

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
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 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 DISCLOSURE

On May 9, 2024, Charter Communications, Inc. (the “Company”) announced that its subsidiaries, Charter Communications Operating, LLC (“CCO”) and Charter Communications Operating Capital Corp. (together with CCO, the “Issuers”) commenced an offer to purchase for cash (the “Tender Offer”) the Issuers’ outstanding 4.908% senior secured notes due 2025 (the “Notes”) for a combined aggregate purchase price of up to \$1.7 billion (excluding accrued and unpaid interest up to, but not including, the applicable date the Issuers initially make payment for such Notes (“Accrued Interest”) and excluding fees and expenses related to the Tender Offer). The complete terms and conditions of the Tender Offer are set forth in an offer to purchase dated the date hereof (the “Offer to Purchase”) that will be sent to registered holders of the Notes and be posted online at www.gbsc-usa.com/Charter. The Tender Offer will expire at 5:00 PM New York City time, on June 7, 2024, unless extended or earlier terminated (the “Expiration Time”). The purchase of the Notes pursuant to the Tender Offer is conditioned upon the consummation of the Issuers’ offering of senior secured notes (the “Offering”), which commenced on the date hereof.

Holders of Notes validly tendered and accepted for purchase will receive the applicable Purchase Price (as defined in the Offer to Purchase) plus Accrued Interest for such Notes, as determined in the manner described in the Offer to Purchase.

The information contained in this Current Report on Form 8-K 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.

A press release announcing the Tender Offer is attached hereto as Exhibit 99.1 and incorporated by reference herein.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit Number	Description
99.1	Press release, dated May 9, 2024.
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