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

SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No. 3)\*

## **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 1, 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-l(f) or 240.13d-l(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	er of a Grou	ip (See Instructions)			
	(b) x					
3.	SEC Use Only					
	J. J					
4.	Source of Funds (See Instructions)					
	00					
5.	Check if Disclosure of Legal Proceedi	ngs Is Requ	ired Pursuant to Items 2(d) or 2(e) o			
6.	Citizenship or Place of Organization					
	Delaware					
		7.	Sole Voting Power			
	SHARES BENEFICIALLY OWNED		0			
	EPORTING PERSON WITH	8.	Shared Voting Power			
			7,449,234			
		9.	Sole Dispositive Power			
			0			
		10.	Shared Dispositive Power			
			7,449,234			
11.	Aggregate Amount Beneficially Owne	ed by Each I				
	7,449,234					
12.		w (11) Excl	udes Certain Shares (See Instructions) o			
13.	Percent of Class Represented by Amo					
10.			(11)			
14.	7.36% Type of Reporting Person (See Instruc	tions)				
14.						
	СО					

CUSIP No.			16117M305	
1.	Names of Reporting Persons.			
	Encore, LLC			
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 Instru	uctions)		
т,				
5.	00 Check if Disclosure of Leg	al Proceedi	ings Is Required Pursuant to Items 2(d) or 2(e) o	
5.	Check if Disclosure of Leg	ai i ioceeui		
6.	Citizenship or Place of Org	conjustion		
0.		ganzaton		
	Delaware			
		7.	Sole Voting Power	
NUMBER OF S	SHARES BENEFICIALLY		2,262,138	
OWNED BY E	ACH REPORTING	8.	Shared Voting Power	
PERSON WITH	п		0	
		9.	Sole Dispositive Power	
			2,262,138	
		10.	Shared Dispositive Power	
			0	
11.	Aggregate Amount Benefic	cially Owne	ed by Each Reporting Person	
	2,262,138			
12.		nount in Ro	w (11) Excludes Certain Shares (See Instructions) o	
13.	Percent of Class Represent	ed by Amo	unt in Row (11)	
	2.24%			
14.	2.24% Type of Reporting Person (	See Instruc	ctions)	
L	CO			

CUSIP No.			16117M305		
1.	Names of Reporting Person	15.			
	Crestview Partners, L.P.				
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o				
	(b) x				
3.	SEC Use Only				
	0 <u> </u>				
4.	Source of Funds (See Instr	uctions)			
		, , , , , , , , , , , , , , , , , , , ,			
5.	00 Check if Disclosure of Leg	al Proceed	lings Is Required Pursuant to Items 2(d) or 2(e) o		
5.	Check if Disclosure of Leg	ai i iocccc			
6.	Citizenship or Place of Org	anization			
0.					
	Delaware				
		7.	Sole Voting Power		
NUMBER OF	SHARES BENEFICIALLY		0		
OWNED BY E	EACH REPORTING	8.	Shared Voting Power		
PERSON WIT	Ή		2,262,138		
		9.	Sole Dispositive Power		
			0		
		10.	Shared Dispositive Power		
			2,262,138		
11.	Aggregate Amount Benefic	cially Owr	hed by Each Reporting Person		
	2,262,138				
12.		nount in R	ow (11) Excludes Certain Shares (See Instructions) o		
13.	Percent of Class Represent	ed by Am	ount in Row (11)		
14.	2.24% Type of Reporting Person (	See Instru	actions)		
	PN				

CUSIP No.		16117M305				
1.	Names of Reporting Person	15.				
	Crestview Partners (PF), 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)				
	00					
5.		al Procee	dings Is Required Pursuant to Items 2(d) or 2(e) o			
6.	Citizonship or Dlass of Ore	anization				
0.	Citizenship of Place of Org	Citizenship or Place of Organization				
	Delaware					
		7.	Sole Voting Power			
NUMBER OF	NUMBER OF SHARES BENEFICIALLY		0			
OWNED BY	EACH REPORTING	8.	Shared Voting Power			
PERSON WIT	н		2,262,138			
		9.	Sole Dispositive Power			
			0			
		10.	Shared Dispositive Power			
			2,262,138			
11.	Aggregate Amount Benefic	cially Ow	ned by Each Reporting Person			
	2,262,138					
12.	Check if the Aggregate An	10unt in R	Row (11) Excludes Certain Shares (See Instructions) o			
13.	Percent of Class Represent	ed by Am	ount in Row (11)			
	2.24%					
14.	Type of Reporting Person (	See Instru	actions)			
	PN					
-						

CUSIP No.			16117M305		
1.	Names of Reporting Person	15.			
	Crestview Holdings (TE), I	L.P.			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a) x				
	(b) o				
3.	SEC Use Only				
4.	Source of Funds (See Instr	uctions)			
	00				
5.	Check if Disclosure of Leg	al Proceed	ings Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizenship or Place of Org	rganization			
	Delaware				
		7.	Sole Voting Power		
NUMBER OF	SHARES BENEFICIALLY		0		
	EACH REPORTING	8.	Shared Voting Power		
PERSON WII	п		2,262,138		
		9.	Sole Dispositive Power		
			0		
		10.	Shared Dispositive Power		
			2,262,138		
11.	Aggregate Amount Benefic	cially Own	ed by Each Reporting Person		
	2,262,138				
12.	Check if the Aggregate An	ount in Ro	ow (11) Excludes Certain Shares (See Instructions) o		
13.	Percent of Class Represent	ed by Amo	bunt in Row (11)		
	2.24%				
14.	Type of Reporting Person (	See Instru	ctions)		
	PN				

CUSIP No.			16117M305			
1.	Names of Reporting Person	ns.				
	Encore (ERISA), Ltd.					
2.	Check the Appropriate Box	x if a Memt	per 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 Proceedi	ings Is Required Pursuant to Items 2(d) or 2(e) o			
6.	Citizenship or Place of Org	itizenship or Place of Organization				
	Cayman Islands					
		7.	Sole Voting Power			
NUMBER OF	SHARES BENEFICIALLY		0			
OWNED BY E	EACH REPORTING	8.	Shared Voting Power			
PERSON WIT	Н		2,262,138			
		9.	Sole Dispositive Power			
			0			
		10.	Shared Dispositive Power			
			2,262,138			
11.	Aggregate Amount Benefi	cially Owne	ed by Each Reporting Person			
	2,262,138					
12.	Check if the Aggregate An	nount in Ro	w (11) Excludes Certain Shares (See Instructions) o			
13.	Percent of Class Represent	ed by Amo	unt in Row (11)			
	2.24%					
14.	Type of Reporting Person (	(See Instruc	ctions)			
	СО					

CUSIP No.			16117M305			
1.	Names of Reporting Person	ns.				
	Crestview Partners, (ERIS	A) 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)				
	00					
5.		al Proceedin	ngs Is Required Pursuant to Items 2(d) or 2(e) o			
6.	Citizenship or Place of Org	ganization				
	Delaware					
	Delaware					
		7.	Sole Voting Power			
	SHARES BENEFICIALLY		0			
OWNED BY PERSON WIT	EACH REPORTING	8.	Shared Voting Power			
			2,262,138			
		9.	Sole Dispositive Power			
			0			
		10.	Shared Dispositive Power			
			2,262,138			
11.	Aggregate Amount Benefic	cially Owned	d by Each Reporting Person			
	2,262,138					
12.	Check if the Aggregate An	nount in Rov	w (11) Excludes Certain Shares (See Instructions) o			
13.	Percent of Class Represent	ed by Amou	int in Row (11)			
	2.24%					
14.	Type of Reporting Person (	(See Instruct	tions)			
	PN					
8						

CUSIP No.			16117M305			
1.	Names of Reporting Person	ns.	1			
	Crestview Offshore Holdin	ıgs (Cayma	an), L.P.			
2.	Check the Appropriate Box (a) o	x the Appropriate Box if a Member of a Group (See Instructions)				
	(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			
		/ <b>.</b>	0			
	SHARES BENEFICIALLY EACH REPORTING	0				
PERSON WIT		8.	Shared Voting Power			
			2,262,138			
		9.	Sole Dispositive Power			
			0			
		10.	Shared Dispositive Power			
			2,262,138			
11.	Aggregate Amount Benefic	cially Own	ned by Each Reporting Person			
	2,262,138					
12.	Check if the Aggregate An	nount in Ro	ow (11) Excludes Certain Shares (See Instructions) o			
13.	Percent of Class Represent	ed by Amo	ount in Row (11)			
	2.24%					
14.	Type of Reporting Person (	See Instru	actions)			
	PN	PN				
<u>.</u>						

CUSIP No.			16117M305		
1.	Names of Reporting Perso	15.			
	Crestview Partners GP, L.F	2.			
2.	Check the Appropriate Boy	eck the Appropriate Box if a Member of a Group (See Instructions)			
	(a) o	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	anization			
	Delaware				
		7	0.1. X		
		7.	Sole Voting Power 0		
NUMBER OF	F SHARES BENEFICIALLY EACH REPORTING	-			
PERSON WI		8.	Shared Voting Power		
			2,263,167		
		9.	Sole Dispositive Power		
			0		
		10.	Shared Dispositive Power		
			2,263,167		
11.	Aggregate Amount Benefi	cially Own	ed by Each Reporting Person		
	2,263,167				
12.	Check if the Aggregate An	nount in Ro	ow (11) Excludes Certain Shares (See Instructions) o		
13.	Percent of Class Represent	ed by Amc	punt in Row (11)		
	2.24%				
14.	Type of Reporting Person (	See Instru	ctions)		
	PN				

CUSIP No.			16117M305		
1.	Names of Reporting Person	ns.			
	Encore II, LLC				
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 Proceedin	ngs Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizenship or Place of Org	ganization			
	Delaware				
		7			
		7.	Sole Voting Power		
	SHARES BENEFICIALLY		5,185,617		
OWNED BY I PERSON WIT	EACH REPORTING TH	8.	Shared Voting Power		
			0		
		9.	Sole Dispositive Power		
			5,185,617		
		10.	Shared Dispositive Power		
			0		
11.	Aggregate Amount Benefic	cially Owned	d by Each Reporting Person		
	5,185,617				
12.		nount in Rov	w (11) Excludes Certain Shares (See Instructions) o		
13.	Percent of Class Represent	ed by Amou	ant in Row (11)		
	5.13%				
14.	Type of Reporting Person (	(See Instruct	tions)		
	СО				
B					

CUSIP No.			16117M305			
1.	Names of Reporting Person	ns.				
	Crestview Partners II, L.P.					
2						
2.	(a) o	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 Proceeding	gs Is Required Pursuant to Items 2(d) or 2(e) o			
6.	Citizenship or Place of Org	anization				
	Delaware					
		<del></del>				
		7.	Sole Voting Power 0			
	SHARES BENEFICIALLY					
OWNED BY I PERSON WIT	EACH REPORTING TH	8.	Shared Voting Power			
			5,187,617			
		9.	Sole Dispositive Power			
			0			
		10.	Shared Dispositive Power			
			5,185,617			
11.	Aggregate Amount Benefic	cially Owned	by Each Reporting Person			
	5,185,617					
12.		nount in Row	(11) Excludes Certain Shares (See Instructions) o			
13.	Percent of Class Represent	ed by Amoun	nt in Row (11)			
	5.13%					
14.	Type of Reporting Person (	See Instructio	ons)			
	PN					
	-					

	of Reporting Persons. iew Partners II (FF), L.P.	16117M305			
	iew Partners II (FF), L.P.				
	iew Partners II (FF), L.P.				
Crestv					
2. Check	the Appropriate Box if a Mem	ber of a Group (See Instructions)			
(a) o					
(b) x					
3. SEC U	se Only				
4. Source	of Funds (See Instructions)				
00					
5. Check	if Disclosure of Legal Proceed	ings Is Required Pursuant to Items 2(d) or 2(e) o			
6. Citizer	ship or Place of Organization	ganization			
Delaw	Delaware				
I	7.	Sole Voting Power			
NUMBER OF SHARE	SPENEEICIALIV	0			
OWNED BY EACH R	EPORTING 8.	Shared Voting Power			
PERSON WITH		5,185,617			
	9.	Sole Dispositive Power			
		0			
	10.	Shared Dispositive Power			
		5,185,617			
11. Aggre	gate Amount Beneficially Own				
5,185,	517				
		ow (11) Excludes Certain Shares (See Instructions) o			
13. Percer	t of Class Represented by Amc	ount in Row (11)			
	5.13%				
14. Туре с	f Reporting Person (See Instrue	ctions)			
PN	PN				

CUSIP No.			16117M305		
1.	Names of Reporting Person	ns.			
	Crestview Partners II (TE)	, L.P.			
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o				
	(b) x				
3.	SEC Use Only				
	5				
4.	Source of Funds (See Instr	uctions)			
	00				
5.		al Proceedin	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		с С		
OWNED BY PERSON WI	EACH REPORTING	8.	Shared Voting Power		
			5,185,617		
		9.	Sole Dispositive Power		
			0		
		10.	Shared Dispositive Power		
			5,185,617		
11.	Aggregate Amount Beneficially Owned by Each Reporting Person				
	5.185.617				
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o		w (11) Excludes Certain Shares (See Instructions) o			
13.	Percent of Class Represent	ed by Amou	unt in Row (11)		
	5.13%				
14.	Type of Reporting Person (See Instructions)				
	PN				
<b></b>	•				

1.       Names of Reporting Persons. Crestview Offshore Holdings II (Cayman), L.P.         2.       Check the Appropriate Box if a Member of a Group (See Instructions) (a) 0 (b) x         3.       SEC Use Only         4.       Source of Funds (See Instructions) OO         5.       Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o         6.       Citizenship or Place of Organization Cayman Islands         7.       Sole Voting Power 0         9.       Shared Voting Power 5,185.617         10.       Shared Dispositive Power 5,185.617         11.       Aggregate Amount Beneficially Owned by Each Reporting Person 5,185.617         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) 5,13%	CUSIP No.			16117M305	
Crestview Offshore Holdings II (Cayman), L.P.         2.       Check the Appropriate Box if a Member of a Group (See Instructions) <ul> <li>(a) 0</li> <li>(b) 3</li> </ul> 3.       SEC Use Only         4.       Source of Funds (See Instructions) <ul> <li>(c) 0</li> <li>(c) 0</li> <li>(c) 0</li> </ul> 5.       Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) 0         6.       Clitzenship or Place of Organization         Cayman Islands       7.         9       Shared Voting Power         0       5.       Shared Voting Power         9       8.       Shared Voting Power         9       Sole Dispositive Power       10.         9.       Sole Dispositive Power       10.         9.       10.       Shared Dispositive Power       10.         9.       10.       Shared Dispositive Power       11.         10.       Shared Dispositive Power       11.       11.       Aggregate Amount Beneficially Owned by Each Reporting Person       5.185,617       12.       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)       5.13%       13.       Percent of Class					
Crestview Offshore Holdings II (Cayman), L.P.         2.       Check the Appropriate Box if a Member of a Group (See Instructions) (a) 0 (b) x         3.       SEC Use Only         4.       Source of Funds (See Instructions) OO         5.       Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) 0         6.       Clitzenship or Place of Organization Cayman Islands         7.       Sole Voting Power 0         8.       Shared Voting Power 0         9.       Shared Voting Power 0         9.       Shared Voting Power 5.185,617         9.       Sole Dispositive Power 0         10.       Shared Dispositive Power 5.185,617         11.       Aggregate Amount Beneficially Owned by Each Reporting Person 5.185,617         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) 5.13%					
2.       Check the Appropriate Box if a Member of a Group (See Instructions) (a) 0 (b) x         3.       SEC Use Only         4.       Source of Funds (See Instructions) OO         5.       Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) 0         6.       Citizenship or Place of Organization Cayman Islands         7.       Sole Voting Power 0         9       Shared Voting Power         9       Sole Dispositive Power         0       Sole Dispositive Power         0       Sole Dispositive Power         0       Dispositive Power         0       Shared Dispositive Power         0       Sole Dispositive Power         10.       Shared Dispositive Power         5.185,617       Sole Check if the Aggregate Amount Beneficially Owned by Each Reporting Person         5.185,617       Sole Check of the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o         13.       Percent of Class Represented by Amount in Row (11)         5.13%       I4.	1.	Names of Reporting Person	15.		
2.       Check the Appropriate Box if a Member of a Group (See Instructions) (a) 0 (b) x         3.       SEC Use Only         4.       Source of Funds (See Instructions) OO         5.       Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) 0         6.       Citizenship or Place of Organization Cayman Islands         7.       Sole Voting Power 0         9       Shared Voting Power         9       Sole Dispositive Power         0       Sole Dispositive Power         0       Sole Dispositive Power         0       Dispositive Power         0       Shared Dispositive Power         0       Sole Dispositive Power         10.       Shared Dispositive Power         5.185,617       Sole Check if the Aggregate Amount Beneficially Owned by Each Reporting Person         5.185,617       Sole Check of the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o         13.       Percent of Class Represented by Amount in Row (11)         5.13%       I4.		Crestview Offshore Holdin	gs II (Cavn	nan). L.P.	
(a) o       (b) x         3.       SEC Use Only         4.       Source of Funds (See Instructions)         OO       OO         5.       Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o         6.       Citizenship or Place of Organization         Cayman Islands       7.         Sole Voting Power         0         0WNED BY EACH REPORTING         PERSON WITH         5.         Sole Dispositive Power         0.         10.         Shared Dispositive Power         5.185.617         11.         Aggregate Amount Beneficially Owned by Each Reporting Person         5.185.617         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)         5.13%					
(b) x         3.       SEC Use Only         4.       Source of Funds (See Instructions)         OO       O         5.       Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o         6.       Citizenship or Place of Organization         Cayman Islands       7.         0       0         NUMBER OF SHARES BENEFICIALLY       7.         Shared Voting Power       0         9.       Sole Dispositive Power         0       10.         Shared Dispositive Power       5.185.617         9.       Sole Dispositive Power         0       10.         Shared Dispositive Power       5.185.617         11.       Aggregate Amount Beneficially Owned by Each Reporting Person         5.185.617       11.         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)         5.13%       14.	2.				
4.       Source of Funds (See Instructions)         OO       5.         5.       Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o         6.       Citizenship or Place of Organization         Cayman Islands       7.         NUMBER OF SHARES BENEFICIALLY       7.         Sole Voting Power         0       0         WITH       8.         Shared Voting Power         0       8.         Sole Dispositive Power         0       0         10.       Shared Dispositive Power         0       10.         Shared Dispositive Power         0       10.         Shared Dispositive Power         0       10.         Shared Dispositive Power         0       10.         Shared Dispositive Power         11.       Aggregate Amount Beneficially Owned by Each Reporting Person         5,185,617       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)         5,13%       14.         14.       Type of Reporting Person (See Instructions)					
4.       Source of Funds (See Instructions)         OO       5.         5.       Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o         6.       Citizenship or Place of Organization         Cayman Islands       7.         Sole Voting Power         0         WMBER OF SHARES BENEFICIALLY         7.       Sole Voting Power         0         8.         Shared Voting Power         0         8.         Shared Voting Power         0         10.         Shared Dispositive Power         11.         Aggregate Amount Beneficially Owned by Each Reporting Person         5,185,617         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)         5,13%       <	3.	SEC Use Only			
OO         5.       Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o         6.       Citizenship or Place of Organization         Cayman Islands       Cayman Islands         NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING       7.       Sole Voting Power         9.       Sole Dispositive Power       0         10.       Shared Dispositive Power       0         11.       Aggregate Amount Beneficially Owned by Each Reporting Person       5,185,617         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)         5.13%       14.       Type of Reporting Person (See Instructions)					
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Cayman Islands         NUMBER OF SHARES BENEFICIALLY         OWNED BY EACH REPORTING         PERSON WITH         5,185,617         9.         Sole Dispositive Power         0         10.         Shared Dispositive Power         5,185,617         11.         Aggregate Amount Beneficially Owned by Each Reporting Person         5,185,617         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)         5,13%         14.	5.		al Proceedi	ings Is Required Pursuant to Items 2(d) or 2(e) o	
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH       7.       Sole Voting Power         8.       Shared Voting Power         5.185,617       9.         9.       Sole Dispositive Power         0       0         10.       Shared Dispositive Power         5.185,617       10.         11.       Aggregate Amount Beneficially Owned by Each Reporting Person         5.185,617       12.         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)         5.13%       14.	6.	Citizenship or Place of Org	Drganization		
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PERSON WITH       5,185,617         9.       Sole Dispositive Power         0       0         10.       Shared Dispositive Power         5,185,617       5,185,617         11.       Aggregate Amount Beneficially Owned by Each Reporting Person         5,185,617       5,185,617         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)         5,13%       14.         14.       Type of Reporting Person (See Instructions)				0	
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0       10.       Shared Dispositive Power       5,185,617       11.     Aggregate Amount Beneficially Owned by Each Reporting Person       5,185,617       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)       5.13%       14.     Type of Reporting Person (See Instructions)		-		5,185,617	
5,185,617         11.       Aggregate Amount Beneficially Owned by Each Reporting Person         5,185,617         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)         5.13%         14.       Type of Reporting Person (See Instructions)			9.	Sole Dispositive Power	
5,185,617         11.       Aggregate Amount Beneficially Owned by Each Reporting Person         5,185,617         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)         5.13%         14.       Type of Reporting Person (See Instructions)				0	
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5,185,617         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)         5.13%         14.       Type of Reporting Person (See Instructions)					
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)         5.13%         14.       Type of Reporting Person (See Instructions)	11.	Aggregate Amount Benefic	cially Owne	ed by Each Reporting Person	
13.     Percent of Class Represented by Amount in Row (11)       5.13%       14.     Type of Reporting Person (See Instructions)					
5.13%       14.     Type of Reporting Person (See Instructions)	12.	Check if the Aggregate An	nount in Ro	w (11) Excludes Certain Shares (See Instructions) o	
5.13%       14.     Type of Reporting Person (See Instructions)					
14. Type of Reporting Person (See Instructions)	13.	Percent of Class Represent	ed by Amo	unt in Row (11)	
	14.	Type of Reporting Person (	See Instruc	ctions)	
PN		PN			

CUSIP No.			16117M305		
1.	Names of Reporting Persons.				
	Crestview Offshore Holdin	os II (FF (	Cavman) I. P		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o				
	(d) 0 (b) x				
3.	SEC Use Only				
5.	SEC Osc Only				
4.	Source of Funds (See Instr	uctions)			
5.	00 Check if Disclosure of Leg	al Proceed	lings Is Required Pursuant to Items 2(d) or 2(e) o		
5.	Check if Disclosure of Leg	ai i iocccu			
6.	Citizenship or Place of Org	ace of Organization			
0.					
	Cayman Islands				
		7.	Sole Voting Power		
NUMBER OF	SHARES BENEFICIALLY		0		
OWNED BY E	EACH REPORTING	8.	Shared Voting Power		
PERSON WIT	Н		5,185,617		
		9.	Sole Dispositive Power		
			0		
		10.	Shared Dispositive Power		
			5,185,617		
11.	Aggregate Amount Benefic	cially Own	ed by Each Reporting Person		
	5,185,617				
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)				
10.					
14.	5.13% Type of Reporting Person (See Instructions)				
1.11		_ cc mou u	,		
	PN				

CUSIP No.			16117M305	
1.	Names of Reporting Person	15.		
	Crestview Offshore Holdir	gs II (892	Cayman), L.P.	
2.	Check the Appropriate Box	k if a Mem	ber of a Group (See Instructions)	
	(a) o (b) x			
3.	SEC Use Only			
4.	Source of Funds (See Instr	uctions)		
		,		
5.	OO 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	anization		
	Cayman Islands			
		7.	Sole Voting Power	
	SHARES BENEFICIALLY		0	
OWNED BY I	EACH REPORTING	8.	Shared Voting Power	
PERSON WIT	Н			
		9.	5,185,617 Sole Dispositive Power	
		10.	0 Shared Dispositive Power	
		10.		
11	A stars sets A manual Dan of		5,185,617	
11.	Aggregate Amount Benefit	cially Own	aed by Each Reporting Person	
	5,185,617			
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)			
	5.13%			
14.	Type of Reporting Person (	See Instru	ctions)	
	PN			
L	<u>F-'</u>			

CUSIP No.			16117M305	
1.	Names of Reporting Perso	ns.		
	Crestview Partners II GP, I	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)		
	00			
5.		al Proceed	lings Is Required Pursuant to Items 2(d) or 2(e) o	
6.	Citizenship or Place of Org	Organization		
	Delaware			
		<b>I</b>		
		7.	Sole Voting Power 0	
	SHARES BENEFICIALLY	-		
PERSON WI	EACH REPORTING TH	8.	Shared Voting Power	
			5,187,096	
		9.	Sole Dispositive Power	
			0	
		10.	Shared Dispositive Power	
			5,187,096	
11.	Aggregate Amount Benefi	cially Own	ned by Each Reporting Person	
	5,187,096			
12.		nount in Ro	ow (11) Excludes Certain Shares (See Instructions) o	
13.	3. Percent of Class Represented by Amount in Row (11)			
	5.13%			
14.	Type of Reporting Person	(See Instru	ictions)	
	PN			
	8			

CUSIP No.		16117M305			
1.	Names of Reporting Persons.				
	Crestview Advisors, L.L.C.				
2.	Check the Appropriate Box if a Me	ember of a Group (See Instructions)			
	(a) o				
	(b) x				
3.	SEC Use Only				
4.	Source of Funds (See Instructions)				
4.	Source of Funds (See Instructions)				
	00				
5.	Check if Disclosure of Legal Proce	eedings Is Required Pursuant to Items 2(d) or 2(e) o			
6.	Citizenship or Place of Organization				
	Delaware				
	7.	Sole Voting Power			
		1,479			
	ARES BENEFICIALLY				
WITH	CH REPORTING PERSON 8.	Shared Voting Power			
		0			
	9.	Sole Dispositive Power			
		1,479			
	10.	Shared Dispositive Power			
11					
11.	Aggregate Amount Beneficially O	whed by Each Reporting Person			
	1,479				
12.	Check if the Aggregate Amount in	Row (11) Excludes Certain Shares (See Instructions) o			
13.	Percent of Class Represented by A	mount in Row (11)			
	0.001% Type of Reporting Person (See Instructions)				
14.	Type of Keporting Person (See Inst				
	СО				

This amendment No. 3 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 GP, L.P. ("**Crestview Partners GP**"), Encore II, LLC ("**Encore II**"), Crestview Partners II, L.P. ("**Crestview Partners II**"), Crestview Partners II (FF), L.P. ("**Crestview Partners GP**"), Encore II, LLC ("**Encore II**"), Crestview Offshore Holdings II (Cayman), L.P. ("**Crestview Offshore**"), Crestview Offshore II (TE), L.P. ("**Crestview Offshore**"), 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 "**Issuer**"). 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 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended by the addition of the following:

On May 1, 2013, 1,285 restricted Shares were granted to Jeffrey A. Marcus in connection with his service on the board of directors of the Issuer (the "**Board**"). On May 1, 2014, in connection with the vesting of such restricted Shares and pursuant to arrangements between Mr. Marcus and Crestview Advisors, Mr. Marcus shall assign all of his rights, title and interest in such Shares to Crestview Advisors.

## Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety:

(a) See item 9 on Cover Pages to this Schedule 13D.

The Reporting Persons have acquired and, for the purpose of Rule 13d-3 promulgated under the Exchange Act, beneficially own an aggregate of 7,449,234 Shares, representing approximately 7.36% of the outstanding Shares of the Issuer based on 101,178,821 Shares outstanding as of January 31, 2013, as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 22, 2013 (the "**Issuer's 2012 10-K**").

Encore is the direct beneficial owner of 2,262,138 Shares. Crestview Partners, Crestview PF, Crestview TE, Encore ERISA, 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 5,185,617 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 hereof. 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.

- (b) Number of Shares as to which each Reporting Person has:
  - (i) Sole power to vote or to direct the vote: See item 7 on Cover Pages to this Schedule 13D.
  - (ii) Shared power to vote or to direct the vote: See item 8 on Cover Pages to this Schedule 13D.
  - (iii) Sole power to dispose or to direct the disposition: See item 9 on Cover Pages to this Schedule 13D.
  - (iv) Shared power to dispose or to direct the vote: See item 10 on Cover Pages to this Schedule 13D.

(c) As previously described in Item 6 of Amendment No. 2 to this Schedule 13D filed with the Securities and Exchange Commission on March 20, 2013, on March 19, 2013, Encore, LLC and Encore II, LLC entered into a Stock Purchase Agreement (the "**Stock Purchase Agreement**") with certain other parties and Liberty Media Corporation, a Delaware corporation ("**Buyer**") pursuant to which, among other things, Encore agreed to sell 607,468 Shares to Buyer and Encore II agreed to sell 1,392,532 Shares to Buyer. On May 1, 2013, such sale of Shares was completed as contemplated by the Stock Purchase Agreement.

On May 1, 2013, Jeffrey A. Marcus assigned all of his rights, title and interest to 1,479 Shares, which were granted to Mr. Marcus on May 1, 2012 in connection with his service on the Board, to Crestview Advisors pursuant to an arrangement between Mr. Marcus and Crestview Advisors.

On May 1, 2013, 1,285 restricted Shares were granted to Jeffrey A. Marcus in connection with his service on the Board. In connection with the vesting of the restricted Shares on May 1, 2014, and pursuant to arrangements between Mr. Marcus and Crestview Advisors, Mr. Marcus will assign all of his rights, title and interest in such Shares to Crestview Advisors.

- (d) Inapplicable.
- (e) Inapplicable.

## 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 3, 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. OliverTitle: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. 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. OliverTitle: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