by the chairperson of the meeting to be necessary or appropriate (the “Charter adjournment proposal”).

For	Against	Abstain	Broker Non-Votes
139,588,666	8,849,017	74,438	N/A

Approval of the Charter adjournment proposal required the affirmative vote of the holders of shares having a majority of the voting power of the shares of Charter common stock present in person or represented by proxy at the Special Meeting and entitled to vote on this proposal at the Special Meeting, voting together as a single class.

No other matters were considered and voted on by the stockholders at the Special Meeting.

As a result of the votes cast as reported above, the stockholders approved (i) the Charter merger proposal, (ii) the share issuance proposal, and (iii) the Charter adjournment proposal.

ITEM 7.01. REGULATION FD DISCLOSURE.

On February 26, 2025, Charter and Liberty Broadband issued a joint press release announcing that Charter and Liberty Broadband stockholders approved each of the proposals presented at their respective special meetings, including the proposal to approve the Merger Agreement and related transactions. A copy of that press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The furnishing of the attached press release is not an admission as to the materiality of any information therein. The information contained in the press release is summary information that is intended to be considered in the context of more complete information included in the Company’s filings with the U.S. Securities and Exchange Commission (the “SEC”) and other public announcements that the Company has made and may make from time to time by press release or otherwise.

The information in this Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained in this Item 7.01 and in the press release attached as Exhibit 99.1 to this Current Report shall not be incorporated by reference into any filing with the SEC made by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit	Description
99.1* 104	Press Release dated February 26, 2025 The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

* furnished herewith

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: February 27, 2025

CCO Holdings, LLC
Registrant

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

Date: February 27, 2025

CCO Holdings Capital Corp.
Registrant

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

Date: February 27, 2025



Charter and Liberty Broadband Stockholders Approve Charter Acquisition of Liberty Broadband

STAMFORD, Connecticut and ENGLEWOOD, Colorado – February 26, 2025 – Charter Communications, Inc. (NASDAQ: CHTR) (along with its subsidiaries, “Charter”) and Liberty Broadband Corporation (“Liberty Broadband”) (Nasdaq: LBRDA, LBRDK, LBRDP) have announced that earlier today, Charter and Liberty Broadband each held a special meeting of their respective stockholders to consider proposals related to the Agreement and Plan of Merger, dated November 12, 2024 (the “Merger Agreement”), by and among Charter, Liberty Broadband, and certain other entities, pursuant to which Charter will acquire Liberty Broadband. Based on the voting results, Charter and Liberty Broadband stockholders approved each of the proposals presented at their respective special meetings, including the proposal to approve the Merger Agreement and related transactions.

The companies currently expect the transaction to close on June 30, 2027, unless otherwise agreed, subject to the completion of the spin off of the business of Liberty Broadband’s subsidiary GCI, LLC by way of a distribution to its stockholders, and other customary closing conditions.

About Charter

Charter Communications, Inc. (NASDAQ:CHTR) is a leading broadband connectivity company and cable operator with services available to nearly 57 million homes and businesses 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®, TV, Mobile and Voice.

More information about Charter can be found at corporate.charter.com.

About Liberty Broadband Corporation

Liberty Broadband Corporation (Nasdaq: LBRDA, LBRDK, LBRDP) operates and owns interests in a broad range of communications businesses. Liberty Broadband’s principal assets consist of its interest in Charter Communications and its subsidiary GCI. GCI provides data, mobile, video, voice and managed services to consumer, business, government and carrier customers throughout Alaska, serving more than 200 communities. The company has invested \$4.7 billion in its Alaska network and facilities over the past 45 years. Through a combination of ambitious network initiatives, GCI continues to expand and strengthen its statewide network infrastructure to deliver the best possible connectivity to its customers and close the digital divide in Alaska.

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Cautionary Note Regarding Forward Looking Statements

This communication includes forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act, regarding, among other things, the proposed transaction between Charter and Liberty Broadband. 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: (i) the effect of the announcement of the proposed transaction on the ability of Charter and Liberty Broadband to operate their respective businesses and retain and hire key personnel and to maintain favorable business relationships; (ii) the timing of the proposed transaction; (iii) the ability to satisfy closing conditions to the completion of the proposed transaction (including regulatory approvals); (iv) the possibility that the transactions may be more expensive to complete than anticipated, including as a result of unexpected factors or events; (v) the ability of Liberty Broadband to consummate the spin-off of its GCI business; (vi) litigation relating to the proposed transaction; (vii) other risks related to the completion of the proposed transaction and actions related thereto; and (viii) the factors described under "Risk Factors" from time to time in Charter's and Liberty Broadband's 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 speak only as of the date they are made and are based on information available at that time. Charter assumes no obligation to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements were made or to reflect the occurrence of unanticipated events except as required by federal securities laws. As forward-looking statements involve significant risks and uncertainties, caution should be exercised against placing undue reliance on such statements.

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