

(a Delaware corporation, with the State of Delaware Division of Corporations registration number 5823808)

This prospectus (the "EU Prospectus") is prepared in connection with the planned pro rata distribution (the "Distribution") by Altice N.V. to its shareholders of 495,366,932 shares of Altice USA, Inc. ("Altice USA" or the "Company") consisting of a combination of Class B common stock, par value \$0.01 per share, of Altice USA (the "Class B common stock") and Class A common stock, par value \$0.01 per share, of Altice USA (the "Class A common stock" and, together with the Class B common stock, the "Altice USA common stock").

Each Altice N.V. common share outstanding as of 18.00 CET on May 23, 2018, the record date for the Distribution (the "**Record Date**"), will entitle the holder thereof to receive shares of Class A common stock and/or Class B common stock as described below. Delivery of the shares in the Distribution will be made in book-entry form.

The Distribution is part of the intended separation of Altice USA from Altice N.V. The Distribution will be structured as a distribution in kind to holders of Altice N.V.'s common shares A and common shares B that will take place out of Altice N.V.'s share premium reserve. The number of shares of Altice USA common stock to be distributed to each Altice N.V. shareholder will be based on such shareholder's ownership of Altice N.V. common shares as of the Record Date. Pursuant to the Distribution terms, each Altice N.V. shareholder will be given the right to elect the percentage of shares of Class A common stock and the percentage of shares of Class B common stock that such shareholder receives in the Distribution. The number of shares of Class B common stock distributed will be subject to a cap of 50% of the total shares of Altice USA common stock being distributed (the "Class B Cap"). If the Class B Cap is exceeded, the shares of Class B common stock delivered to Altice N.V. shareholders of record who elect to receive them will be subject to proration, and such shareholders will receive shares of Class A common stock in lieu of the portion of shares of Class B common stock that is cut back.

If an Altice N.V. shareholder of record does not make an election by 17.30 CET on June 4, 2018 (the "Election Deadline"), such shareholder will receive only shares of Class A common stock in the Distribution. Based on the final results of the election and any proration, immediately prior to the Distribution, Altice N.V. will convert shares of Class B common stock into the requisite number of shares of Class A common stock for the Distribution.

The separation of Altice USA from Altice N.V. by means of the Distribution has been approved by the shareholders of Altice N.V. at the annual general meeting of shareholders of Altice N.V. held on May 18, 2018. The Distribution is subject to (i) the entry into a stockholders' agreement among Altice USA, Next Alt S.à r.l. and certain other parties and the entry into, amendments to or termination of various arrangements between Altice N.V. and Altice USA, (ii) the filing of the third amended and restated certificate of incorporation with the Secretary of State of the State of Delaware following the completion of the 20-day waiting period under Regulation 14C under the Exchange Act, (iii) the absence of any law or governmental order issued by a governmental authority of competent jurisdiction being in effect that enjoins or makes illegal the Separation, and (iv) the Company's board of directors paying a one-time \$1.5 billion dividend to Altice USA stockholders, including Altice N.V., as of a record date prior to the Distribution (the "**Pre-Distribution Dividend**"). These conditions to the Distribution may be waived by Altice N.V. and Altice USA.

Altice N.V. is ultimately controlled by Patrick Drahi via Next Alt S.à r.l. ("Next Alt"). As of May 22, 2018, Next Alt held 67.5% of the outstanding share capital and voting rights of Altice N.V., representing 49.5% of the economic rights and 69.6% of the voting power in general meetings. As of May 22, 2018, Altice N.V. (through CVC 3 B.V. ("CVC 3"), its direct wholly owned subsidiary), Neptune Holding US LP ("Holding LP"), a Delaware limited partnership controlled by CVC 3, Uppernext S.C.S.p. ("Uppernext"), an entity controlled by Mr. Drahi, and A4 S.A., an entity controlled by the family of Mr. Drahi, on a combined basis, owned 74.5% of the Company's issued and outstanding shares of common stock, which represents 98.5% of the voting power of the Company's outstanding capital stock.

Mr. Drahi has informed the Company that Next Alt will elect to receive 100% of the shares of Altice USA to which it is entitled in the Distribution in the form of Class B common stock and will be subject to proration, in the same manner as other Altice N.V. shareholders, in the event the Class B Cap is exceeded. In connection with the Distribution, Next Alt will enter into voting agreements with certain current and former officers and directors of Altice N.V., Altice USA and other Altice N.V. subsidiaries (such officers and directors, collectively, the "Concert Group") with respect to all shares of Altice USA common stock they own (including any shares of Altice USA common stock that such members receive in the Distribution) (the "Concert Group voting agreements"). In addition, the Concert Group members who are Altice USA directors or officers have informed the Company that they intend to elect to receive 100% of the shares of Altice USA to which such members are entitled in the Distribution in the form of Class B common stock. It is also expected that the other members of the Concert Group intend to elect to receive 100% of

the shares of Altice USA to which such members are entitled in the Distribution in the form of Class B common stock. As a result of Next Alt's and the Concert Group's intended election, the Concert Group voting agreements and the voting agreement between Altice USA and Next Alt pursuant to which Next Alt will be granted a proxy to vote the shares of Altice USA common stock held by Neptune Holding US LP, Mr. Drahi (through entities controlled directly or indirectly by him or his family (including Next Alt, Uppernext and A4 S.A.)) will control Altice USA immediately after giving effect to the Distribution regardless of the elections made by the other Altice N.V. shareholders.

Fractional shares of Altice USA common stock will not be distributed in the Distribution. Fractional shares of Class A common stock and Class B common stock (after conversion into shares of Class A common stock) will be aggregated into whole shares of Class A common stock, which will be sold in the open market at prevailing market prices. The aggregate cash proceeds from such sales, net of any brokerage fees and other costs, will be distributed pro rata to holders who would have otherwise been entitled to receive a fractional share in the Distribution.

The Distribution is expected to be effective as of 9.00 CET, on June 8, 2018.

Altice N.V. shareholders will not be required to pay any consideration for the Altice USA common stock they receive in the Distribution, and they will not be required to surrender or exchange their Altice N.V. common shares in connection with the Distribution. Prior to the Election Deadline and subject to the Class B Cap, Altice N.V. shareholders will, however, have the right to elect the percentage of shares of Class A common stock and shares of Class B common stock they wish to receive in the Distribution.

Shares of Class A common stock are listed on the New York Stock Exchange ("NYSE") under the symbol "ATUS". Shares of Class B common stock will not be listed on the NYSE or any other stock exchange at the time of the Distribution and it is not currently intended to list Class B common stock on the NYSE or any other stock exchange.

INVESTING IN THE ALTICE USA COMMON STOCK INVOLVES RISKS. INVESTORS SHOULD CAREFULLY READ THIS ENTIRE EU PROSPECTUS AND, IN PARTICULAR, THE SECTION HEADED "RISK FACTORS" BEGINNING ON PAGE 21 OF THE US PROSPECTUS (AS DEFINED BELOW).

This EU Prospectus constitutes a prospectus for the purposes of Article 3 of Directive 2003/71/EC of the European Parliament and the Council and the amendments thereto (including those resulting from Directive 2010/73/EU) (the "**Prospectus Directive**") and has been prepared in accordance with Section 5:9 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*) and the rules promulgated thereunder. This EU Prospectus has been approved by the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) (the "**AFM**") and has been notified to the competent authority in France, the Autorité des marchés financiers, and the United Kingdom, the Financial Conduct Authority, for passporting in accordance with article 18 of the Prospectus Directive.

Altice USA has filed a registration statement on Form S-1 under the US Securities Act of 1933, as amended, with the US Securities and Exchange Commission (the "SEC") in connection with the Distribution (the "Registration Statement"). On May 23, 2018, the Registration Statement was declared effective by the SEC. The prospectus included in the Registration Statement (the "US Prospectus") is incorporated by reference into this EU Prospectus.

The Distribution is only made in those jurisdictions in which, and only to those persons to whom, the Distribution may be lawfully made. The distribution of this EU Prospectus may, in certain jurisdictions, be subject to specific regulations or restrictions. Persons in possession of this EU Prospectus are urged to inform themselves of any such regulations or restrictions which may apply in their jurisdiction and to observe them. Any failure to comply with these regulations and restrictions may constitute a violation of the securities laws of that jurisdiction. Altice USA and Altice N.V. disclaim any responsibility for any violation of such regulations or restrictions by any person.

The date of this EU Prospectus is May 24, 2018.

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SUMMARY

Summaries are made up of disclosure requirements known as "Elements". These Elements are numbered in Sections A - E (A.1 - E.7).

This summary contains all the Elements required to be included in a summary for this type of security and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary together with an indication that such Element is "not applicable".

		Section A – Introduction and Warnings
A.1	Introduction and warnings	This summary should be read as an introduction to the prospectus (the "EU Prospectus") relating to the planned pro rata distribution (the "Distribution") by Altice N.V. to its shareholders of 495,366,932 shares of Altice USA, Inc. ("Altice USA" or the "Company") consisting of a combination of Class B common stock, par value \$0.01 per share (the "Class B common stock"), of Altice USA and Class A common stock, par value \$0.01 per share, of Altice USA (the "Class A common stock" and, together with the Class B common stock, the "Altice USA common stock").
		Altice USA has filed a registration statement on Form S-1 under the US Securities Act of 1933, as amended (the "Securities Act"), with the US Securities and Exchange Commission (the "SEC") in connection with the Distribution (the "Registration Statement"). On May 23, 2018, the Registration Statement was declared effective by the SEC. The prospectus included in the Registration Statement (the "US Prospectus") is incorporated by reference into this EU Prospectus.
		Any decision to invest in the Altice USA common stock should be based on consideration of the EU Prospectus as a whole by the investor including the information incorporated by reference into the EU Prospectus, including the US Prospectus.
		Where a claim relating to the information contained in, or incorporated by reference into, the EU Prospectus is brought before a court in a member state of the European Economic Area, the plaintiff investor might, under the national legislation of that member state, have to bear the costs of translating the EU Prospectus, or any information incorporated by reference therein, before the legal proceedings are initiated.
		Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the EU Prospectus, or if it does not provide, when read together with the other parts of the EU Prospectus, key information in order to aid investors when considering whether to invest in the Altice USA common stock.
A.2	Consent, indication, conditions and notice	Not applicable. The Company does not consent to the use of the EU Prospectus for the subsequent resale or final placement of Altice USA common stock by financial intermediaries.
	•	Section B – The Issuer
B.1	Legal and commercial name of the Company	Altice USA, Inc.
B.2	Domicile, legal form, legislation and country of incorporation	The Company is a corporation incorporated on September 14, 2015 under the laws of the State of Delaware, the United States of America (the "United States" or "US"), and is domiciled in the State of Delaware.

B.3	Key factors relating to the nature of Altice USA Group's operations and its principal activities	Altice USA is one of the largest broadband communications and video services providers in the United States. The Company and its subsidiaries (the "Altice USA Group") deliver broadband, pay television, telephony services, proprietary content and advertising services to approximately 4.9 million residential and business customers. Altice USA Group's footprint extends across 21 states in the United States through a fiber-rich broadband network with more than 8.6 million homes passed as of March 31, 2018. The Company acquired Cequel Corporation ("Suddenlink" or "Cequel") on December 21, 2015 and Cablevision Systems Corporation ("Optimum" or "Cablevision") on June 21, 2016 (the "Acquisitions"). The Company is a holding company that does not conduct any business operations of its own. The Altice USA Group serves its customers through two business segments: Optimum, which operates in the New York metropolitan area, and Suddenlink, which principally operates in markets in the south-central United States. Following the Acquisitions, the Altice USA Group began to simplify its organizational structure, reduce management layers, streamline decision making processes and redeploy resources with a focus on network investment, customer service enhancements and marketing support. As a result, the Altice USA Group has made significant progress in integrating the operations of Optimum and Suddenlink, centralizing its business functions, reorganizing its procurement processes, eliminating duplicative management functions, terminating lower return projects and non-essential consulting and third party service arrangements, and investing in its employee relations and its culture. Improved operational efficiency has allowed the Altice USA Group to redeploy physical, technical and financial resources towards upgrading its network and enhancing the customer experience to drive customer growth. This focus is demonstrated by reduced network outages since the Acquisitions, which the Company believes improves the consistency and quality
B.4a	Significant recent trends	continue expanding, its e-commerce channel for sales and marketing. The broadband communications industry has undergone significant technological development over time. Such changes have had, and will continue to have, a profound impact on consumer expectations and behavior. The video business faces technological change risks as a result of the continuing development of new and changing methods for delivery of programming content such as Internet-based delivery of movies, shows and other content which can be viewed on televisions, wireless devices and other developing mobile devices. Consumers' video consumption patterns are also evolving, for example, with more content being downloaded for time-shifted consumption from different delivery systems. The Altice USA Group is also seeing technological challenges for the broadband business from rapidly evolving wireless Internet solutions and a proliferation of telephony delivery systems, including those based on Internet and wireless delivery. Competition in the broadband communications business is increasingly diversifying, coming both from traditional broadband providers, such as AT&T, CenturyLink and Verizon, and direct content providers, such as Netflix, Hulu, iTunes, YouTube and Amazon Prime. Broadband, pay television and telephony providers and delivery systems have to develop or acquire and successfully implement new technologies to be able to compete effectively for customers, content and advertising.
B.5	Description of Altice USA Group and Altice USA's position therein	The Company is a holding company without material direct business operations. The principal assets of the Company are the equity interests it directly or indirectly holds in its subsidiaries.
B.6	Shareholders of the Company	The following table presents certain information as of the date of this EU Prospectus with respect to the beneficial ownership of Altice USA common stock by each stockholder known by the Company to be the beneficial owner of more than 3% of Altice USA common stock.

<u>-</u>	Shares Beneficially Owned				% Total
	Class A		Class B	:	Voting
Name of Beneficial Owner	Number	%	Number	%	Power
Drahi Entities ⁽¹⁾	58,983,391	23.9%	490,086,674	100.0%	98.5%
CPPIB ⁽²⁾	42,265,874	17.1%	_	0.0%	0.3%
BC Partners ⁽³⁾	65,219,767	26.4%	_	0.0%	0.5%

Notes:

(1) Mr. Drahi is the sole indirect controlling shareholder of Next Alt S.à r.l. ("Next Alt"), a personal holding company. As of May 22, 2018, Next Alt held 67.5% of the outstanding share capital and voting rights of Altice N.V., representing 49.5% of the economic rights and 69.6% of the voting rights in general meetings. Altice N.V. maintains a one tier board of three executive board members and three non-executive board members. The executive board members are appointed by shareholders at the general meeting at the binding nomination of Next Alt. A4 S.A. ("A4"), which is controlled by the family of Mr. Drahi, is an executive board member of Altice N.V. owns an direct controlling interest in CVC 3 B.V. ("CVC 3"). Mr. Drahi may be deemed to beneficially own the 5,281,258 shares of Class A common stock and 490,085,674 shares of Class B common stock owned by CVC 3. CVC 3 is also the sole member of Neptune Holding US GP LLC, which is the sole general partner of Neptune Holding US LP ("Holding LP") and as such, Mr. Drahi may be deemed to beneficially own 46,174,784 shares of Class A common stock held by Holding LP. Personal holding companies controlled by Mr. Drahi or his family own 7,527,349 shares of Class A common stock and 1,000 shares of Class B common stock.

Prior to the proposed separation, CVC 3 will transfer its control of the general partner of Holding LP to Altice USA. CVC 3 will maintain substantially the same rights as a limited partner in Holding LP after the separation as it had prior to the separation. In addition, Altice USA and Next Alt intend to enter into a voting agreement pursuant to which Next Alt will be granted a proxy to vote the shares of Altice USA common stock held by Holding LP ("Holding LP voting agreement").

Mr. Drahi has informed Altice N.V. that Next Alt will elect to receive 100% of the shares of Altice USA to which it is entitled in the Distribution in the form of Class B common stock and will be subject to proration, in the same manner as other Altice N.V. shareholders, in the event the Class B Cap is exceeded. In connection with the Distribution, Next Alt will enter into voting agreements with certain current and former officers and directors of Altice N.V., Altice USA and other Altice N.V. subsidiaries (such officers and directors, collectively, the "Concert Group") with respect to all shares of Altice USA common stock they own (including any shares of Altice USA common stock that such members receive in the Distribution) (the "Concert Group voting agreements"). In addition, Concert Group members who are Altice USA directors or officers have informed the Company that they intend to elect to receive 100% of the shares of Altice USA to which such members are entitled in the Distribution in the form of Class B common stock. It is also expected that the other members of the Concert Group intend to elect to receive 100% of the shares of Altice USA to which such members are entitled in the Distribution in the form of Class B common stock.

If the number of shares of Class B common stock distributed to Altice N.V. shareholders including Next Alt and the Concert Group is maximized up to the Class B Cap, Mr. Drahi will own or control (through entities controlled directly or indirectly by Mr. Drahi or his family (including Next Alt, Uppernext and A4 S.A.) and the Concert Group voting agreements and the Holding LP voting agreement) a combined 42.4% of the Company's issued and outstanding Class A and Class B common stock which will represent approximately 50.3% of the voting power of the Company's outstanding capital stock. If no shares of Class B common stock are distributed to Altice N.V. shareholders other than Next Alt and the Concert Group, Mr. Drahi will own or control (through entities controlled directly or indirectly by Mr. Drahi or his family (including Next Alt, Uppernext and A4 S.A.) and the Concert Group voting agreements and the Holding LP voting agreement) a combined 42.4% of the Company's issued and outstanding Class A and Class B common stock which will represent approximately 93.6% of the voting power of the Company's outstanding capital stock.

- (2) CPPIB is overseen by a board of directors. None of the directors of the board of directors has sole voting or dispositive power with respect to the shares of Altice USA common stock beneficially owned by CPPIB.
- (3) CIE Management IX Limited, which is an entity under common control with BC Partners LLP, is the ultimate general partner of, and has investment control over the Class A common stock held by the funds commonly known as BC European Capital IX—1 LP through 11 LP and BC European Capital—Suddenlink Co Investment 1 through 6 LP, and has investment control over the Class A common stock held by BC European Capital IX Limited. CIE Management IX Limited is also the ultimate control party of SuddenVision S.à r.l. CIE Management IX Limited may, therefore, be

financial years ended December 31, 2016 and 2016 have been derived from consolidated financial statements of Altice USA as of and for those years whi prepared in accordance with US generally accepted accounting principles. The selected historical consolidated financial data for the three months ende 2018 and 2017 have been derived from the unaudited condensed consolidad statements of Altice USA which have been prepared in accordance with 1 accepted accounting principles. The selected historical consolidated financial data for the financial year ended 31, 2015 have been derived from the audited consolidated financial's Cablevision as of and for the financial year ended December 31, 2015 which prepared in accordance with US generally accepted accounting principles. The Company is a holding company which acquired Cequel on December 2 Cablevision on June 21, 2016. The historical operating data of Altice USA 6 year ended December 31, 2016 and the operating results of Cequel for the December 31, 2016 and the operating results of Capuel for the December 31, 2016 and the operating results of Capuel for the December 31, 2016 and the operating results of Capuel for the ended December 31, 2015 other than the ten days subsequent to the acquisition no historical operating data for the Company are presented in the EU Prospe the selected historical consolidated financial data of Cablevision are prese financial year ended December 31, 2015 as the Altice USA Group belie provides relevant information for investors in view of the relative size of the segment in the Altice USA Group. The selected historical consolidated financial data for the three months ende 2018 presented below reflects the adoption of Accounting Standards Update 2014-09, Revenue from Contracts with Customers ("ASC 606") and ASU Compensation-Retirement Benefits (Topic 715) ("ASU 2017-07"). It also give acquisition of Altice Technical Services US Corp. ("ATS") as the Compan owner of 100% of the equity interests in ATS in March 2018. ATS was previby Altice N.						
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Cablevision on June 21, 2016. The historical operating data of Altice USA C year ended December 31, 2016 include the operating results of Cequel for th December 31, 2016 and the operating results of Cablevision from June 21, 2 December 31, 2016. As the Company had no operational activities in the fended December 31, 2015 other than the ten days subsequent to the acquisition on historical operating data for the Company are presented in the EU Prospethe selected historical consolidated financial data of Cablevision are presented between the selected historical consolidated financial data of Cablevision are presented between the segment in the Altice USA Group. The selected historical consolidated financial data for the three months ender 2014-09, Revenue from Contracts with Customers ("ASC 606") and ASU Compensation-Retirement Benefits (Topic 715) ("ASU 2017-07"). It also gives acquisition of Altice Technical Services US Corp. ("ATS") as the Company owner of 100% of the equity interests in ATS in March 2018. ATS was previously Altice N.V. and a member of ATS's management through a holding compact of the results of operations and related assets and liabilities of ATS for all periodomenement of operations in April 2017. The selected historical consolidated financial data as of and for the three nomacrement of operations in April 2017. The selected historical consolidated financial data as of and for the three nomacrement of operations in April 2017. The balance sheet data of Altice USA as of December 31, 2017 and 20 below have been amended to retrospectively apply the adoption of ASC 606 an 07. The balance sheet data of Altice USA as of December 31, 2017 also give ATS acquisition.	31, Cat	2015 have been derived the evision as of and for the fin	from the aud nancial year en	ited consolid nded Decemb	ated financia er 31, 2015	al statements of
2018 presented below reflects the adoption of Accounting Standards Update 2014-09, Revenue from Contracts with Customers ("ASC 606") and ASU Compensation-Retirement Benefits (Topic 715) ("ASU 2017-07"). It also gives acquisition of Altice Technical Services US Corp. ("ATS") as the Company owner of 100% of the equity interests in ATS in March 2018. ATS was previous Altice N.V. and a member of ATS's management through a holding come acquisition is a combination of businesses under common control, the Companthe results of operations and related assets and liabilities of ATS for all period commencement of operations in April 2017. The selected historical consolidated financial data as of and for the three numbers of ATS and as of and for the years ended December 31, 2017 and 200 below have been amended to retrospectively apply the adoption of ASC 606 and 07. The balance sheet data of Altice USA as of December 31, 2017 also give ATS acquisition. Consolidated Income Statement Altice USA Cal Three months ended March 31, Years ended	Cab yea Dec Dec end no the fina pro	The Company is a holding company which acquired Cequel on December 21, 2015 and Cablevision on June 21, 2016. The historical operating data of Altice USA Group for the year ended December 31, 2016 include the operating results of Cequel for the year ended December 31, 2016 and the operating results of Cablevision from June 21, 2016 through December 31, 2016. As the Company had no operational activities in the financial year ended December 31, 2015 other than the ten days subsequent to the acquisition of Cequel no historical operating data for the Company are presented in the EU Prospectus. Instead the selected historical consolidated financial data of Cablevision are presented for the financial year ended December 31, 2015 as the Altice USA Group believes that this provides relevant information for investors in view of the relative size of the Cablevision				A Group for the or the year ended 21, 2016 through the financial year sition of Cequel, espectus. Instead, presented for the elieves that this
March 31, 2017 and as of and for the years ended December 31, 2017 and 20 below have been amended to retrospectively apply the adoption of ASC 606 an 07. The balance sheet data of Altice USA as of December 31, 2017 also give ATS acquisition. Consolidated Income Statement Altice USA Cal Three months ended March 31, Years ended	201 201 Con acq own by acq the	s presented below reflects the 1-09, Revenue from Contract pensation-Retirement Beneficiation of Altice Technical Ser of 100% of the equity interaction is a combination of besults of operations and relations.	distorical consolidated financial data for the three months ended March 31 delow reflects the adoption of Accounting Standards Update ("ASU") No mue from Contracts with Customers ("ASC 606") and ASU No. 2017-07. Retirement Benefits (Topic 715) ("ASU 2017-07"). It also gives effect to the Altice Technical Services US Corp. ("ATS") as the Company became the 6 of the equity interests in ATS in March 2018. ATS was previously owned, and a member of ATS's management through a holding company. As the a combination of businesses under common control, the Company combined operations and related assets and liabilities of ATS for all periods since its			
Altice USA Cal Three months ended March 31, Years ended	The selected historical consolidated financial data as of and for the three months end March 31, 2017 and as of and for the years ended December 31, 2017 and 2016 present below have been amended to retrospectively apply the adoption of ASC 606 and ASU 201 07. The balance sheet data of Altice USA as of December 31, 2017 also give effect to the ATS acquisition.					d 2016 presented and ASU 2017-
Three months ended March 31, Years ended	dated Income Statem	nt				
March 31, Years ended				USA		Cablevision
					Years ei	ıded
(unaudited) December 31					Decembe	
2018 2017 2017 2016 (dollars in thousands)		2018				2015
Revenue	venue	\$2,329,714	\$2,302,259	\$9,306,950	\$6,017,212	\$6,545,545
Operating expenses		2.017.77	0.050.140	0.467.040		
Operating income	erating expenses	2,016,676	2,052,149	8,465,942	5,554,403	5,697,074

Other income (expense):

Interest expense, net						
affiliate interests, net (248,602) 131,658 237,354 141,896 (30,208) Gain (loss) on equity derivative contracts, net 168,352 (71,044) (236,330) (53,696) 104,927 Gain (loss) on interest rate swap contracts, net (31,922) 2,342 5,482 (72,961) — Loss on extinguishment of debt and write-off of deferred financing costs (4,705) — (600,240) (127,649) (1,735) Other income (expense), net (11,658) (2,100) (13,651) 1,186 (6,045) Income (loss) from continuing operations before income taxes (189,652) (122,096) (1,367,588) (1,091,145) 342,661 Income (loss) from continuing operations, net of income taxes (128,949) (76,188) 1,494,764 (831,479) 187,789 Income (loss) from discontinued operations, net of income taxes(c) — — — — — — — (12,541) Net income (loss) from discontinued operations, net of income taxes(c) — — — — — — — — — —	Interest expense, net	(374,155)	(433,062)	(1,601,211)	(1,442,730)	(584,839)
net 168,352 (71,044) (236,330) (53,696) 104,927 Gain (loss) on interest rate swap contracts, net (31,922) 2,342 5,482 (72,961) — Loss on extinguishment of debt and write-off of deferred financing costs (4,705) — (600,240) (127,649) (1,735) Other income (expense), net (11,658) (2,100) (13,651) 1,186 (6,045) Income (loss) from continuing operations before income taxes (189,652) (122,096) (1,367,588) (1,091,145) 342,661 Income (loss) from continuing operations, net of income taxes (128,949) (76,188) 1,494,764 (831,479) 187,789 Income (loss) from discontinued operations, net of income taxes(c) — — — — — (12,541) Net income (loss) (128,949) (76,188) 1,494,764 (831,479) 175,248 Net income attributable to noncontrolling interests (2) (237) (1,587) (551) 201 Net income (loss) attributable to Altice USA / Cablevision Systems Corporation (20,000) (237)		(248,602)	131,658	237,354	141,896	(30,208)
contracts, net (31,922) 2,342 5,482 (72,961) — Loss on extinguishment of debt and write-off of deferred financing costs (4,705) — (600,240) (127,649) (1,735) Other income (expense), net (11,658) (2,100) (13,651) 1,186 (6,045) Income (loss) from continuing operations before income taxes (189,652) (122,096) (1,367,588) (1,091,145) 342,661 Income (loss) from continuing operations, net of income taxes (128,949) (76,188) 1,494,764 (831,479) 187,789 Income (loss) from discontinued operations, net of income taxes(c) — — — — — (12,541) Net income (loss) (128,949) (76,188) 1,494,764 (831,479) 175,248 Net income attributable to noncontrolling interests (2) (237) (1,587) (551) 201 Net income (loss) attributable to Altice USA / Cablevision Systems Corporation (20, 237) (1,587) (551) 201		168,352	(71,044)	(236,330)	(53,696)	104,927
write-off of deferred financing costs (4,705) — (600,240) (127,649) (1,735) Other income (expense), net (11,658) (2,100) (13,651) 1,186 (6,045) Income (loss) from continuing operations before income taxes (189,652) (122,096) (1,367,588) (1,091,145) 342,661 Income tax benefit (expense) 60,703 45,908 2,862,352 259,666 (154,872) Income (loss) from continuing operations, net of income taxes (128,949) (76,188) 1,494,764 (831,479) 187,789 Income (loss) from discontinued operations, net of income taxes(c) — — — — — (12,541) Net income (loss) (128,949) (76,188) 1,494,764 (831,479) 175,248 Net income attributable to noncontrolling interests (2) (237) (1,587) (551) 201 Net income (loss) attributable to Altice USA / Cablevision Systems Corporation (10,000,000) (10,000,000) (10,000,000) (10,000,000) (10,000,000) (10,000,000) (10,000,000) (10,000,000) (10,000,000) (10,000,000)	•	(31,922)	2,342	5,482	(72,961)	_
Income (loss) from continuing operations before income taxes	write-off of deferred financing	(4,705)	_	(600,240)	(127,649)	(1,735)
Income (loss) from continuing operations before income taxes	Other income (expense), net	(11,658)	(2,100)	(13,651)	1,186	(6,045)
Income (loss) from continuing operations, net of income taxes (128,949) (76,188) 1,494,764 (831,479) 187,789 Income (loss) from discontinued operations, net of income taxes(c) — — — — — (12,541) Net income (loss) (128,949) (76,188) 1,494,764 (831,479) 175,248 Net income attributable to noncontrolling interests (2) (237) (1,587) (551) 201 Net income (loss) attributable to Altice USA / Cablevision Systems Corporation (20,000,000) (24,000,00	` /	(189,652)	(122,096)	(1,367,588)		342,661
Income (loss) from discontinued Operations, net of income taxes(c) Operations, net of income taxes(c) Operations (loss) Operations (loss	Income tax benefit (expense)	60,703	45,908	2,862,352	259,666	(154,872)
operations, net of income taxes(c) — — — — — (12,541) Net income (loss) (128,949) (76,188) 1,494,764 (831,479) 175,248 Net income attributable to noncontrolling interests (2) (237) (1,587) (551) 201 Net income (loss) attributable to Altice USA / Cablevision Systems Corporation (1,587) <t< td=""><td>· ,</td><td>(128,949)</td><td>(76,188)</td><td>1,494,764</td><td>(831,479)</td><td>187,789</td></t<>	· ,	(128,949)	(76,188)	1,494,764	(831,479)	187,789
Net income attributable to noncontrolling interests	· /	_	_	_	_	(12,541)
interests	Net income (loss)	(128,949)	(76,188)	1,494,764	(831,479)	175,248
/ Cablevision Systems Corporation		(2)	(237)	(1,587)	(551)	201
	/ Cablevision Systems Corporation	\$(128,951)	\$(76,425)	\$1,493,177	\$(832,030)	\$175,449

Consolidated Balance Sheet Data

_	Altice USA			Cablevision
_	March 31,	March 31, December 31,		
	2018 (unaudited)	2017	2016	2015
		(dollars in t	housands)	
Current assets	\$1,931,388	\$903,599	\$1,718,987	\$1,875,586
Total assets	35,279,409	34,812,082	36,498,578	6,800,174
Current liabilities (including short term debt)	2,760,457	2,520,362	3,711,911	2,187,764
Notes payable to affiliates and related parties, long term	_	_	1,750,000	_
Credit facility debt, long term	5,636,102	4,600,873	3,411,640	1,951,556
Collateralized indebtedness, long term	1,351,271	1,349,474	663,737	774,703
Senior notes and debentures, long term	14,767,823	15,352,688	16,581,280	5,801,011
Notes payable, long term	34,003	32,478	8,299	1,277
Capital lease obligations, long term	11,869	12,441	13,142	25,616
Total debt	22,973,894	21,941,311	24,030,065	9,567,299
Other long term liabilities	5,086,261	5,207,723	8,247,914	969,831
Redeemable equity	234,637	231,290	68,147	_

Stockholders' equity (deficiency)	5,395,445	5,503,214	2,042,221	(4,911,316)	
Noncontrolling interest	1,541	1,539	287	(268)	
Total equity (deficiency)	5,396,986	5,504,753	2,042,508	(4,911,584)	

Consolidated Statement of Cash Flows

	Altice USA	
	March 31,	
-	2018 (unaudite	2017 ed)
Cash flows from operating activities:	(dollars in tho	usands)
. 0	¢ (129 040)	¢ (76 100)
Net income (loss)	\$ (128,949)	\$ (76,188)
Adjustments to reconcile net loss to net cash provided by operating activities:	(42.505	600.724
Depreciation and amortization (including impairments)	642,705	608,724
Equity in net loss of affiliates	10,442	2,757
Gain (loss) on investments and sale of affiliate interests, net	248,602	(131,658)
Loss on derivative contracts, net	(168,352)	71,044
Loss on extinguishment of debt and write-off of deferred financing costs	4,705	_
Amortization of deferred financing costs and discounts (premiums) on indebtedness	16,950	1,812
Settlement loss related to pension plan	606	_
Share-based compensation expense	21,623	7,848
Deferred income taxes	(65,833)	(52,184)
Provision for doubtful accounts	13,500	15,694
Change in assets and liabilities, net of effects of acquisitions and dispositions	(165,047)	(203,763)
Net cash provided by operating activities	430,952	244,086
Cash flows from investing activities:		
Payment for acquisition, net of cash acquired	(28,940)	(43,608)
Sale of affiliate interests	(3,537)	_
Capital expenditures	(257,615)	(257,427)
Proceeds related to sale of equipment, including costs of disposal	965	596
Increase in other investments	(2,500)	(550)
Additions to other intangible assets	_	(183)
Net cash used in investing activities	(291,627)	(301,172)
Cash flows from financing activities:		
Proceeds from credit facility debt	1,642,500	225,000
Repayment of credit facility debt	(610,663)	(183,288)
Issuance of senior notes and debentures	1,000,000	_

Proceeds from collateralized indebtedness		156,136
Repayment of collateralized indebtedness and related derivative contracts	_	(150,084)
Redemption of senior notes, including premiums and fees	(1,057,019)	
Proceeds from notes payable	6,812	_
Principal payments on capital lease obligations	(3,067)	(4,207)
Additions to deferred financing costs	, ,	
•	(19,225)	(1,290)
Other	(859)	<u></u>
Net cash provided by financing activities.	958,479	42,267
Net increase (decrease) in cash and cash equivalents	1,097,804	(14,819)
Cash, cash equivalents and restricted cash at beginning of year	330,100	503,093
Cash, cash equivalents and restricted cash at end of period		\$ 488,274
-	· , · , · , · , · ·	,, -
	Altice U	SA
- -	Decembe	
_	2017 (dollars in the	2016
Cash flows from operating activities:	(401.41 5 1.11 61.1	, as a as,
Net income (loss)	\$1,494,764	\$(831,479)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization (including impairments)	2,930,571	1,700,306
Impairment of assets included in restructuring charges	_	2,445
Gain on sale of affiliate interests	_	(206)
Equity in net loss of affiliates	10,040	1,132
Gain on investments, net	(237,354)	(141,896)
Loss on equity derivative contracts, net	236,330	53,696
Loss on extinguishment of debt and write-off of deferred financing costs	600,240	127,649
Amortization of deferred financing costs and discounts (premiums) on indebtedness	31,046	27,799
Amortization of actuarial losses, net of settlement gains, related to pension and postretirement plans	1,845	3,298
Share-based compensation expense	57,430	14,368
Deferred income taxes	(2,880,154)	(263,989)
Excess tax benefits related to share-based awards	_	(31)
Provision for doubtful accounts	74,183	53,249
Change in assets and liabilities, net of effects of acquisitions and dispositions	(300,694)	438,114
Net cash provided by operating activities	2,018,247	1,184,455
Cash flows from investing activities:		
Payment for acquisition, net of cash acquired	(46,703)	(8,988,774)

Net proceeds from sale of affiliate interests		13,825
Capital expenditures	(951,349)	(625,541)
Proceeds related to sale of equipment, including costs of disposal	9,743	5,885
Increase in other investments	(4,773)	(4,608)
Settlement of put-call options	(97,410)	_
Additions to other intangible assets	(1,707)	(106)
Net cash used in investing activities	(1,092,199)	(9,599,319)
Cash flows from financing activities:		
Proceeds from credit facility debt	5,593,675	5,510,256
Repayment of credit facility debt	(4,411,581)	(9,133,543)
Proceeds from issuance of notes payable to affiliates and related parties	_	1,750,000
Proceeds from issuance of senior notes	_	1,310,000
Proceeds from collateralized indebtedness	838,794	179,388
Repayment of collateralized indebtedness and related derivative contracts	(831,059)	(143,102)
Distributions to stockholders	(919,317)	(365,559)
Repayment of senior notes, including premiums and fees	(1,729,400)	_
Proceeds from notes payable	33,733	_
Excess tax benefit on share-based awards	_	31
Principal payments on capital lease obligations	(15,157)	(18,837)
Additions to deferred financing costs	(8,600)	(203,712)
Proceeds from IPO, net of fees	349,071	_
Contributions from stockholders	1,135	1,246,499
Distributions to noncontrolling interests, net	(335)	_
Net cash provided by financing activities		131,421
Net increase in cash, cash equivalents and restricted cash	(172,993)	(8,283,443)
Cash, cash equivalents and restricted cash at beginning of year	503,093	8,786,536
Cash, cash equivalents and restricted cash at end of year	\$ 330,100	\$ 503,093
	C 11 · · ·	
	Cablevision	
	December 31, 2015	
	(dollars in	
Cash flows from operating activities:	thousands)	
	04===:0	
Net income	\$175,248	
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Income from discontinued operation, net of income taxes	12,541	
Depreciation and amortization (including impairments)	865,252	
Loss on investments, net	20.200	
Loss on investments, net	30,208	

Loss on extinguishment of debt and write-off of deferred financing costs	1,735
Amortization of deferred financing costs and discounts on indebtedness	23,764
Share-based compensation expense	60,321
Settlement loss and amortization of actuarial losses related to pension and postretirement plans	5,046
Deferred income taxes	133,396
Provision for doubtful accounts	35,802
Excess tax benefits related to share-based awards	(5,694)
Change in assets and liabilities, net of effects of acquisitions and dispositions	25,395
Net cash provided by operating activities	
Capital expenditures	(816,396)
Proceeds related to sale of equipment, including costs of disposal	4,407
Increase in other investments	(7,779)
Additions to other intangible assets	(8,035)
Net cash used in investing activities	
Cash flows from financing activities:	
Repayment of credit facility debt	(260,321)
Proceeds from collateralized indebtedness	774,703
Repayment of collateralized indebtedness and related derivative contracts	(639,237)
Repayment of notes payable	(2,458)
Proceeds from stock option exercises	18,727
Dividend distributions to common stockholders	(125,170)
Principal payments on capital lease obligations	(20,250)
Deemed repurchases of restricted stock	(19,141)
Additions to deferred financing costs	(250)
Payment for purchase of noncontrolling interest	(8,300)
Distributions to noncontrolling interests, net	(901)
	,
Excess tax benefit related to share-based awards Net cash used in financing activities	
Net increase in cash and cash equivalents from continuing operations	
Cash flows from discontinued operations:	
Net cash used in operating activities	(484)
Net cash used in investing activities	(30)
Net decrease in cash and cash equivalents from discontinued operations	(514)
Cash and cash equivalents at beginning of period	
	
Selected key pro forma financial information Not applicable. However, the below unaudited historic included in the EU Prospectus for illustrative purposes that this is relevant information for investors in view of June 21, 2016 and Cequel on December 21, 2015.	only as Altice USA Group believes
The following table sets out the unaudited pro forma	consolidated operating data of the

Company for the years ended December 31, 2016 and December 31, 2015 and is based on the audited historical consolidated financial statements of the Company and gives effect to the acquisition of Cablevision and the acquisition of Cequel as if they had occurred on January 1, 2015.

The following unaudited pro forma consolidated statement of operations has been prepared based on assumptions deemed appropriate by the Company. The pro forma statement of operations is unaudited and does not purport to reflect the results of operations that would have occurred if the acquisitions of Cablevision and Cequel had been consummated on the dates indicated above, nor does it purport to represent the results of operations of the Company for any future dates or periods.

Future results may vary significantly from the information reflected in the unaudited pro forma consolidated statements of operations set forth below due to factors beyond the control of the Company.

Unaudited Pro Forma Consolidated Statement of Operations Altice USA for the Years Ended December 31, 2016 and 2015

	Altice U	JSA
	Decembe	
	2016 (dollars in the	2015
	(donars in th	ousanus)
Revenue:		
Residential:		
Pay TV	\$ 4,283,059	\$ 4,291,699
Broadband	2,354,385	2,090,541
Telephony	751,932	795,405
Business services and wholesale	1,230,643	1,158,840
Advertising	377,468	351,505
Other	157,329	277,867
Total revenue:	9,154,816	8,965,857
Operating expenses:		
Programming and other direct costs	2,988,549	2,982,005
Other operating expenses	2,847,047	3,487,308
Restructuring and other expense (credits)	229,774	(1,649)
Depreciation and amortization (including impairments)	2,484,284	2,442,235
Operating income	605,162	55,958
Other income (expense):		
Interest expense, net	(1,760,421)	(1,715,950)
Gain (loss) on investments, net	271,886	(30,208)
Gain (loss) on equity derivative contracts, net	(89,979)	104,927
Loss on interest rate swap contracts, net	(72,961)	_
Loss on extinguishment of debt and write-off of deferred financing costs	(127,649)	(1,735)
Other income, net	2,410	(6,316)
Loss from continuing operations before income taxes	(1,171,552)	(1,593,324)
Income tax benefit	450,295	498,567

Loss fi	rom continuing ope	erations, net of income taxes	(721,257)	(1,094,757)	
Loss fr	om discontinued op	perations, net of income taxes		(12,541)	
Net los	Net loss		(721,257)	(1,107,298)	
Net los	ss (income) attributa	able to noncontrolling interests	(315)	201	
Net los	ss attributable to A	ltice USA stockholders	\$(721,572)	\$(1,107,097)	
B.9	Profit forecast	Not applicable. The Company has not issued a profit fo	recast.		
B.10	Historical audit report qualifications	Not applicable. There are no qualifications in the audit information for the years ended December 31, 2017 and		historical financial	
B.11	Explanation if insufficient working capital	The Company believes that the working capital ava sufficient for the Altice USA Group's present requi months following the date of the EU Prospectus.			
		Section C – Securities			
C.1	Type and class, security identification	share.	ar value \$0.01 per		
	number	Shares of Class A common stock are listed on the New under the symbol "ATUS". The ISIN (International Sect A common stock is US02156K1034.			
C.2	Currency of the Altice USA common stock	The Altice USA common stock is denominated in and will trade in US dollars.			
C.3	Number of Shares and nominal value	As of the date of this EU Prospectus, the authorized sl of 9,100,000,000 shares, all with a par value of \$0.01 pshares are designated Class A common stock, (ii) 1,000 B common stock, (iii) 4,000,000,000 shares are designated preferred stock. Altice USA has issued 246,982,292 shares of its Class shares of its Class B common stock and has not issue stock or its preferred stock.	per share, of whice 0,000,000 shares a gnated Class C of As of the date of s A common stoce	h (i) 4,000,000,000 re designated Class common stock and the EU Prospectus, k and 490,086,674	
		As of the date of the EU Prospectus, no Altice USA cor	nmon stock is held	d by the Company.	
C.4	Rights	Voting Rights			
	attached to the Altice USA common stock	Holders of the Company's Class A common stock are matter that is voted on by stockholders of the Company B common stock are entitled to twenty five votes per sh stockholders of the Company.	and holders of th	e Company's Class	
		If the Company issues any shares of Class C common s stock will not be entitled to any votes on any matt Company, except as provided in the Company's certif by Delaware law. If the Company's board of director more series of preferred stock, the Company's board action by the Company's stockholders, fix the voting right.	er voted on by s icate of incorpora rs authorizes the d of directors ma	tockholders of the tion or as required issuance of one or ay, without further	
		Dividend rights			
		Subject to preferences that may apply to any shares of time, the holders of outstanding shares of Class A cor and Class C common stock will be entitled to share edividend or distribution of funds legally available if the discretion, determines to declare and pay dividends an amounts that the Company's board of directors may det	mmon stock, Clas equally, on a per e Company's board and only then at the	s B common stock share basis, in any d of directors, in its	

		Liquidation Rights
		Upon the Company's dissolution, liquidation or winding up, the assets legally available for distribution to the Company's stockholders will be distributed ratably among the holders of the Company's Class A common stock, Class B common stock and Class C common stock subject to prior satisfaction of all outstanding debt and liabilities and the preferential rights and payment of liquidation preferences, if any, on any outstanding shares of preferred stock, unless different treatment of such class with respect to distributions upon any such liquidation, dissolution or winding up is approved in advance by the affirmative vote of the holders of a majority of the voting power of the Class A common stock and Class B common stock, each voting separately as a class.
		No Preemptive or Similar Rights
		The Company's Class A common stock, Class B common stock and Class C common stock are not entitled to preemptive rights and are not subject to conversion or redemption provisions, except for the conversion provisions with respect to the Class B common stock and Class C common stock described in the EU Prospectus. Any one or more series of preferred stock will have only such preemptive or similar rights granted to the holders thereof by the Company's board of directors.
C.5 Restrictions on transferability		The shares of Altice USA common stock to be distributed to Altice N.V. stockholders will be freely transferable, except for shares received by individuals who are the Company's affiliates.
of the Altic USA common stock	USA common	Individuals who may be considered the Company's affiliates after the Distribution include individuals who control, are controlled by or are under common control with the Company, as those terms generally are interpreted for US federal securities law purposes. Individuals who are the Company's affiliates will be permitted to sell their shares of Altice USA common stock only pursuant to an effective registration statement under the Securities Act, or an exemption from the registration requirements of the Securities Act, such as those afforded by Section 4(1) of the Securities Act or Rule 144 thereunder.
		The Distribution to persons located or resident in, or who are citizens of, or who have a registered address in countries other than the Netherlands, and the transfer of Altice USA common stock into jurisdictions other than the Netherlands may be subject to specific regulations or restrictions.
C.6	Listing and admission to trading of the Altice USA common stock	Shares of Class A common stock are listed on the NYSE under the symbol "ATUS". Shares of Class B common stock will not be listed on the NYSE or any other stock exchange at the time of the Distribution and it is not currently intended to list Class B common stock on the NYSE or any other stock exchange.
C.7	Dividend policy	As a condition to the Distribution, pursuant to authority delegated by the Company's board of directors, the Company's audit committee declared a one-time \$1.5 billion dividend to Altice USA stockholders, including Altice N.V., as of a record date of May 22, 2018 payable two business days prior to the Distribution (the "Pre-Distribution Dividend"), provided that the master separation agreement between Altice N.V. and Altice USA in connection with the intended separation has not been terminated on or prior to the payment date. Holders of Altice N.V. shares that are entitled to receive shares of Altice USA common stock in the Distribution are not entitled to receive any portion of the Pre-Distribution Dividend. Other than the Pre-Distribution Dividend, the Company currently intends to retain any future earnings to fund the operation, development and expansion of the Company's business and does not intend to pay any other dividends on Altice USA common stock. Any future determination relating to the Company's dividend policy will be made in the sole and absolute discretion of the Company's board of directors and will depend upon then existing conditions, including the Company's financial condition, results of operations, contractual restrictions, capital requirements, business prospects and other factors that the Company's board of directors may deem relevant. Although the Company does not currently intend to pay dividends other than as described above, the Company's board of directors has authorized a share repurchase program of up to \$2 billion over three years effective following consummation of the proposed separation of Altice USA from Altice N.V. with respect to the Class A common stock as a means to return capital to the Company's stockholders, among other reasons.

Section D - Risks

D.1 Selection of key risks

The following is a selection of key risks that relate to the Altice USA Group's business, regulatory and legislative matters, the Distribution and the ownership of Class A common stock and Class B common stock. In making the selection, the Altice USA Group has considered circumstances such as the probability of the risk materializing on the basis of the current state of affairs, the potential impact which the materialization of the risk could have on the Altice USA Group's business, financial condition, results of operations and prospects, and the attention that management of the Altice USA Group would on the basis of current expectations have to devote to these risks if they were to materialize. Investors should read, understand and consider all risk factors, which risk factors are material and should be carefully read in their entirety, in this EU Prospectus and, in particular, the section headed "Risk Factors" beginning on page 21 of the US prospectus.

- The Altice USA Group operates in a highly competitive business environment which
 could materially adversely affect the Altice USA Group's business, financial condition,
 results of operations and liquidity.
- The Altice USA Group faces significant risks as a result of rapid changes in technology, consumer expectations and behavior.
- Programming and retransmission costs are increasing and the Altice USA Group may
 not have the ability to pass these increases on to its subscribers. Disputes with
 programmers and the inability to retain or obtain popular programming can adversely
 affect the Altice USA Group's relationship with customers and lead to customer losses.
- The Altice USA Group may not be able to successfully implement its growth strategy.
- The Altice USA Group is highly leveraged and has substantial indebtedness, which reduces its capability to withstand adverse developments or business conditions.
- The Altice USA Group has in past periods incurred substantial losses from continuing operations, and the Altice USA Group may do so in the future, which may reduce its ability to raise needed capital.
- A lowering or withdrawal of the ratings assigned to the Company's subsidiaries' debt securities and credit facilities by ratings agencies may further increase the Altice USA Group's future borrowing costs and reduce the Altice USA Group's access to capital.
- The Altice USA Group relies on network and information systems for its operations and a disruption or failure of, or defects in, those systems may disrupt its operations, damage its reputation with customers and adversely affect its results of operations.
- The Altice USA Group's business is subject to extensive governmental legislation and regulation, which could adversely affect the Altice USA Group's business, increase the Altice USA Group's operational and administrative expenses and limit the Altice USA Group's revenues.
- The Altice USA Group's cable system franchises are subject to non-renewal or termination. The failure to renew a franchise in one or more key markets could adversely affect the Altice USA Group's business.
- Prior to the Distribution, no market exists for the Company's Class B common stock and the Company cannot assure Altice N.V. shareholders that an active, liquid trading market will develop for the Company's Class B common stock following the Distribution. Following the Distribution, holders of shares of the Company's Class B common stock may need to convert them into shares of the Company's Class A common stock to realize their full potential value, which over time could further concentrate voting power with remaining holders of the Company's Class B common stock.
- The market price of the Company's Class A common stock or Class B common stock may be volatile after the Distribution.
- Because the Company has no current plans to pay cash dividends on the Company's Class A common stock or Class B common stock following the Pre-Distribution Dividend and for the foreseeable future, the Company's stockholders may not receive any return on investment unless they sell their Class A common stock or Class B common stock.

- The tri-class structure of Altice USA common stock will have the effect of concentrating voting control with Next Alt. This will limit or preclude the Company's stockholders' ability to influence corporate matters, including the election of directors, amendments of the Company's organizational documents and any merger, consolidation, sale of all or substantially all of the Company's assets or other major corporate transaction requiring stockholder approval. Shares of Class B common stock will not automatically convert to shares of Class A common stock upon transfer to a third party.
- Mr. Drahi will control the Company after the Distribution and its interests may conflict with the Company's or the Company's stockholders in the future.

Key risks that are specific to the Altice USA Group

The following is a summary of all other key risks that relate to the Altice USA Group's business, regulatory and legislative matters, the Distribution and the ownership of Class A common stock and Class B common stock. Investors should read, understand and consider all risk factors, which risk factors are material and should be carefully read in their entirety, in this EU Prospectus and, in particular, the section headed "Risk Factors" beginning on page 21 of the US prospectus.

Risks Relating to Altice USA Group's Business

- The financial markets are subject to volatility and disruptions, which have in the past, and may in the future, adversely affect the Altice USA Group's business, including by affecting the cost of new capital and the Altice USA Group's ability to fund acquisitions or other strategic transactions.
- If the Altice USA Group incurs additional indebtedness, such indebtedness could further exacerbate the risks associated with its substantial indebtedness.
- The Company's subsidiaries' ability to meet obligations under their indebtedness may
 be restricted by limitations on the Company's other subsidiaries' ability to send funds.
- The Altice USA Group's ability to incur additional indebtedness and use its funds is limited by significant restrictive covenants in financing agreements.
- The Altice USA Group will need to raise significant amounts of funding over the next several years to fund capital expenditures, repay existing obligations and meet other obligations and the failure to do so successfully could adversely affect its business. The Altice USA Group may also engage in extraordinary transactions that involve the incurrence of large amounts of indebtedness.
- If the Altice USA Group experiences a significant data security breach or fails to detect and appropriately respond to a significant data security breach, its results of operations and reputation could suffer.
- A portion of the Altice USA Group's workforce is represented by labor unions.
 Collective bargaining agreements can increase the Altice USA Group's expenses. Labor
 disruptions could adversely affect the Altice USA Group's business, financial condition
 and results of operations.
- A significant amount of the Altice USA Group's book value consists of intangible assets that may not generate cash in the event of a voluntary or involuntary sale.
- The Altice USA Group may engage in acquisitions and other strategic transactions and the integration of such acquisitions and other strategic transactions could materially adversely affect the Altice USA Group's business, financial condition and results of operations.
- Significant unanticipated increases in the use of bandwidth intensive Internet based services could increase the Altice USA Group's costs.
- The Altice USA Group's business depends on intellectual property rights and on not infringing on the intellectual property rights of others.
- The Altice USA Group may be liable for the material that content providers distribute over the Altice USA Group's networks.
- If the Altice USA Group is unable to retain key employees, the Altice USA Group's ability to manage its business could be adversely affected.

- Impairment of Altice USA Group's or Patrick Drahi's reputation could adversely affect current and future customers' perception of the Altice USA Group.
- Macroeconomic developments may adversely affect the Altice USA Group's business.
- Online piracy of entertainment and media content could result in reduced revenues and increased expenditures which could materially harm the Altice USA Group's business, financial condition and results of operations.
- The distribution whereby Optimum distributed to its stockholders all of the outstanding ordinary shares of AMC Networks Inc., could result in significant tax liability.

Risks Relating to Regulatory and Legislative Matters

- The Altice USA Group's cable system franchises are non-exclusive. Accordingly, local and state franchising authorities can grant additional franchises and create competition in market areas where none existed previously, resulting in overbuilds, which could adversely affect the Altice USA Group's results of operations.
- Local franchising authorities have the ability to impose additional regulatory constraints
 on the Altice USA Group's business, which could reduce the Altice USA Group's
 revenues or increase the Altice USA Group's expenses.
- Further regulation of the cable industry could restrict the Altice USA Group's marketing options or impair the Altice USA Group's ability to raise rates to cover its increasing costs.
- The Altice USA Group may be materially adversely affected by regulatory changes related to pole attachment costs.
- Changes in channel carriage regulations could impose significant additional costs on the Altice USA Group.
- Increasing regulation of the Altice USA Group's Internet based products and services
 could adversely affect the Altice USA Group's ability to provide new products and
 services.
- Offering telephone services may subject the Altice USA Group to additional regulatory burdens, causing the Altice USA Group to incur additional costs.
- The Altice USA Group may be materially adversely affected by regulatory, legal and economic changes relating to the Altice USA Group's physical plant.
- Certain aspects of the US Tax Cuts and Jobs Act of 2017 could have an adverse impact on the Altice USA Group or the Altice USA Group's stockholders.

D.3 Key risks relating to the Altice USA common stock and the Distribution

Risks Relating to the Distribution

- The Distribution will result in a taxable dividend to the beneficial owners of Altice N.V. shares that will ultimately acquire, pursuant to the Distribution, shares of the Company's Class A and/or Class B common stock and that is, for US federal income tax purposes an individual who is a citizen or tax resident of the United States, a corporation created or organized in the United States or under the laws of the United States or any of its political subdivisions or a trust that (i) is subject to the supervision of a court within the United States and the control of one or more US persons or (ii) has valid election in effect under applicable tax regulations issued by the United States Internal Revenue Service to be treated as a US person, or an estate whose income is subject to US federal income tax regardless of its source. In addition, the Distribution may result in a taxable dividend to any other beneficial owner of Altice N.V. shares.
- The terms of the Altice USA Group's arrangements with Altice N.V. and its consolidated subsidiaries may be more favorable than what the Altice USA Group will be able to obtain from an unaffiliated third party. Following the Distribution, the Altice USA Group may be unable to replace the services, products and technology Altice N.V. and its consolidated subsidiaries provide to the Altice USA Group in a timely manner or on comparable terms.
- The Altice USA Group's inter-company agreements are being negotiated while the Company is a subsidiary of Altice N.V.
- The Altice USA Group may not realize the potential benefits from the Distribution in

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		the near term or at all.
		Altice N.V.'s board of directors may abandon the Distribution at any time.
		The combined market values of Altice N.V. common shares and Altice USA common stock that Altice N.V. shareholders will hold after the Distribution may be less than the market value of Altice N.V. common shares prior to the Distribution.
		• Following the Distribution, certain of the Altice USA Group's overlapping directors and officers will have relationships with Altice N.V., Next Alt and A4, which may result in the diversion of corporate opportunities and other conflicts with respect to the Altice USA Group's business and executives.
		• In connection with the Distribution, Altice USA will agree to indemnify Altice N.V. for certain liabilities and Altice N.V. will agree to indemnify Altice USA for certain liabilities, and such indemnities may not be adequate.
		Risks Relating to Ownership of Class A Common Stock and Class B Common Stock
		The Company's stockholders' percentage ownership in the Company may be diluted by future issuances of capital stock, which could reduce their influence over matters on which stockholders vote.
		• Future sales, or the perception of future sales, by the Company or the Company's existing stockholders in the public market following the Distribution could cause the market price for the Company's Class A common stock or Class B common stock to decline.
		Anti-takeover provisions in the Company's organizational documents could delay or prevent a change of control transaction.
		Holders of a single class of Altice USA common stock may not have any remedies if an action by the Company's directors has an adverse effect on only that class of Altice USA common stock.
		• Following the Distribution, the Company will continue to be a "controlled company" within the meaning of the rules of the NYSE. As a result, the Company will qualify for, and intend to rely on, exemptions from certain corporate governance requirements that would otherwise provide protection to stockholders of other companies.
		• If securities or industry analysts do not publish research or reports about the Altice USA Group's business, if they adversely change their recommendations regarding the Company's Class A common stock or Class B common stock, or if the Company's operating results do not meet their expectations, the market price of the Company's Class A common stock or Class B common stock could decline.
		The Altice USA Group could be subject to securities class action litigation.
		• The Company's second amended and restated bylaws provides that the Court of Chancery of the State of Delaware is the exclusive forum for substantially all disputes between the Company and the Company's stockholders, which could limit the Company's stockholders ability to obtain a favorable judicial forum for disputes with the Company or the Company's directors, officers or other stockholders.
		Section E – Distribution
E.1	Net proceeds and estimated expenses	Altice USA and Altice N.V. will not receive any proceeds from the Distribution. As a condition to the Distribution, the Company expects to pay the Pre-Distribution Dividend to its stockholders, including Altice N.V.
		The expenses, commissions and taxes related to the Distribution payable by the Company are estimated to amount to approximately \$4,300,000.
E.2a	Reasons for the Distribution and use of proceeds	Altice N.V. believes that the proposed separation of Altice N.V. and Altice USA Group through the Distribution will unlock more of the value of Altice USA Group and allow Altice N.V. management to effect a turnaround of its French business more expeditiously. In addition, the proposed Distribution and resulting separation of Altice N.V. and Altice USA are expected to help Altice N.V. and Altice USA focus on their core businesses. Altice N.V. believes that the Distribution will enhance management accountability, transparency and focus for both Altice USA's business and Altice N.V.'s remaining businesses. The

		Distribution will better enable investors to invest specifically in the geographic regions in which they are interested and it allows for better geographic alignment between investors and securities analysts and the companies.
E.3	Terms and conditions of the Distribution	 The implementation of the Distribution is subject to the following conditions precedent being satisfied or waived: The entry into a stockholders' agreement among Altice USA, Next Alt S.à r.l. and certain other parties and the entry into, amendments to or termination of various arrangements between Altice N.V. and Altice USA; The filing of the third amended and restated certificate of incorporation with the Secretary of State of the State of Delaware following the completion of the 20-day waiting period under Regulation 14C under the Exchange Act; The absence of any law or governmental order issued by a governmental authority of competent jurisdiction being in effect that enjoins or makes illegal the Separation; and The payment of the Pre-Distribution Dividend. Altice N.V. may at any time and from time to time until the Distribution decide to abandon or modify the Distribution, including by accelerating or delaying the timing of the consummation of all or part of the Distribution or modifying or changing the terms of the Distribution if, at any time, the Altice N.V. board of directors determines, in its sole and absolute discretion, that the Distribution is not in the best interests of Altice N.V. or its shareholders or is otherwise not advisable.
E.4	Interests material to the Distribution (including conflicts of interests)	Following the Distribution, four of the Company's directors, Messrs. Drahi, Goei, Okhuijsen and Bonnin, will be affiliated with Altice N.V., Next Alt (an entity controlled by Mr. Drahi) or A4 (an entity controlled by the family of Mr. Drahi). These directors have fiduciary duties to the Company and, in addition, they have duties to Altice N.V., Next Alt or A4. As a result, these directors and officers may face real or apparent conflicts of interest with respect to matters affecting both the Company and Altice N.V., Next Alt or A4, whose interests may be adverse to the Altice USA Group's interest in some circumstances. Messrs. Goei, Okhuijsen and Bonnin currently serve on the board of directors of Altice N.V. and may face real or apparent conflicts of interest with respect to matters affecting both Altice USA and Altice N.V. The Company is not aware of any conflicts of interest relating to any of the Company's other directors or any of the Company's other executive officers.
E.5	Lock-up arrangements	Not applicable.
E.6	Dilution	Not applicable.
E.7	Estimated expenses charged to the investors by the Company	Not applicable. No expenses have been or will be charged to the investors by the Company in relation to the Distribution.

RÉSUMÉ

A translation of the summary in the French language follows below. The French translation of the summary has not been approved by the AFM. In the event of any inconsistency between the French language version and the English language version of this summary, the English version will prevail.

Une traduction en langue française du résumé figure ci-dessous. La traduction en langue française du résumé n'a pas été approuvée par l'AFM. En cas de divergence entre la version française et la version anglaise de ce résumé, la version anglaise prévaudra.

Les résumés se composent d'informations obligatoires à communiquer désignées sous le terme d'« **Eléments** ». Ces Eléments sont numérotés dans des Sections allant de A à E (A.1 à E.7).

Le présent résumé contient l'ensemble des Eléments à faire figurer dans un résumé pour ce type de titres et d'émetteur.

Compte tenu du fait que certains Eléments n'ont pas besoin d'être renseignés, l'ordre de numérotation des Eléments n'est pas nécessairement continu.

Même si un Elément peut avoir besoin d'être inséré en raison du type de titres et d'émetteur, il est possible qu'aucune information pertinente ne puisse être communiquée au sujet de cet Elément. Dans ce cas, une description sommaire de l'Elément figure dans le résumé assortie de la mention « non applicable ».

	Section A – Introduction et avertissements						
A.1	Introduction et avertissements	Ce résumé doit être lu comme une introduction au prospectus (le « Prospectus UE ») relatif à la distribution proportionnelle envisagée (la « Distribution ») par Altice N.V. à ses actionnaires de 495.366.932 actions d'Altice USA, Inc. (« Altice USA » ou la « Société ») consistant en une combinaison d'actions ordinaires de catégorie B d'une valeur nominale de 0,01 \$ par action (les « actions ordinaires de catégorie B ») d'Altice USA et d'actions ordinaires de catégorie A d'une valeur nominale de 0,01 \$ par action d'Altice USA (les « actions ordinaires de catégorie A » et, avec les actions ordinaires de catégorie B, les « actions ordinaires d'Altice USA »).					
		Altice USA a déposé une déclaration d'enregistrement (registration statement on Form S-1) conformément au US Securities Act de 1933, modifié (le « Securities Act ») auprès de la Securities and Exchange Commission des États-Unis (la « SEC ») relativement à la Distribution (la « Déclaration d'enregistrement »). Le 23 mai 2018, la Déclaration d'enregistrement a été déclarée en vigueur par la SEC. Le prospectus inclus dans la Déclaration d'enregistrement (le « Prospectus US ») est incorporé par référence dans le présent Prospectus UE.					
		Toute décision d'investir dans les actions ordinaires d'Altice USA devrait être fondée sur l'examen du Prospectus UE dans son ensemble par l'investisseur, y compris les informations incorporées par référence dans le Prospectus UE, en ce compris le Prospectus US.					
		Lorsqu'une action en justice relative à des informations contenues dans le Prospectus UE ou incorporées par référence dans le Prospectus UE est engagée devant un tribunal d'un État membre de l'Espace économique européen, l'investisseur demandeur peut, en vertu de la législation nationale de cet État membre, avoir à supporter les frais de traduction du Prospectus UE, ou de toute information incorporée par référence dans celui-ci, avant que l'action judiciaire ne soit intentée.					
		Seule peut être engagée la responsabilité civile des personnes qui ont présenté le résumé, y compris sa traduction, mais uniquement si le résumé est trompeur, inexact ou incohérent lorsqu'il est lu conjointement avec les autres parties du présent Prospectus UE ou si, lorsqu'il est lu conjointement avec les autres parties du Prospectus UE, il ne donne pas d'informations clés permettant d'aider les investisseurs lorsqu'ils envisagent d'investir dans les actions ordinaires d'Altice USA.					
A.2	Consentement, indication, conditions et avis	Non applicable. La Société ne consent pas à l'utilisation du Prospectus UE en vue d'une revente ultérieure ou d'un placement final des actions ordinaires d'Altice USA par des intermédiaires financiers.					
	•	Section B – L'Emetteur					
B.1	Dénomination juridique et	Altice USA, Inc.					

	raison sociale de la Société	
B.2	Domicile, forme juridique, législation et pays de constitution	La Société est une société (<i>corporation</i>) constituée le 14 septembre 2015 conformément aux lois de l'État du Delaware, des États-Unis d'Amérique (les « États-Unis » ou les « USA ») et domiciliée dans l'État du Delaware.
B.3	Principaux facteurs liés à la nature des activités du Groupe Altice USA et à ses principales activités	Altice USA est l'un des plus grands fournisseurs de services de télécommunication et de vidéo haut-débit aux États-Unis. La Société et ses filiales (le « Groupe Altice USA ») offrent des services à haut-débit, de télévision payante, de téléphonie, de contenu exclusif et de publicité à environ 4,9 millions de clients particuliers et d'entreprises. La présence du Groupe Altice USA s'étend à travers 21 États des États-Unis grâce à un réseau fibre haut-débit, avec plus de 8,6 millions de foyers équipés au 31 mars 2018. La Société a acquis Cequel Corporation (« Suddenlink » ou « Cequel ») le 21 décembre 2015 et Cablevision Systems Corporation (« Optimum » ou « Cablevision ») le 21 juin 2016 (les « Acquisitions »). La Société est une société <i>holding</i> qui n'exerce aucune activité opérationnelle.
		Le Groupe Altice USA dessert ses clients à travers deux segments d'activité : Optimum, qui opère dans la métropole New Yorkaise, et Suddenlink, qui opère principalement sur les marchés du centre-sud des États-Unis.
		A la suite des Acquisitions, le Groupe Altice USA a commencé à simplifier sa structure organisationnelle, réduire les échelons intermédiaires de gestion, rationaliser les processus décisionnels et redéployer les ressources en mettant l'accent sur l'investissement réseau, l'amélioration du service client et le support marketing. En conséquence, le Groupe Altice USA a réalisé des progrès significatifs dans l'intégration des activités d'Optimum et de Suddenlink en centralisant ses fonctions opérationnelles, en réorganisant ses processus d'approvisionnement, en éliminant les fonctions de gestion redondantes, en mettant fin aux projets à plus faible rendement et aux services de consultants ou de tiers qui n'étaient pas essentiels, et en investissant dans les relations avec ses employés ainsi que dans sa culture d'entreprise. L'amélioration de l'efficacité opérationnelle a permis au Groupe Altice USA de redéployer des ressources physiques, techniques et financières pour moderniser son réseau et améliorer l'expérience client afin de stimuler la croissance de la clientèle. Cet intérêt est démontré par la réduction des pannes de réseau depuis les Acquisitions, ce qui, selon la Société, améliore la cohérence et la qualité de l'expérience client. En outre, le Groupe Altice USA a élargi, et a l'intention de continuer à développer, son canal de commerce électronique pour les ventes et le marketing.
B.4a	Tendances récentes significatives	L'industrie des services de télécommunication haut-débit a connu un développement technologique important au fil du temps. De tels changements ont eu, et continueront d'avoir, un profond impact sur les attentes et les comportements des consommateurs.
		L'industrie de la vidéo est confrontée à des risques de changement technologique résultant du développement continu de nouveautés et d'évolutions des méthodes de livraison de contenu de programmation telles que la diffusion sur Internet de films, de spectacles et d'autres contenus pouvant être visionnés sur des téléviseurs, des appareils sans fil et autres appareils mobiles en développement. Les habitudes des consommateurs évoluent également, par exemple en ce qu'ils téléchargent davantage de contenu pour la consommation décalée dans le temps sur différents supports de diffusion.
		Le Groupe Altice USA est également confronté à des défis technologiques pour le secteur du haut-débit du fait de l'évolution rapide des solutions Internet sans fil et la multiplication des systèmes de distribution par téléphone, y compris ceux basés sur Internet et la transmission sans fil.
		La concurrence dans le secteur des télécommunications haut-débit se diversifie de plus en plus, provenant à la fois de fournisseurs traditionnels de services à haut-débit tels qu'AT & T, CenturyLink et Verizon et de fournisseurs de contenu direct tels que Netflix, Hulu, iTunes, YouTube et Amazon Prime. Les fournisseurs de services à haut-débit, de télévision payante et de téléphonie et les systèmes de distribution doivent développer ou

		acquérir et mettre en œuvre avec succès de nouvelles technologies pour être en mesure de livrer une concurrence efficace pour les clients, le contenu et la publicité.					
B.5	Description du Groupe Altice USA et de la position d'Altice USA	La Société est une société hold principaux actifs de la Société so indirectement dans ses filiales.					
B.6	Actionnaires de la Société	Le tableau suivant présente certain concernant la propriété effective actionnaire connu par la Société co actions ordinaires d'Altice USA.	des actions	ordinaire	es d'Altice U	JSA pai	r chaque
			Actions déte	enues par l	es bénéficiaires o	effectifs	Total
			Catégori	ie A	Catégorie	В	Droits
		Nom du bénéficiaire effectif	Nombre	%	Nombre	%	De vote
		Entités Drahi ⁽¹⁾		23,9%	490.086.674	100,0%	98,5%
		CPPIB ⁽²⁾		17,1%	_	0,0%	0,3%
		BC Partners ⁽³⁾	65.219.767	26,4%	_	0,0%	0,5%
		Notes: (1) M. Drahi est l'actionnaire ma société holding patrimoniale. L vote en circulation d'Altice N.V de vote aux assemblées généra d'administration composé de membres exécutifs sont nomi désignation ayant force obligate de M. Drahi, est un membre exe une participation majoritaire de comme ayant la propriété effect actions ordinaires de catégorie Neptune Holding US GP LLC, Holding US LP (« Holding LP effective de 46 174 784 actions holding patrimoniales contrôlée de catégorie A et 1 000 actions de catégorie A et 1 000 actions de Commanditaire (limited partner séparation. En outre, Altice USA. CV commanditaire (limited partner séparation. En outre, Altice USA vertu de laquelle Next Alt se ve aux actions ordinaires d'Altice LP »).	e 22 mai 2018, N.V., représentant 4 ales. Altice N.V. trois membres et més par les actione de Next Alt. écutif du conseil directe dans CVC tive des 5 281 25: B détenues par (qui est le seul a ») et, à ce titre, N. s ordinaires de cas par M. Drahi ou ordinaires de caté CVC 3 transférera C 3 conservera der) de Holding Ll A et Next Alt ont ra accorder une p	lext Alt dé 9,5% des 6 a adopté cécutifs et ionnaires la A4 S.A. (4 d'administra 3 B.V. (4 8 actions of CVC 3. CV ssocié com 1. Drahi pe atégorie A a sa famille gorie B. son contrô es droits sur P après la l'intention procuration	tenait 67,5% du chroits patrimoniau une structure mo de trois membros de l'assemb (A4), qui est coration d'Altice N. CVC 3). M. I rdinaires de catég (C 3 est également au être réputé cor détenues par Hol possèdent 7 527 de du commandit ibstantiellement i séparation, commande conclure une pour exercer les	capital et d ix et 69,69 coniste avec es non ex clée génér. contrôlée pa V. Altice l' Orahi peut corie A et 4 cnt le seul d partner) nme ayant ding LP. 1 349 action é (general dentiques ne elle av convention droits de v	les droits de 6 des droits et un conseil écutifs. Les ale sous la ar la famille N.V. détient être réputé 490 085 674 membre de de Neptune la propriété Les sociétés is ordinaires partner) de à ceux d'un ait avant la n de vote en ote attachés
		M. Drahi a informé Altice N.V. auxquelles elle a droit dans la E l'objet d'un prorata, de la mê dépassement du plafond d'actio Alt conclura des conventions de d'Altice N.V., d'Altice USA e collectivement, le « Concert C qu'ils détiennent (y compris les la Distribution) (les « Conventi En outre, les membres du Conc USA ont informé la Société qu USA auxquelles ces membres catégorie B. Il est également p choisir de recevoir 100% des Distribution sous la forme d'act	Distribution sous la me manière que uns ordinaires de ce vote avec certait d'autres filiales Groupe ») en ce sactions ordinaire ons de vote du Ce tert Groupe qui s'ils ont l'intentior ont droit dans la révu que les autractions d'Altice	a forme d'a les autres catégorie B ns dirigean d'Altice ? qui concer es d'Altice ? concert Gr ont des adu de choisir Distributio es membre USA auxo	actions ordinaires actionnaires d'A. Dans le cadre de tts et administrate N.V. (ces dirigeame les actions ord USA que ces mooupe »). ministrateurs ou ce de recevoir 1009 n sous la forme ces du Concert Graquelles ces membres de ces membres de ces membres de ces membres de concert Graquelles de conce	de catégo ltice N.V. e la Distrib surs actuels nts et adm dinaires d' embres reç des dirigea % des actions o pupe ont l'	rie B et fera, en cas de pution, Next s ou anciens inistrateurs, Altice USA coivent dans ints d'Altice ons d'Altice rdinaires de intention de

Conventions de vote du Concert Groupe et de la Convention de vote Holding LP) 42,4% des actions ordinaires de catégorie A et de catégorie B émises et en circulation de la Société, qui représenteront environ 50,3% des droits de vote du capital en circulation de la Société. Si aucune action ordinaire de catégorie B n'est distribuée aux actionnaires d'Altice N.V autres que Next Alt et le Concert Groupe, M. Drahi détiendra ou contrôlera (par le biais des entités contrôlées directement ou indirectement par M. Drahi ou sa famille (y compris Next Alt, Uppernext et A4 S.A.) et des Conventions de vote du Concert Groupe et de la Convention de vote Holding LP) 42,4% des actions ordinaires de catégorie A et de catégorie B émises et en circulation de la Société qui représenteront environ 93,6% des droits de vote du capital en circulation de la Société.

- (2) CPPIB est supervisé par un conseil d'administration. Aucun des administrateurs du conseil d'administration ne dispose seul du pouvoir de vote à l'égard des actions ordinaires d'Altice USA détenues par CPPIB en qualité de bénéficiaire effectif, ni du droit exclusif de disposer de celles-ci.
- (3) CIE Management IX Limited, qui est une entité sous contrôle commun de BC Partners LLP, est le commandité (general partner) ultime et contrôle les investissements dans les actions ordinaires de catégorie A détenues par les fonds communément appelés BC European Capital IX-1 LP par le biais de 11 LP et de BC European Capital-Suddenlink Co Investment 1 à 6 LP, et contrôle les investissements sur les actions ordinaires de catégorie A détenues par BC European Capital IX Limited. CIE Management IX Limited est également la société de contrôle ultime de Sudden Vision S.à.rl. CIE Management IX Limited peut, par conséquent, être réputée avoir un pouvoir de vote et d'investissement partagé sur les actions ordinaires de catégorie A détenues par chacune de ces entités en qualité de bénéficiaire effectif. CIE Management IX Limited étant administré par un conseil d'administration, aucune personne physique n'a le droit de vote ou de contrôle ultime sur les actions pouvant être réputées être la propriété effective de CIE Management IX Limited.

B.7 Informations financières historiques clés sélectionnées

Les tableaux suivants présentent des données financières consolidées historiques sélectionnées du Groupe Altice USA, aux dates indiquées.

Les données financières historiques consolidées choisies du Groupe Altice USA pour chacun des exercices clos les 31 décembre 2017 et 2016 ont été établies à partir des états financiers consolidés vérifiés d'Altice USA à compter de et pour ces années qui ont été préparés conformément aux principes comptables généralement reconnus aux États-Unis.

Les données financières historiques consolidées sélectionnées pour les trimestres clos les 31 mars 2018 et 2017 ont été établis à partir des états financiers consolidés résumés non vérifiés d'Altice USA qui ont été préparés conformément aux principes comptables généralement reconnus aux États-Unis.

Les données financières historiques consolidées sélectionnées pour l'exercice clos le 31 décembre 2015 ont été établies à partir des états financiers consolidés vérifiés de Cablevision au 31 décembre 2015 et pour l'exercice clos à cette date qui ont été préparés conformément aux principes comptables généralement reconnus aux États-Unis.

La société est une société *holding* qui a acquis Cequel le 21 décembre 2015 et Cablevision le 21 juin 2016. Les données d'exploitation historiques du Groupe Altice USA pour l'exercice clos le 31 décembre 2016 comprennent les résultats d'exploitation de Cequel pour l'exercice clos le 31 décembre 2016 et les résultats d'exploitation de Cablevision du 21 juin 2016 au 31 décembre 2016. Etant donné que la Société n'a exercé aucune activité opérationnelle au cours de l'exercice clos le 31 décembre 2015 à l'exception des dix jours suivant l'acquisition de Cequel, aucune donnée d'exploitation relative à la Société n'est présentée dans le présent Prospectus UE. Les données financières historiques consolidées sélectionnées de Cablevision sont plutôt présentées pour l'exercice clos le 31 décembre 2015, car le Groupe Altice USA considère que cela fournit des informations pertinentes aux investisseurs compte tenu de la taille relative du secteur Cablevision au sein du Groupe Altice USA.

Les données financières historiques consolidées choisies pour le trimestre clos le 31 mars 2018 présentées ci-dessous reflètent l'adoption de la mise à jour des normes comptables (Accounting Standards Update) (« ASU ») n ° 2014-09, Revenus des contrats avec les clients (Revenue from Contracts with Customers) (« ASC 606 ») et ASU n ° 2017-07, Prestations de retraite (Compensation-Retirement Benefits) (Sujet 715) (« ASU 2017-07 »). Il donne également effet à l'acquisition d'Altice Technical Services US Corp. (« ATS »), la Société étant devenue propriétaire de 100% du capital d'ATS en mars 2018. ATS était auparavant détenue par Altice N.V. et un membre de la direction d'ATS par l'intermédiaire d'une société holding. Etant donné que l'acquisition est une combinaison d'entreprises sous contrôle commun, la Société a regroupé les résultats d'exploitation et les actifs et passifs connexes d'ATS pour toutes les périodes depuis le début des opérations en avril 2017.

Les données financières historiques consolidées choisies pour le trimestre clos le 31 mars

2017 et pour chacun des exercices clos les 31 décembre 2017 et 2016 présentées cidessous ont été modifiées pour appliquer rétroactivement l'adoption de la mise à jour des normes ASC 606 et ASU 2017-07. Les données du bilan consolidé pour le trimestre clos le 31 mars 2017 donnent également effet à l'acquisition d'ATS.

Compte de résultat consolidé

	Altice USA				Cablevision	
	Trimestres clos le 31 mars (non vérifiés)			Exercices t		
	2018	2017	2017	2016	2015	
		(en	milliers de dolla	rs)		
Revenus	\$2.329.714	\$2.302.259	\$9.306.950	\$6.017.212	\$6.545.545	
Dépenses d'exploitation	2.016.676	2.052.149	8.465.942	5.554.403	5.697.074	
Résultats d'exploitation	313.038	250.110	841.008	462.809	848.471	
Autre revenus (dépenses) :						
Intérêts débiteurs, nets	(374.155)	(433.062)	(1.601.211)	(1.442.730)	(584.839)	
Gain (perte) sur investissements et vente des intérêts minoritaires, net	(248.602)	131.658	237.354	141.896	(30.208)	
Gain (perte) sur les contrats dérivés sur actions, net	168.352	(71.044)	(236.330)	(53.696)	104.927	
Gain (perte) sur les contrats d'échange de taux d'intérêt, net	(31.922)	2.342	5.482	(72.961)	_	
Perte à l'extinction de la dette et radiation des coûts de	(4.705)		((00.240)	(127 (40)	(1.725)	
financement reportés	(4.705)	_	(600.240)	(127.649)	(1.735)	
Autres revenus (dépenses), nets	(11.658)	(2.100)	(13.651)	1.186	6.045	
Bénéfice (perte) provenant des activités poursuivies avant impôts	(189.652)	(122.096)	(1.367.588)	(1.091.145)	342.661	
Avantage fiscal (dépense)	60.703	45.908	2.862.352	259.666	(154.872)	
Bénéfice (perte) provenant des activités poursuivies, déduction faite des impôts sur les bénéfices	(128.949)	(76.188)	1.494.764	(831.479)	187.789	
Bénéfice (perte) provenant des activités abandonnées, net d'impôts sur les					(12.541)	
bénéfices (c)		(76.188)	1.494.764	(831.479)	(12.541) 175.248	
Résultat net attribuable aux participations minoritaires		(237)	(1.587)	(551)	201	
Résultat net (perte) attribuable aux	((=='')	(-1.537)	(-31)		
actionnaires d'Altice USA / Cablevision Systems Corporation	\$(128.951)	\$(76.425)	\$1.493.177	\$(832.030)	\$175.449	
_						

Données du bilan consolidé

	Altice USA			Cablevision	
	31 mars		31 décembre		
	2018	2015	2016	2015	
	(non vérifiés)	2017 (en milliers	2016	2015	
		(en inimers	ue dollars)		
Actifs à court terme	\$1.931.388	\$903.599	\$1.718.987	\$1.875.586	
Total des actifs	35.279.409	34.812.082	36.498.578	6.800.174	
Passifs à court terme (y compris la dette à court terme)	2.760.457	2.520.362	3.711.911	2.187.764	
Billets à payer aux sociétés affiliées et aux parties liées, à long terme	_	_	1.750.000	_	
Dette de crédit, à long terme	5.636.102	4.600.873	3.411.640	1.951.556	
Endettement garanti, à long terme	1.351.271	1.349.474	663.737	774.703	
Billets de premier rang et débentures, à long terme	14.767.823	15.352.688	16.581.280	5.801.011	
Billets à payer, à long terme	34.003	32.478	8.299	1.277	
Obligations liées aux contrats de location- acquisition, à long terme	11.869	12.441	13.142	25.616	
Dette totale	22.973.894	21.941.311	24.030.065	9.567.299	
Autres passifs, à long terme	5.086.261	5.207.723	8.247.914	969.831	
Capital remboursable	234.637	231.290	68.147	_	
Capitaux propres (dette)	5.395.445	5.503.214	2.042.221	(4.911.316)	
Intérêts minoritaires	1.541	1.539	287	(268)	
Total des capitaux propres (dette)	5.396.986	5.504.753	2.042.508	(4.911.584)	

Tableau des flux de trésorerie consolidés

	Altice USA		
	31 mars		
_	2018	2017	
_	(non vérifiés)		
	(en milliers de	dollars)	
Flux de trésorerie provenant des activités opérationnelles :			
Revenu net (perte)	\$ (128.949)	\$ (76.188)	
Ajustements pour rapprocher la perte nette de la trésorerie nette provenant des activités opérationnelles :			
Dépréciation et amortissement (y compris les dépréciations (impairments))	642.705	608.724	
Quote-part des de la perte nette des filiales	10.442	2.757	
Gain (perte) sur investissements et vente des intérêts minoritaires, net	248.602	(131.658)	
Perte sur les contrats dérivés, net	(168.352)	71.044	
Perte à l'extinction de la dette et radiation des coûts de financement reportés	4.705	_	

Amortissement des frais de financement reportés et des escomptes (primes) sur l'endettement	16.950	1.812
Perte de règlement liée au régime de retraite	606	_
Charge liée aux rémunérations en actions	21.623	7.848
Impôts différés	(65.833)	(52.184)
Provision pour créances douteuses	13.500	15.694
Variation des actifs et des passifs, net des effets des acquisitions et des cessions	(165.047)	(203.763)
Flux de trésorerie net provenant des activités opérationnelles	430.952	244.086
Flux de trésorerie liés aux activités d'investissement :		
Paiement pour acquisition, net de la trésorerie acquise	(28.940)	(43.608)
Vente d'intérêts minoritaires	(3.537)	_
Dépenses en capital	(257.615)	(257.427)
Produit lié à la vente d'équipement, y compris les coûts d'élimination	965	596
Augmentation des autres investissements	(2.500)	(550)
Ajouts à d'autres actifs incorporels		(183)
Trésorerie nette utilisée pour les activités d'investissement	(291.627)	(301.172)
Flux de trésorerie liés aux activités de financement :		
Produit des facilités de crédit	1.642.500	225.000
Remboursement des facilités de crédit	(610.663)	(183.288)
Emission de billets de premier rang et débentures	1.000.000	_
Produit des crédits garantis	_	156.136
Remboursement des crédits garantis et des contrats dérivés liés	_	(150.084)
Rachat de billets de premier rang, y compris les primes et les frais	(1.057.019)	_
Produit des billets à payer	6.812	_
Principaux paiements sur les obligations de location-acquisition	(3.067)	(4.207)
Ajouts aux frais de financement reportés	(19.225)	(1.290)
Autre	(859)	_
Trésorerie nette provenant des activités de financement	958.479	42.267
Augmentation (diminution) nette de la trésorerie et des équivalents de trésorerie	1.097.804	(14.819)
Trésorerie, équivalents de trésorerie et trésorerie affectée au début de l'année	220 100	502 002
Trésorerie, équivalents de trésorerie et trésorerie affectée à la fin de la période	330.100	\$ 488.274
- -	\$ 1.427.9U4	\$ 400.2/4

Flux de trésorerie provenant des activités opérationnelles : Revenu net (perte)	31 décem 2017 (en milliers de \$1.494.764 2.930.571 — 10.040 (237.354) 236.330 600.240 31.046	2016 e dollars) \$(831.479) 1.700.306 2.445 (206) 1.132 (141.896) 53.696 127.649
Ajustements pour rapprocher la perte nette de la trésorerie nette provenant des activités opérationnelles : Dépréciation et amortissement (y compris les dépréciations (impairments)) Dépréciation d'actifs inclus dans les charges de restructuration Gain sur la vente des intérêts minoritaires Quote-part des de la perte nette des filiales Gain sur investissements (net) Perte sur les contrats dérivés sur actions, net Perte à l'extinction de la dette et radiation des coûts de financement reportés Amortissement des frais de financement reportés et des escomptes (primes) sur l'endettement	(en milliers de \$1.494.764 2.930.571 — 10.040 (237.354) 236.330 600.240 31.046	(141.896) 53.696 127.649
Ajustements pour rapprocher la perte nette de la trésorerie nette provenant des activités opérationnelles : Dépréciation et amortissement (y compris les dépréciations (impairments)) Dépréciation d'actifs inclus dans les charges de restructuration Gain sur la vente des intérêts minoritaires Quote-part des de la perte nette des filiales Gain sur investissements (net) Perte sur les contrats dérivés sur actions, net Perte à l'extinction de la dette et radiation des coûts de financement reportés Amortissement des frais de financement reportés et des escomptes (primes) sur l'endettement	2.930.571 — 10.040 (237.354) 236.330 600.240 31.046	1.700.306 2.445 (206) 1.132 (141.896) 53.696 127.649
Ajustements pour rapprocher la perte nette de la trésorerie nette provenant des activités opérationnelles : Dépréciation et amortissement (y compris les dépréciations (impairments)) Dépréciation d'actifs inclus dans les charges de restructuration	2.930.571 — 10.040 (237.354) 236.330 600.240 31.046	1.700.306 2.445 (206) 1.132 (141.896) 53.696 127.649
activités opérationnelles : Dépréciation et amortissement (y compris les dépréciations (impairments)) Dépréciation d'actifs inclus dans les charges de restructuration	- 10.040 (237.354) 236.330 600.240 31.046	2.445 (206) 1.132 (141.896) 53.696 127.649
Dépréciation d'actifs inclus dans les charges de restructuration	- 10.040 (237.354) 236.330 600.240 31.046	2.445 (206) 1.132 (141.896) 53.696 127.649
Gain sur la vente des intérêts minoritaires	(237.354) 236.330 600.240 31.046	(206) 1.132 (141.896) 53.696 127.649
Quote-part des de la perte nette des filiales	(237.354) 236.330 600.240 31.046	1.132 (141.896) 53.696 127.649
Gain sur investissements (net)	(237.354) 236.330 600.240 31.046	(141.896) 53.696 127.649
Perte sur les contrats dérivés sur actions, net	236.330 600.240 31.046	53.696 127.649
Perte à l'extinction de la dette et radiation des coûts de financement reportés Amortissement des frais de financement reportés et des escomptes (primes) sur l'endettement	600.240 31.046	127.649
Amortissement des frais de financement reportés et des escomptes (primes) sur l'endettement	31.046	
sur l'endettement Amortissement des pertes actuarielles sur le règlement lié au régime de retraite à prestations définies et complémentaire, net		27 700
retraite à prestations définies et complémentaire, net	1 8/15	27.799
Charge liée aux rémunérations en actions	1.0 1 J	3.298
. 0-	57.430	14.368
Impôts différés	(2.880.154)	(263.989)
Avantages fiscaux liés aux attributions d'actions	_	(31)
Provision pour créances douteuses	74.183	53.249
Variation des actifs et des passifs, net des effets des acquisitions et des cessions	(300.694)	438.114
Flux de trésorerie net provenant des activités opérationnelles	2,018,247	1.184.455
Paiement pour acquisition, net de la trésorerie acquise	(46.703)	(8.988.774)
Produit net de la vente d'intérêts minoritaires	_	13.825
Dépenses en capital	(951.349)	(625.541)
Produit lié à la vente d'équipement, y compris les coûts d'élimination	9.743	5.885
Augmentation des autres investissements	(4.773)	(4.608)
Règlement des options (put-call)	(97.410)	_
Ajouts à d'autres actifs incorporels	(1.707)	(106)
Trésorerie nette utilisée pour les activités d'investissement	(1.092.199)	(9.599.319)
Produit des facilités de crédit	5.593.675	5.510.256
Remboursement des facilités de crédit		
	(4.411.581)	(9.133.543)
Produit de l'émission des billets à payer aux filiales et autres parties liées	_	1.750.000
Produit de l'émission de billets de premier rang Produit des crédits garantis	— 838.794	1.310.000 179.388

Remboursement des crédits garantis et des contrats dérivés liés	(831.059)	(143.102)
Distributions aux actionnaires	(919.317)	(365.559)
Rachat de billets de premier rang, y compris les primes et les frais	(1.729.400)	_
Produit des billets à payer	33.733	_
Avantages fiscaux sur les attributions d'actions	_	31
Principaux paiements sur les obligations de location-acquisition	(15.157)	(18.837)
Ajouts aux frais de financement reportés	(8.600)	(203.712)
Produit de l'introduction en bourse, net de frais	349.071	_
Contributions des actionnaires	1.135	1.246.499
Distributions aux intérêts minoritaires, net	(335)	_
Trésorerie nette provenant des activités de financement	(1.099.041)	131.421
Augmentation (diminution) nette de la trésorerie, des équivalents de trésorerie et de la trésorerie affectée	(172.993)	(8.283.443)
Trésorerie, équivalents de trésorerie et trésorerie affectée au début de l'année	503.093	8.786.536
Trésorerie, équivalents de trésorerie et trésorerie affectée à la fin de la période	\$ 330.100	\$ 503.093

	Cablevision
	31 décembre
	2015
	(en milliers de dollars)
Flux de trésorerie provenant des activités opérationnelles :	
Revenu net (perte)	\$175.248
Ajustements pour rapprocher le revenu net de la trésorerie nette provenant des (utilisé par les) activités opérationnelles :	
Bénéfice provenant des activités abandonnées, net d'impôts sur les bénéfices	12.541
Dépréciation et amortissement (y compris les dépréciations (impairments))	865.252
Pertes sur investissements, net	30.208
Gain sur les contrats dérivés sur actions, net	(104.927)
Perte à l'extinction de la dette et radiation des coûts de financement reportés	1.735
Amortissement des frais de financement reportés et des escomptes sur l'endettement	23.764
Charge liée aux rémunérations en actions	60.321
Règlement et amortissement des pertes actuarielles liées au régime de retraite à prestations définies et complémentaire	5.046
Impôts différés	133.396
Provision pour créances douteuses	35.802
Avantages fiscaux liés aux attributions d'actions	(5.694)
Variation des actifs et des passifs, net des effets des acquisitions et des cessions	25.395
Flux de trésorerie net provenant des activités opérationnelles	1.258.087

Flux de trésorerie liés aux activités d'investissement :	
Dépenses en capital	(816.396)
Produit lié à la vente d'équipement, y compris les coûts d'élimination	4.407
Augmentation des autres investissements	(7.779)
Ajouts à d'autres actifs incorporels	(8.035)
Trésorerie nette utilisée pour les activités d'investissement	(827.803)
Flux de trésorerie liés aux activités de financement :	
Remboursement des facilités de crédit	(260.321)
Produit des crédits garantis	774.703
Remboursement des crédits garantis et des contrats dérivés liés	(639.237)
Remboursement des billets à payer	(2.458)
Produits provenant de l'exercice des options d'achat (stock option)	18.727
Distributions de dividendes aux actionnaires ordinaires	(125.170)
Principaux paiements sur les obligations de location-acquisition	(20.250)
Rachats réputés de restricted stock	(19.141)
Ajouts aux frais de financement reportés	(250)
Paiement pour l'achat d'intérêts minoritaires	(8.300)
Distributions aux intérêts minoritaires, net	(901)
Avantages fiscaux sur les attributions d'actions	5.694
Trésorerie nette utilisée pour les activités de financement	
Augmentation de la trésorerie nette et des équivalents de trésorerie provenant des activités poursuivies	153.380
Flux de trésorerie provenant des activités abandonnées :	
	(484)
Trésorerie nette utilisée pour les activités opérationnelles	,
Trésorerie nette utilisée pour les activités d'investissement	(30)
Diminution nette de la trésorerie et des équivalents de trésorerie provenant des activités abandonnées	(514)
Trésorerie et équivalents de trésorerie au début de la période	<u> </u>
Trésorerie et équivalents de trésorerie à la fin de la période	\$1.003.279

B.8 Informations financières clés pro forma

sélectionnées

Non applicable. Toutefois, les informations pro forma historiques non vérifiées ci-dessous ont été incluses dans le Prospectus UE uniquement à des fins d'illustration car le Groupe Altice USA considère qu'il s'agit d'informations pertinentes pour les investisseurs à la suite des acquisitions de Cablevision le 21 juin 2016 et de Cequel le 21 décembre 2015.

Le tableau suivant présente les données d'exploitation consolidées pro forma non vérifiées de la Société pour les exercices clos le 31 décembre 2016 et le 31 décembre 2015 et a été établi à partir des états financiers consolidés historiques de la Société et donne effet à l'acquisition de Cablevision et à l'acquisition de Cequel comme si elles avaient eu lieu le 1^{er} janvier 2015.

L'état consolidé des résultats pro forma non vérifiés suivant a été préparé sur la base des hypothèses jugées appropriées par la Société. L'état des résultats pro forma n'est pas vérifié et ne prétend pas refléter les résultats d'exploitation qui auraient été obtenus si les acquisitions de Cablevision et de Cequel avaient été réalisées aux dates indiquées ci-dessus, et ne prétend pas représenter les résultats d'exploitation de la Société pour toutes les dates ou périodes futures.

Les résultats futurs peuvent différer considérablement des informations reflétées dans les états consolidés prospectifs pro forma non vérifiés présentés ci-dessous en raison de facteurs indépendants de la volonté de la Société.

			Altice USA	
			31 décembre	
		_	2016 (en milliers d	2015
D.			(en inimers u	e donars)
Revenu				
Parti	culiers :			
,	Télévision payante		\$ 4.283.059	\$ 4.291.699
]	Haut débit		2.354.385	2.090.541
Téléphonie			751.932	795.405
Services aux entreprises et commerce de gros			1.230.643	1.158.840
Publ	licité		377.468	351.505
Autı	es		157.329	277.867
Revenu	ı total :	<u>-</u>	9.154.816	8.965.857
Charges	s d'exploitation :			
Prog	rammation et autre	s coûts directs	2.988.549	2.982.005
Autro	es charges d'exploi	tation	2.847.047	3.487.308
Restructuration et autres dépenses (crédits)			229.774	(1.649)
Dépréciation et amortissement (y compris les dépréciations (impairments))			2.484.284	2.442.235
Résultat d'exploitation			605.162	55.958
Autres 1	revenus (dépenses)	:		
Frais d'intérêts, net		(1.760.421)	(1.715.950)	
Gain (perte) sur investissements, net		271.886	(30.208)	
Gain (perte) sur les contrats dérivés sur actions, net		(89.979)	104.927	
Perte sur les contrats d'échange de taux d'intérêt, net		(72.961)	_	
Perte	à l'extinction de la	a dette et radiation des coûts de financement reportés	(127.649)	(1.735)
	,		2.410	(6.316)
Perte p	rovenant des activ	rités poursuivies avant impôts	(1.171.552)	(1.593.324)
-	-		450.295	498.567
Perte p	rovenant des activ	rités poursuivies, net d'impôts sur le revenu	(721.257)	(1.094.757)
Perte lie	ée aux activités aba	ndonnées, net d'impôts sur le revenu		(12.541)
Perte n	ette		(721.257)	(1.107.298)
		tribuable aux participations minoritaires	(315)	201
Perte n	ette attribuable at	ux actionnaires d'Altice USA	\$(721.572)	\$(1.107.097)
3.9	Prévisions de bénéfices	Non applicable. La Société n'a pas publié de prévision d	e bénéfices.	
B.10	Réserves au rapport d'audit	Non applicable. Le rapport d'audit sur les information exercices clos les 31 décembre 2017 et 2016 ne fait l'object de la company de la compan		

État consolidé des résultats pro forma non vérifiés d'Altice USA pour les exercices clos les 31 décembre 2016 et

B.11	Explication en cas de besoin en fonds de roulement insuffisant	La Société estime que le fonds de roulement disponible pour le Groupe Altice USA est suffisant pour les besoins actuels du Groupe Altice USA, c'est-à-dire pendant au moins douze mois suivant la date du présent Prospectus UE.
		Section C – Titres
C.1	Type et catégorie, numéro d'identificati on du titre	Le capital social d'Altice USA est constitué d'actions ordinaires de catégorie A, d'une valeur nominale de 0,01 dollar par action, et d'actions ordinaires de catégorie B, d'une valeur nominale de 0,01 dollar par action. Les actions ordinaires de catégorie A sont cotées à la bourse de New York (le « NYSE ») sous le symbole « ATUS ». Le code ISIN (International Security Identification Number) attribué aux actions ordinaires de catégorie A est US02156K1034.
C.2	Devise de l'action ordinaire d'Altice USA	Les actions ordinaires d'Altice USA sont libellées en et seront négociées en dollars américains.
C.3	Nombre d'actions et valeur nominale	À la date du présent Prospectus UE, le capital social autorisé de la Société se compose de 9.100.000.000 actions d'une valeur nominale de 0,01 dollar chacune, dont (i) 4.000.000.000 actions sont désignées actions ordinaires de catégorie A, (ii) 1.000.000.000 actions sont désignées actions ordinaires de catégorie B (iii) 4.000.000.000 actions sont désignées actions ordinaires de catégorie C et (iv) 100.000.000 actions sont désignées des actions de préférence (preferred stock). À la date du Prospectus EU, Altice USA a émis 246.982.292 actions ordinaires de catégorie A et 490.086.674 actions ordinaires de catégorie B et n'a émis aucune action ordinaire de catégorie C ni aucune action de préférence.
		À la date du Prospectus UE, aucune action ordinaire d'Altice USA n'est détenue par la Société.
C.4	Droits attachés aux actions ordinaires d'Altice USA	Droit de vote Les détenteurs d'actions ordinaires de catégorie A de la Société ont droit à un vote par action sur toute question soumise au vote des actionnaires de la Société et les détenteurs d'actions ordinaires de catégorie B ont droit à vingt-cinq voix par action sur toute question soumise au vote des actionnaires de la Société.
		Si la Société émet des actions ordinaires de catégorie C, les détenteurs d'actions ordinaires de catégorie C seront privés de droit de vote sur les questions soumises au vote des actionnaires de la Société, sauf dans les cas prévus dans le certificat de constitution (certificate of incorporation) de la Société ou comme le requiert la loi du Delaware. Si le conseil d'administration de la Société autorise l'émission d'une ou de plusieurs catégories d'actions de préférence, le conseil d'administration de la Société peut, sans autre mesure prise par les actionnaires de la Société, fixer les droits de vote attachés à ces actions de préférence.
		Droits aux dividendes
		Sous réserve des préférences pouvant s'appliquer aux actions de préférence en circulation à un moment donné, les détenteurs d'actions ordinaires en circulation de catégorie A, d'actions ordinaires de catégorie B et d'actions ordinaires de catégorie C auront le droit de participer proportionnellement, par action, à tout dividende ou distribution de fonds légalement disponibles si le conseil d'administration de la Société, à sa discrétion, décide de déclarer et de verser des dividendes et alors seulement aux moments et aux montants qui pourront être déterminés par le conseil d'administration.
		Droits de liquidation
		Au moment de la dissolution ou de la liquidation volontaire ou involontaire de la Société, les actifs légalement disponibles pour distribution aux actionnaires de la Société seront distribués proportionnellement entre les détenteurs d'actions ordinaires de catégorie A, d'actions ordinaires de catégorie B et d'actions ordinaires de catégorie C de la Société, sous réserve de l'acquittement préalable de toutes les dettes et obligations et des droits préférentiels et du paiement des préférences en matière de liquidation, le cas échéant, liés aux actions de préférence en circulation, sauf si un traitement différent de cette catégorie en

	ce qui concerne les distributions lors d'une telle dissolution, liquidation volontaire ou involontaire a été préalablement approuvé suite au vote affirmatif des détenteurs de la majorité des droits de vote des actions ordinaires de catégorie A et des actions ordinaires de catégorie B, chaque catégorie votant séparément.
	Absence de droits de préemption ou de droits similaires
	Les actions ordinaires de catégorie A, de catégorie B et de catégorie C de la Société ne bénéficient pas de droits de préemption et ne font pas l'objet de mécanismes de rachat ou de conversion, à l'exception des mécanismes de conversion relatifs aux actions ordinaires de catégorie B et aux actions ordinaires de catégorie C décrits dans le présent Prospectus UE. Une ou plusieurs catégories d'actions de préférence ne bénéficieront que des droits préférentiels ou similaires accordés à leurs détenteurs par le conseil d'administration de la Société.
C.5 Restrictions sur la transférabilité	Les actions ordinaires d'Altice USA qui seront distribuées aux actionnaires d'Altice N.V. seront librement transférables, à l'exception des actions reçues par des personnes physiques qui sont affiliées à la Société.
des actions ordinaires d'Altice USA	Les personnes physiques qui pourraient être considérées comme des affiliées de la Société à la suite de la Distribution comprennent les personnes physiques qui contrôlent, sont contrôlés ou sont sous contrôle commun avec la Société, comme ces termes sont généralement interprétés aux fins des lois fédérales américaines sur les valeurs mobilières. Les personnes physiques qui sont des affiliées de la Société ne seront autorisées à vendre leurs actions ordinaires d'Altice USA qu'en vertu d'une déclaration d'enregistrement en vertu du Securities Act ou d'une exemption applicable aux exigences d'enregistrement conformément à la Section 4(1) du Securities Act ou de la Rule 144 s'y rapportant.
	La Distribution aux personnes domiciliées ou résidentes, qui sont des citoyens ou qui ont une adresse enregistrée dans un pays autre que les Pays-Bas, ainsi que le transfert des actions ordinaires d'Altice USA dans une juridiction autre que les Pays-Bas peuvent être soumis à des réglementations ou restrictions spécifiques.
Cotation et admission à la négociation de l'action ordinaire d'Altice USA	Les actions ordinaires de catégorie A sont cotées au NYSE sous le symbole « ATUS ». Les actions ordinaires de catégorie B ne seront pas cotées au NYSE ou sur un autre marché au moment de la Distribution et une cotation des actions ordinaires de catégorie B au NYSE ou sur un autre marché n'est actuellement pas envisagée.
Politique en matière de dividendes	En tant que condition à la Distribution, qu'en vertu de la délégation par le conseil d'administration de la Société, le comité d'audit de la Société a déclaré un dividende unique de 1,5 milliard de dollars aux actionnaires d'Altice USA, y compris Altice N.V., à une date de référence du 22 mai 2018 payable deux jours ouvrables avant la Distribution (le « Dividende Pré-Distribution »), à condition que le contrat de séparation entre Altice N.V. et Altice USA en relation avec la séparation envisagée n'ait pas été terminé à la date ou avant la date de paiement. Les détenteurs d'actions d'Altice N.V. qui ont le droit de recevoir des actions ordinaires d'Altice USA dans le cadre de la Distribution n'ont pas le droit de recevoir une partie du Dividende Pré-Distribution. A l'exception du Dividende Pré-Distribution, la Société a actuellement l'intention de conserver tout bénéfice futur pour financer l'exploitation, le développement et l'expansion de ses activités et n'a pas l'intention de verser d'autres dividendes sur les actions ordinaires d'Altice USA. Toute décision future relative à la politique de dividendes de la Société sera prise à la seule et entière discrétion du conseil d'administration de la Société et dépendra des conditions existantes, notamment la situation financière, les résultats d'exploitation, les restrictions contractuelles, les exigences de fonds propres, les perspectives commerciales de la Société ainsi que d'autres facteurs que le conseil d'administration de la Société pourra juger pertinents. Bien que la Société n'ait actuellement pas l'intention de verser de dividendes autres que ceux décrits ci-dessus, le conseil d'administration de la Société a autorisé un programme de rachat d'actions pouvant atteindre 2 milliards de dollars sur trois ans, qui prendra effet à la suite de la réalisation de la séparation entre Altice USA et Altice N.V. à l'égard des actions de catégorie A constituant un moyen, entre autres, de restituer du capital aux actionnaires de la Société.
	sur la transférabilité des actions ordinaires d'Altice USA Cotation et admission à la négociation de l'action ordinaire d'Altice USA Politique en matière de

Section D - Risques

D.1 Sélection des risques clés

Vous trouverez ci-dessous une sélection des principaux risques liés aux activités commerciales, réglementaires et législatives du Groupe Altice USA, à la Distribution et à la propriété des actions ordinaires de catégorie A et des actions ordinaires de catégorie B. En procédant à cette sélection, le Groupe Altice USA a pris en compte certaines circonstances telles que la probabilité de matérialisation du risque sur la base de l'état actuel des affaires, l'impact potentiel que pourrait avoir la matérialisation du risque sur les activités, les résultats d'exploitation et les perspectives du Groupe Altice USA, et l'attention que la direction du Groupe Altice USA aurait, sur la base des attentes actuelles, à consacrer à ces risques s'ils devaient se concrétiser. Les investisseurs doivent lire, comprendre et prendre en compte tous les facteurs de risque, lesquels facteurs de risque sont significatifs et doivent être lus attentivement dans leur intégralité dans le présent Prospectus UE et en particulier la section intitulée « Facteurs de risque » à partir de la page 21 du Prospectus US.

- Le Groupe Altice USA opère dans un environnement commercial hautement concurrentiel qui pourrait avoir un effet défavorable significatif sur les activités, la situation financière, les résultats d'exploitation et la liquidité du Groupe Altice USA.
- Le Groupe Altice USA est confronté à des risques significatifs résultant de l'évolution rapide de la technologie, des attentes et du comportement des consommateurs.
- Les coûts de programmation et de retransmission augmentent et le Groupe Altice USA pourrait ne pas être en mesure de répercuter ces augmentations sur ses abonnés. Les conflits avec les programmeurs et l'incapacité de conserver ou d'obtenir une programmation populaire peuvent nuire à la relation du Groupe Altice USA avec ses clients et entraîner des pertes de clients.
- Le Groupe Altice USA pourrait ne pas réussir à mettre en œuvre sa stratégie de croissance.
- Le Groupe Altice USA est fortement endetté, ce qui réduit sa capacité à résister à des évolutions ou à des conditions commerciales défavorables.
- Le Groupe Altice USA a subi par le passé des pertes substantielles sur ses activités poursuivies, et le Groupe Altice USA pourrait subir de telles pertes à l'avenir, ce qui pourrait réduire sa capacité à mobiliser les capitaux nécessaires.
- L'abaissement ou le retrait des notations attribuées aux titres de créance et aux facilités de crédit des filiales de la Société par les agences de notation pourrait augmenter davantage les coûts d'emprunt futurs du Groupe Altice USA et réduire l'accès au capital du Groupe Altice USA.
- Le Groupe Altice USA s'appuie sur les systèmes de réseau et d'information pour ses opérations et une interruption ou défaillance de ces systèmes pourrait perturber ses opérations, nuire à sa réputation auprès des clients et affecter ses résultats d'exploitation.
- L'activité du Groupe Altice USA est soumise à une législation et à une réglementation gouvernementales étendues qui pourraient avoir un impact négatif sur les activités du Groupe Altice USA, augmenter les charges opérationnelles et administratives du Groupe Altice USA et limiter les revenus du Groupe Altice USA.
- Les franchises du système de câblo-distribution du Groupe Altice USA sont susceptibles de ne pas être renouvelées ou d'être résiliées. L'incapacité à renouveler une franchise sur un ou plusieurs marchés clés pourrait avoir une incidence défavorable sur les activités du Groupe Altice USA.
- Avant la Distribution, il n'existait aucun marché pour les actions ordinaires de catégorie B de la Société et la Société ne peut garantir aux actionnaires d'Altice N.V. qu'un marché actif et liquide se développera pour les actions ordinaires de catégorie B de la Société après la Distribution. Après la Distribution, les détenteurs d'actions ordinaires de catégorie B de la Société pourraient devoir les convertir en actions ordinaires de catégorie A de la Société pour réaliser leur pleine valeur potentielle, ce qui pourrait concentrer davantage les droits de vote des détenteurs restants d'actions ordinaires de catégorie B de la Société.
- Le cours des actions ordinaires de catégorie A ou des actions ordinaires de catégorie B

de la Société peut être volatil après la Distribution.

- Étant donné que la Société n'a pas l'intention de verser des dividendes en espèces sur les actions ordinaires de catégorie A ou de catégorie B de la Société après le Dividende Pré-Distribution, les actionnaires de la Société pourraient ne recevoir aucun retour sur investissement à moins qu'ils ne vendent leurs actions ordinaires de catégorie A ou actions ordinaires de catégorie B.
- Le fait que le capital social d'Altice USA soit composé de trois catégories d'actions ordinaires aura pour effet de concentrer le contrôle des votes sur Next Alt. Cela limitera ou empêchera la capacité des actionnaires de la Société à influencer les questions qui touchent à l'organisation de la Société, y compris la nomination des administrateurs, les modifications des documents organisationnels de la Société et toute fusion, consolidation, vente de la totalité ou de la quasi-totalité des actifs de la Société ou tout autre opération nécessitant l'approbation des actionnaires. Les actions ordinaires de catégorie B ne seront pas automatiquement converties en actions ordinaires de catégorie A lors du transfert à un tiers.
- M. Drahi contrôlera la Société à la suite de la Distribution et ses intérêts pourraient entrer en conflit à l'avenir avec ceux de la Société ou des actionnaires de la Société.

Principaux risques spécifiques au Groupe Altice USA Ce qui suit est un résumé de tous les autres risques clés liés aux activités commerciales, réglementaires et législatives du Groupe Altice USA, à la Distribution et à la propriété des actions ordinaires de catégorie A et des actions ordinaires de catégorie B. Les investisseurs doivent lire, comprendre et prendre en compte tous les facteurs de risque, lesquels facteurs de risque sont significatifs et doivent être lus attentivement dans leur intégralité dans le présent Prospectus UE et en particulier la section intitulée « Facteurs de risque » à partir de la page 21 du Prospectus US.

Risques liés aux activités du Groupe Altice USA

- Les marchés financiers sont sujets à la volatilité et aux perturbations qui ont affecté et pourraient affecter l'activité du Groupe Altice USA, notamment en affectant le coût du nouveau capital et la capacité du Groupe Altice USA à financer des acquisitions ou autres opérations stratégiques.
- Si le Groupe Altice USA s'expose à une dette supplémentaire, cette dette pourrait aggraver les risques liés à son endettement substantiel.
- La capacité des filiales de la Société à respecter les obligations découlant de leur endettement peut être restreinte par des restrictions à la capacité des autres filiales de la Société à envoyer des fonds.
- La capacité du Groupe Altice USA à contracter des dettes supplémentaires et à utiliser ses fonds est limitée par des clauses restrictives (*covenants*) significatives dans les conventions de financement.
- Le Groupe Altice USA devra lever des fonds importants au cours des prochaines années pour financer ses dépenses en capital, rembourser ses obligations existantes et remplir d'autres obligations, et le fait de ne pas réussir à y procéder pourrait nuire à ses activités. Le Groupe Altice USA peut également s'engager dans des opérations exceptionnelles impliquant des niveaux d'endettement importants.
- Si le Groupe Altice USA subit une violation importante de la sécurité des données ou ne parvient pas à détecter et à répondre de manière appropriée à une violation importante de la sécurité des données, cela pourrait porter atteinte à ses résultats d'exploitation et à sa réputation.
- Une partie de l'effectif du Groupe Altice USA est représentée par des syndicats. Les conventions collectives peuvent augmenter les dépenses du Groupe Altice USA. Les interruptions de travail pourraient avoir une incidence défavorable sur les activités, la situation financière et les résultats d'exploitation du Groupe Altice USA.
- Une partie importante de la valeur comptable du Groupe Altice USA est composée d'actifs incorporels qui ne peuvent générer de liquidité en cas de vente volontaire ou involontaire.
- Le Groupe Altice USA peut effectuer des acquisitions et d'autres transactions stratégiques et l'intégration de ces acquisitions et autres opérations stratégiques pourrait

- avoir un effet défavorable significatif sur les activités, la situation financière et les résultats d'exploitation du Groupe Altice USA.
- Des augmentations importantes et imprévues de l'utilisation des services Internet à très haut-débit pourraient augmenter les coûts d'exploitation du Groupe Altice USA.
- L'activité du Groupe Altice USA dépend de droits de propriété intellectuelle et du fait de ne pas porter atteinte aux droits de propriété intellectuelle d'autrui.
- Le Groupe Altice USA peut être responsable du contenu que les fournisseurs de contenu distribuent sur les réseaux du Groupe Altice USA.
- Si le Groupe Altice USA ne parvient pas à attirer des employés clés, cela pourrait porter atteinte à la capacité du Groupe Altice USA à gérer ses activités.
- La détérioration de la réputation du Groupe Altice USA ou de Patrick Drahi pourrait avoir une incidence défavorable sur la perception des clients actuels et futurs du Groupe Altice USA.
- Les développements macroéconomiques peuvent avoir une incidence défavorable sur les activités du Groupe Altice USA.
- Le piratage en ligne de contenu multimédia et de divertissement pourrait entraîner une baisse des revenus et une augmentation des dépenses, ce qui pourrait nuire considérablement aux activités, à la situation financière et aux résultats d'exploitation du Groupe Altice USA.
- La distribution par laquelle Optimum a distribué à ses actionnaires la totalité des actions ordinaires en circulation d'AMC Networks Inc. pourrait entraîner une lourde dette fiscale.

Risques liés aux questions réglementaires et législatives

- Les franchises du système de câblodistribution du Groupe Altice USA ne sont pas exclusives. En conséquence, les autorités locales et étatiques peuvent accorder des franchises supplémentaires et créer de la concurrence dans les zones de marché où elles n'existaient pas auparavant, entraînant des surcharges, ce qui pourrait avoir un effet défavorable sur les résultats du Groupe Altice USA.
- Les autorités locales ont la capacité d'imposer des contraintes réglementaires supplémentaires sur les activités du Groupe Altice USA, ce qui pourrait réduire les revenus du Groupe Altice USA ou augmenter les dépenses du Groupe Altice USA.
- Une réglementation supplémentaire de l'industrie de la câblodistribution pourrait restreindre les options de commercialisation du Groupe Altice USA ou compromettre la capacité du Groupe Altice USA à augmenter ses tarifs pour couvrir l'augmentation de ses coûts.
- Le Groupe Altice USA pourrait être affecté de manière significative par les modifications réglementaires liées aux coûts de fixation des poteaux.
- Des changements dans la réglementation relative au transport des chaînes pourraient entraîner des coûts supplémentaires importants pour le Groupe Altice USA.
- L'augmentation de la réglementation des produits et services Internet du Groupe Altice USA pourrait avoir un impact négatif sur la capacité du Groupe Altice USA à fournir de nouveaux produits et services.
- L'offre de services téléphoniques peut soumettre le Groupe Altice USA à des contraintes réglementaires supplémentaires, entraînant des coûts supplémentaires pour le Groupe Altice USA.
- Le Groupe Altice USA pourrait être affecté de manière significative par les changements réglementaires, juridiques et économiques relatifs aux installations physiques du Groupe Altice USA.
- Certains aspects de la loi de 2017 sur les réductions d'impôts et les emplois aux États-Unis (*US Tax Cuts and Jobs Act*) pourraient avoir un impact négatif sur le Groupe Altice USA ou sur les actionnaires du Groupe Altice USA.

Principaux risques liés aux actions ordinaires d'Altice USA et à la Distribution

Risques liés à la Distribution

- La Distribution donnera lieu à un dividende imposable pour les bénéficiaires effectifs des actions d'Altice N.V. qui se porteront acquéreurs, aux termes de la Distribution, des actions ordinaires de catégorie A et / ou de catégorie B de la Société et qui sont, aux fins de l'impôt sur le revenu fédéral américain, une personne physique citoyenne ou résidente fiscale des États-Unis, une société créée ou organisée aux États-Unis ou en vertu des lois des États-Unis ou de l'une de ses subdivisions politiques ou un trust qui (i) est soumis à la surveillance d'un tribunal aux États-Unis et le contrôle d'un ou plusieurs ressortissant des Etats-Unis ou (ii) a fait un choix valide qui est en vigueur en vertu des règlements fiscaux applicables publiés par l'Internal Revenue Service des États-Unis aux fins d'être considéré comme un ressortissant des Etats-Unis, ou une succession dont le revenu est soumis à l'impôt fédéral américain sur le revenu, quelle que soit sa source. En outre, la Distribution peut donner lieu à un dividende imposable pour tout autre bénéficiaire effectif d'actions Altice N.V.
- Les termes des accords du Groupe Altice USA avec Altice N.V. et ses filiales consolidées peuvent être plus favorables que ce que le Groupe Altice USA pourra obtenir d'un tiers non affilié. Suite à la Distribution, le Groupe Altice USA pourrait ne pas être en mesure de remplacer les services, produits et technologies qu'Altice N.V. et ses filiales consolidées fournissent au Groupe Altice USA en temps utile ou à des conditions comparables.
- Les accords interentreprises du Groupe Altice USA sont en cours de négociation alors que la Société est une filiale d'Altice N.V.
- Le Groupe Altice USA peut ne pas réaliser les avantages potentiels de la Distribution à court terme ou du tout.
- Le conseil d'administration d'Altice N.V. peut abandonner la Distribution à tout moment.
- La valeur marchande combinée des actions ordinaires d'Altice N.V. et des actions ordinaires d'Altice USA qui seront détenues par les actionnaires d'Altice N.V. à la suite de la Distribution pourrait être inférieure à la valeur marchande des actions ordinaires d'Altice N.V. avant la Distribution.
- À la suite de la Distribution, certains administrateurs et dirigeants du Groupe Altice USA entretiendront des relations avec Altice N.V., Next Alt et A4, ce qui pourrait entraîner le détournement d'occasions d'affaires et autres conflits ayant trait aux activités et aux dirigeants du Groupe Altice USA.
- Dans le cadre de la Distribution, Altice USA s'engage à indemniser Altice N.V. pour certaines causes de responsabilité et Altice N.V. s'engage à indemniser Altice USA pour certaines causes de responsabilité, et ces indemnités pourraient ne pas être suffisantes.

Risques liés à la propriété des actions ordinaires de catégorie A et des actions ordinaires de catégorie B

- Le pourcentage de participation des actionnaires dans la Société peut être dilué par des émissions futures de capital social, ce qui pourrait réduire leur influence sur les questions soumises au vote des actionnaires.
- Les ventes futures, ou la perception des ventes futures, par la Société ou les actionnaires existants de la Société sur le marché public à la suite de la Distribution pourraient faire baisser le cours des actions ordinaires de catégorie A ou de catégorie B de la Société.
- Les dispositions anti-OPA dans les documents organisationnels de la Société pourraient retarder ou empêcher une opération de changement de contrôle.
- Les détenteurs d'une seule catégorie d'actions ordinaires d'Altice USA ne disposeront d'aucun recours si une action des administrateurs de la Société a un effet défavorable sur cette seule catégorie d'actions ordinaires d'Altice USA.
- A la suite de la Distribution, la Société continuera d'être une « société contrôlée »
 (controlled company) au sens des règles du NYSE. En conséquence, la Société sera
 admissible à, et a l'intention de compter sur, des exemptions concernant certaines
 exigences en matière de gouvernance d'entreprise qui offriraient une protection aux

	1	
		actionnaires d'autres sociétés.
		• Si les analystes des titres ou du secteur ne publient pas de recherches ou de rapports sur les activités du Groupe Altice USA, s'ils modifient leurs recommandations concernant les actions ordinaires de catégorie A ou de catégorie B de la Société ou si les résultats d'exploitation de la Société ne répondent pas à leurs attentes, le cours des actions ordinaires de catégorie A ou des actions ordinaires de catégorie B de la Société pourrait baisser.
		• Le Groupe Altice USA pourrait faire l'objet de recours collectifs (<i>class actions</i>) en matière de valeurs mobilières.
		• La deuxième version des statuts modifiée et mise à jour de la Société dispose que le tribunal de la Chancellerie de l'État du Delaware est l'instance exclusive pour la quasitotalité des différends entre la Société et les actionnaires de la Société, ce qui pourrait limiter la capacité des actionnaires de la Société à obtenir une compétence judiciaire favorable en cas de litiges avec les administrateurs, dirigeants ou les autres actionnaires de la Société.
		Section E – Distribution
E.1	Produit net et dépenses estimées	Altice USA et Altice N.V. ne recevront aucun produit de la Distribution. En tant que condition à la Distribution, le conseil d'administration de la Société prévoit de verser le Dividende Pré-Distribution à ses actionnaires, y compris Altice N.V.
		Les frais, commissions et taxes liés à la Distribution à payer par la Société sont estimés à environ 4.300.000 euros.
E.2a	Raisons de la Distribution et utilisation du produit	Altice N.V. considère que la séparation proposée d'Altice N.V. et du Groupe Altice USA par le biais de la Distribution débloquera un montant supérieur à la valeur du Groupe Altice USA et permettra à la direction d'Altice N.V. d'effectuer un redressement de ses activités françaises plus rapidement. En outre, il est prévu que la Distribution proposée et la séparation qui en résulte entre Altice N.V. et Altice USA aideront Altice N.V. et Altice USA à se concentrer sur leurs cœurs d'activités. Altice N.V. considère que la Distribution renforcera la responsabilité de la direction, la transparence et la concentration des activités d'Altice USA et des autres activités d'Altice N.V. La Distribution permettra aux investisseurs de mieux investir dans les zones géographiques qui les intéressent et permettra un meilleur alignement géographique entre les investisseurs, les analystes financiers et les sociétés.
E.3	Termes et conditions de la Distribution	La mise en œuvre de la Distribution est soumise à la satisfaction ou la levée des conditions préalables suivantes : • La conclusion d'une convention d'actionnaires entre Altice USA, Next Alt S.à r.l. et certain autres parties et la conclusion, la modification ou la résiliation de divers accords entre Altice N.V. et Altice USA; et • Le dépôt du certificat de constitution modifié et mis à jour auprès du secrétaire d'État de l'État du Delaware suivant l'achèvement de la période d'attente de vingt jours sous la Régulation 14C sous la Loi sur les lettres de change; • L'absence de toute loi ou décision gouvernementale en vigueur délivrée par une autorité gouvernementale ou une juridiction compétente qui enjoint ou rend illégale la Séparation; • Le paiement du Dividende Pré-Distribution. Altice N.V. peut à tout moment et préalablement à la Distribution décider d'abandonner ou de modifier la Distribution, y compris en accélérant ou en retardant la réalisation de tout ou partie de la Distribution ou en modifiant les termes de la Distribution si, à tout moment, le conseil d'administration d'Altice N.V. détermine, à sa seule et entière discrétion, que la Distribution n'est pas dans le meilleur intérêt d'Altice N.V. ou de ses actionnaires ou n'est pas conseillée.
E.4	Intérêts importants dans le cadre de la Distribution (y compris les conflits	A la suite de la Distribution, quatre des administrateurs de la Société, MM. Drahi, Goei, Okhuijsen et Bonnin, seront affiliés à Altice N.V., Next Alt (une entité contrôlée par M. Drahi) ou A4 (une entité contrôlée par la famille de M. Drahi). Ces administrateurs ont des obligations fiduciaires envers la Société et ont, de plus, des devoirs envers Altice N.V., Next Alt ou A4. Par conséquent, ces administrateurs et dirigeants peuvent être confrontés à des conflits d'intérêts réels ou apparents en ce qui concerne la Société et Altice N.V., Next Alt ou A4, dont les intérêts pourraient être opposés à ceux du Groupe Altice USA dans certaines

	d'intérêts)	circonstances. MM. Goei, Okhuijsen et Bonnin siègent actuellement au conseil d'administration d'Altice N.V. et peuvent être confrontés à des conflits d'intérêts réels ou apparents en ce qui concerne la Société et Altice N.V. La Société n'a pas connaissance de conflits d'intérêts concernant d'autres administrateurs de la Société ou d'autres dirigeants de la Société.
E.5	Convention de blocage (lock-up)	Non applicable.
E.6	Dilution	Non applicable.
E.7	Estimation des frais facturés aux investisseurs par la Société	Aucune dépense en relation avec la Distribution n'a été ou ne sera facturée aux investisseurs par la Société.

RISK FACTORS

Investing in Altice USA common stock involves risks. Please read this entire EU Prospectus carefully, including all information incorporated by reference into this EU Prospectus, including the US Prospectus. In particular, you should consider the key risks identified in this EU Prospectus and the section entitled "Risk Factors" beginning on page 21 of the US Prospectus for a description of the material risks that should be considered before investing in Altice USA common stock.

The occurrence of one or more of the events or circumstances described in these risk factors, alone or in combination with other events or circumstances, may adversely affect the ability to complete or realize the anticipated benefits of the Distribution, and may have a material adverse effect on the business, financial condition, results of operations and prospects of the Altice USA Group following the Distribution.

GENERAL INFORMATION

General

Prospective investors are expressly advised that an investment in the Altice USA common stock entails certain risks and therefore they should carefully review the entire content of this EU Prospectus, including all information incorporated by reference into this EU Prospectus, including the US Prospectus. Furthermore, before making an investment decision with respect to any Altice USA common stock, prospective investors should consult their stockbroker, bank manager, lawyer, auditor or other financial, legal and tax advisers and carefully review the risks associated with an investment in the Altice USA common stock in light of their personal circumstances.

Prospective investors should rely only on the information contained in this EU Prospectus. Altice USA does not undertake to update this EU Prospectus, and potential investors should not assume that the information in this EU Prospectus is accurate as of any date other than the date of this EU Prospectus. No person is or has been authorized to give any information or to make any representation in connection with the Distribution, other than as contained in this EU Prospectus, and, if given or made, any other such information or representations must not be relied upon as having been authorized by Altice USA, the members of the board of directors of Altice USA, or any of their respective representatives. Without prejudice to any obligation of Altice USA to publish a supplementary prospectus, the delivery of this EU Prospectus at any time after the date hereof will not, under any circumstances, create any implication that there has been no change in Altice USA's affairs since the date hereof or that the information set forth in this EU Prospectus is correct as of any other date.

Distribution of this EU Prospectus may, in certain jurisdictions, be subject to specific regulations or restrictions. Persons in possession of this EU Prospectus are urged to inform themselves of any such regulations and restrictions which may apply in their jurisdiction and to observe them. Any failure to comply with these regulations or restrictions may constitute a violation of the securities laws of that jurisdiction. Altice USA disclaims all responsibility for any violation of such regulations or restrictions by any such person.

Responsibility statement

This EU Prospectus is made available by Altice USA. Altice USA accepts responsibility for the information contained in this EU Prospectus. Altice USA declares that, having taken all reasonable care to ensure that such is the case, the information contained in this EU Prospectus is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Independent registered public accounting firm

KPMG LLP ("**KPMG**"), independent registered public accounting firm with their address at 345 Park Avenue, New York, NY 10154, have audited the consolidated financial statements of Altice USA for the years ended December 31, 2017 and December 31, 2016, included in the US Prospectus, and has issued an auditor's report thereon (which contains emphasis of matter paragraphs relating to the acquisition of Altice Technical Services US Corp., the formation of Altice USA, the inclusion of Cequel operating results for the year ended December 31, 2016 and the adoption of ASC 606—Revenue from Contract with Customers and ASU 2017-07, Compensation-Retirement Benefits (Topic 715)).

The consolidated financial statements of Altice USA for the three months ended March 31, 2018 and 2017 have not been audited and no independent registered public accounting firm has issued an audit or review report thereon.

The consolidated balance sheet of Cablevision as of December 31, 2015 and the related consolidated statements of operations and comprehensive income (loss), stockholders' equity (deficiency), and cash flows for the period from January 1, 2016 through June 20, 2016 and the year ended December 31, 2015, included in the US Prospectus, have been audited by KPMG, independent registered public accounting firm, as stated in their report included in the US Prospectus.

KPMG does not have an interest in Altice USA. KPMG is an independent registered public accounting firm. KPMG has given, and has not withdrawn, its consent to the inclusion of its reports in the US Prospectus in the form and context in which they are included.

Independent accountants

The consolidated financial statements of Cequel Corporation and its subsidiaries (Predecessor) which comprise the consolidated statements of operations and comprehensive loss, of changes in shareholders' equity and of cash flows for the period from January 1, 2015 to December 20, 2015, included in the US Prospectus, have been so included in reliance on the report of PricewaterhouseCoopers LLP ("PwC"), independent accountants with their address at 800 Market Street, Suite 1900, St. Louis, MO 63101-2695, as stated in their report included in the US Prospectus, given on the authority of said firm as experts in auditing and accounting.

The consolidated financial statements of Cequel Corporation and its subsidiaries (Successor) which comprise the consolidated balance sheet as of December 31, 2015, and the related consolidated statements of operations and comprehensive (loss)/income, of changes in shareholders' equity and of cash flows for the period from December 21, 2015 to December 31, 2015, included in the US Prospectus, have been so included in reliance on the report of PwC, independent accountants, as stated in their report included in the US Prospectus, given on the authority of said firm as experts in auditing and accounting.

PwC does not have an interest in Altice USA. PwC are independent accountants. PwC has given, and has not withdrawn, its consent to the inclusion of its reports in the US Prospectus in the form and context in which they are included.

Altice USA confirms that the information in the auditor's reports included in this US Prospectus have been accurately reproduced and that as far as Altice USA is aware and able to ascertain from information published by the auditors, no facts have been omitted which would render the auditor's report and review report inaccurate or misleading.

Working capital statement

Altice USA is of the opinion that the working capital available to the Altice USA Group is sufficient for its present requirements; that is for at least twelve months following the date of this EU Prospectus.

Capitalization and indebtedness

The following tables set forth (i) Altice USA's actual combined capitalization and net indebtedness as at March 31, 2018, (ii) adjustments for the effects of certain transactions relating to the separation of Altice USA from Altice N.V., including the Pre-Distribution Dividend, as if they had occurred on March 31, 2018 and (iii) Altice USA's combined capitalization and net indebtedness as of March 31, 2018, as adjusted to reflect the adjustments described in (ii). The information presented in these tables has been derived from Altice USA's unaudited consolidated financial statements as of and for the three months ended March 31, 2018.

The "adjustment" and "as adjusted" columns below are based upon a number of estimates, and the corresponding final amounts will not be determinable until the transactions described in (ii) above have actually occurred. The actual impact of such transactions, which may differ, possibly materially, from the estimates shown in the "adjustment" and "as adjusted" columns below, is expected to be reflected in Altice USA's financial information as of June, 30 2018.

${\it Capitalization}$

	Actual As at March 31, 2018	Adjustments (1)	As adjusted As at March 31, 2018
	(dol	llars in thousar	nds)
Current debt			
Guaranteed	-	-	-
Secured ⁽²⁾	53,900	-	53,900
Unguaranteed/Unsecured	1,118,926	-	1,118,926
Total current debt	1,172,826	-	1,172,826
Non-current debt (excluding current portion of long-term debt)			
Guaranteed ⁽³⁾	3,283,283	-	3,283,283
Secured ⁽²⁾	9,558,838	100,000	9,658,838
Unguaranteed/Unsecured	8,958,947	-	8,958,947
Total non-current debt	21,801,068	100,000	21,901,068
Total interest-bearing loans and borrowings	22,973,894	100,000	23,073,894
Redeemable equity	234,637	-	234,637

	Actual As at March 31, 2018	Adjustments (1)	As adjusted As at March 31, 2018
	(do	llars in thousar	ıds)
Shareholder's equity			
Share capital	4,690,017	(1,500,000)	3,190,017
Legal reserve	-	-	-
Other reserves	706,969	-	706,969
Total equity	5,396,986	(1,500,000)	3,896,986
Total capitalisation	28,605,517	(1,400,000)	27,205,517
•			

Notes:

- (1) The adjustments reflect an increase of debt of \$100 million and the use of \$1.4 billion of cash on hand to fund the Pre-Distribution Dividend. The as adjusted amount does not reflect the April 2018 issuance of \$1,050 million aggregate principal amount of 7.5% senior notes due 2028 by Cequel Communications Holdings I, LLC and Cequel Capital Corporation, each an indirect wholly owned subsidiary of Altice USA, and redemption of \$1,050 million aggregate principal amount of \$6.375% senior notes due 2020.
- Includes credit facility debt, collateralized indebtedness and senior secured notes. The credit facility debt of Altice USA's indirect subsidiary, CSC Holdings is guaranteed on a senior basis by each restricted subsidiary of CSC Holdings (other than CSC TKR, LLC and its subsidiaries, which own and operate Altice USA's New Jersey cable systems) and is secured on a first priority basis, subject to any liens permitted, by capital stock held by CSC Holdings or any guarantor in restricted subsidiaries of CSC Holdings. The credit facility debt and senior secured notes of Altice USA's indirect subsidiary, Altice US Finance I Corporation is guaranteed on a senior basis by Cequel Communications Holdings II, LLC, Cequel and certain of the subsidiaries of Cequel and is secured by certain assets of Cequel Communications Holdings II, LLC and Cequel, including a share pledge over the share capital of Cequel and Altice US Finance I Corporation and substantially all of the assets of Cequel and the subsidiary guarantors (excluding real property and subject to certain other exceptions). The collateralized indebtedness is collateralized by shares of common stock of Comcast Corporation that Altice USA's subsidiaries own.
- Includes guaranteed senior notes that are unsecured obligations of Altice USA's indirect subsidiary, CSC Holdings and are guaranteed on a senior unsecured basis by each restricted subsidiary of CSC Holdings (other than CSC TKR, LLC and its subsidiaries, which own and operate Altice USA's New Jersey cable systems).

Net Indebtedness

	Actual As at March 31, 2018	Adjustments (1)	As adjusted As at March 31, 2018
	(dol	llars in thousa	nds)
A. Cash	1,427,651	(1,400,000)	27,651
B. Cash equivalent	-		-
C. Trading securities	-		-
D. Liquidity (A) + (B) + (C)	1,427,651	(1,400,000)	27,651
E. Current financial receivable	-		-
F. Current bank debt	53,900	-	53,900

	Actual As at March 31, 2018	Adjustments (1)	As adjusted As at March 31, 2018
	(dol	llars in thousa	nds)
G. Current portion of non-current debt	1,118,926	-	1,118,926
H. Other current financial debt	-		-
I. Current financial indebtedness $(F) + (G) + (H)$	1,172,826	-	1,172,826
J. Net current financial indebtedness (I) $-$ (E) $-$ (D)	(254,825)	1,400,000	1,145,175
K. Non-current bank loans	5,636,102	100,000	5,736,102
L. Bonds issued	14,767,823	-	14,767,823
M. Other non-current loans	1,397,143	-	1,397,143
N. Non-current financial indebtedness $(K) + (L) + (M)$	21,801,068	100,000	21,091,068
O. Net financial indebtedness (J) + (N)	21,546,243	1,500,000	23,046,243

Notes:

(1) The adjustments reflect an increase of debt of \$100 million and the use of \$1.4 billion of cash on hand to fund the Pre-Distribution Dividend. The as adjusted amount does not reflect the April 2018 issuance of \$1,050 million aggregate principal amount of 7.5% senior notes due 2028 by Cequel Communications Holdings I, LLC and Cequel Capital Corporation, each an indirect wholly owned subsidiary of Altice USA, and redemption of \$1,050 million aggregate principal amount of \$6.375% senior notes due 2020.

There has been no significant change in Altice USA's capitalization and indebtedness since March 31, 2018 except for the adjustments set out in the tables above.

Issued and outstanding share capital of Altice USA

As of the date of this EU Prospectus, Altice USA has 246,982,292 shares of its Class A common stock issued and outstanding and 490,086,674 shares of its Class B common stock issued and outstanding. All issued shares are fully paid-up.

No significant change in Altice USA's financial or trading position

There has been no significant change in the financial or trading position of Altice USA since December 31, 2017.

Employees

As of December 31, 2017, Altice USA Group had 9,047 full-time (5,962 in its Optimum segment and 3,085 in its Suddenlink segment), 72 part-time (63 in its Optimum segment and 9 in its Suddenlink segment) and 295 temporary employees (294 in its Optimum segment and 1 in its Suddenlink segment). 208 employees (in its Optimum segment) were covered under collective bargaining agreements and an additional 94 (in its Optimum segment) were represented by a union.

As of December 31, 2016, Altice USA Group's Optimum segment had 10,008 full-time, 100 part-time and 369 temporary employees and its Suddenlink segment had 5,761 employees, including 37 part-time employees.

As of December 31, 2015, Optimum had 12,920 full-time, 636 part-time and 621 temporary employees and Altice USA Group's Suddenlink segment had 6,349 employees, including 33 part-time employees.

Legal and arbitration proceedings

Neither Altice USA nor any of its group companies are, or during the 12 months preceding the date of this EU Prospectus have been, involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which Altice USA is aware) that may have, or have had in the recent past, significant effects on Altice USA's business, financial position or profitability.

Group structure

The Company is a holding company without material direct business operations. The principal assets of the Company are the equity interests it directly or indirectly holds in its subsidiaries.

The following companies are the Company's material subsidiaries:

Name	Corporate seat	Interest held (indirectly) by the Company
Altice US Finance I Corporation	Delaware	100%
Cablevision Lightpath, Inc.	Delaware	100%
Cablevision Of Brookhaven, Inc.	Delaware	100%
Cablevision Of Litchfield, Inc.	Delaware	100%
Cablevision Of Southern Westchester, Inc.	New York	100%
Cablevision Systems Brookline Corporation	Delaware	100%
Cablevision Systems Corporation	Delaware	100%
Cablevision Systems New York City Corporation	Delaware	100%
Cebridge Connections, Inc.	Delaware	100%
doing business as Suddenlink Communications	Delaware	100%
Cebridge Telecom Limited, LLC	Delaware	100%
doing business as Suddenlink Communications	Delaware	100%
Cequel Communications Holdings I, LLC	Delaware	100%
Cequel Communications III, LLC	Delaware	100%
doing business as Suddenlink Communications	Delaware	100%
Cequel Communications, LLC	Delaware	100%
doing business as Suddenlink Communications	Delaware, Missouri	100%
Cequel Corporation	Delaware	100%
CSC Acquisition Corporation	Delaware	100%
CSC Holdings, LLC	Delaware	100%
CSC Investments LLC	Delaware	100%
CSC Optimum Holdings, LLC	Delaware	100%
CSC T Holdings I, INC.	Delaware	100%
CSC T Holdings II, INC.	Delaware	100%
CSC T Holdings III, INC.	Delaware	100%
CSC T Holdings IV, INC.	Delaware	100%
CSC TKR, LLC	Delaware	100%
NPG Cable, LLC	Delaware	100%
doing business as Suddenlink Communications	Arizona, California, Delaware, Missouri, Nevada	100%
NY OV LLC	Delaware	100%
OV LLC	Delaware	100%
Petra Cablevision Corp.	New York	100%

Proceeds and expenses

Altice USA and Altice N.V. will not receive any proceeds as a result of the Distribution. As a condition to the Distribution, the Company expects to pay the Pre-Distribution Dividend to its shareholders, including Altice $N\,V$

Altice USA estimates that its total costs in connection with the Distribution will amount to approximately \$4,300,000. No expenses have been or will be charged to shareholders of Altice N.V. by Altice USA in relation to the Distribution.

Security identification number of the Class A common stock

The ISIN (International Security Identification Number) for Class A common stock is US02156K1034.

Incorporation by reference

This EU Prospectus incorporates by reference the documents set out in the exhaustive list below. The documents specifically included in or deemed incorporated into the US Prospectus that are not included in the exhaustive list below shall not be deemed to form part of this EU Prospectus in accordance with the applicable EU prospectus rules.

- The US Prospectus, included in the Registration Statement on Form S-1 which was declared effective by the SEC on May 23, 2018;
- The consolidated financial statements of Altice USA as of March 31, 2018 and December 31, 2017 and 2016, for the three months ended March 31, 2018 and 2017 and for the years ended December 31, 2017 and 2016, included in the US Prospectus;
- The consolidated financial statements of Cablevision for the year ended December 31, 2015 and the period from January 1, 2016 through June 20, 2016, included in the US Prospectus; and
- The consolidated financial statements of Cequel as of December 31, 2015 ("Successor") and the related consolidated statements of operations and comprehensive loss, changes in stockholders' equity and of cash flows for the period from January 1, 2015 to December 20, 2015 ("Predecessor"), included in the US Prospectus.

No incorporation of websites

Investors should only rely on the information that is provided in this EU Prospectus or incorporated by reference herein as noted above under "Incorporation by reference". No other documents or information form part of, or are incorporated by reference into, this EU Prospectus. In particular, but without limitation, none of the information presented on or contained in Altice USA's or Altice N.V.'s website or any website accessible via hyperlinks on these websites. These website addresses are an inactive text reference and are not intended to be actual links to the websites.

Documents on display

For the period during which this EU Prospectus is valid, the following documents (or copies thereof) may be obtained free of charge from Altice USA's website (http://investors.alticeusa.com/investors/Separation-of-Altice-USA-from-Altice-NV/default.aspx) and from Altice N.V.'s website (www.altice.net/separation-altice-usa-altice-nv) and during usual business hours on any weekday from the principal executive office of Altice USA at 1 Court Square West, Long Island City, NY 11101, United States of America and the registered office of Altice N.V. at Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands:

- this EU Prospectus
- the US Prospectus
- the third amended and restated certificate of incorporation of Altice USA
- the amended and restated bylaws of Altice USA

TAXATION

Taxation in the Netherlands

This paragraph outlines the principal Dutch tax consequences of the distribution in kind of the Altice USA common stock by Altice N.V. It does not present a comprehensive or complete description of all aspects of Dutch tax law which could be of relevance to a holder of shares in Altice N.V. For Dutch tax purposes, an Altice N.V. shareholder may include an individual, or an entity, that does not hold the legal title of the shares in Altice N.V., but to whom nevertheless the shares in Altice N.V., or their income, are attributed based either on this individual or entity owning a beneficial interest in the shares in Altice N.V. or based on specific statutory provisions.

This paragraph is intended as general information only. An Altice N.V. shareholder should consult his own tax adviser regarding the tax consequences of the distribution in kind of the Altice USA common stock.

This paragraph is based on Dutch tax law as applied and interpreted by Dutch tax courts and as published and in effect on the date of this EU Prospectus, including, for the avoidance of doubt, the tax rates applicable on that date, without prejudice to any amendments introduced at a later date and implemented with or without retroactive effect

Any reference in this paragraph made to Dutch taxes, Dutch tax or Dutch tax law must be construed as a reference to taxes of whatever nature levied by or on behalf of the Netherlands or any of its subdivisions or taxing authorities or to the law governing such taxes, respectively. This paragraph does not address the impact of treaties for the avoidance of double taxation concluded by the Netherlands.

This paragraph does not describe the possible Dutch tax considerations or consequences that may be relevant to an Altice N.V. shareholder:

- (i) who is an individual and for whom the distribution in kind of the Altice USA common stock is attributable to employment activities, the income from which is taxable in the Netherlands;
- (ii) who is an individual engaged in miscellaneous activities, including, without limitation, activities which are beyond the scope of active portfolio investment activities (meer dan normaal vermogensbeheer);
- (iii) which has a substantial interest (aanmerkelijk belang) or a fictitious substantial interest (fictief aanmerkelijk belang) in Altice N.V. within the meaning of chapter 4 of the Dutch Income Tax Act 2001 (Wet inkomstenbelasting 2001). Generally, a substantial interest in Altice N.V. arises if the Altice N.V. shareholder, alone or in case of an individual together with his partner, owns or holds certain rights to shares, including rights to directly or indirectly acquire shares, representing, directly or indirectly, 5 percent or more of the issued capital of Altice N.V. or of the issued capital of any class of shares in Altice N.V.;
- (iv) that is an entity which under the Dutch Corporate Income Tax Act 1969 (Wet op de vennootschapsbelasting 1969) (the "CITA"), is not subject to Dutch corporate income tax or is in full or in part exempt from Dutch corporate income tax (such as a qualifying pension fund);
- (v) that is an investment institution (beleggingsinstelling) as described in Section 6a or 28 CITA; or
- (vi) that is entitled to the participation exemption (*deelnemingsvrijstelling*) with respect to the Altice USA common stock (as defined in Section 13 CITA). Generally, an Altice N.V. shareholder is entitled to the participation exemption if it is subject to Dutch corporate income tax and it, or a related entity, holds an interest of 5% or more of the nominal paid-up share capital in Altice N.V.

Withholding Tax

An Altice N.V. shareholder is generally subject to Dutch dividend withholding tax at a rate of 15% on dividends distributed by Altice N.V. The Altice N.V. shareholder should not be subject to Dutch dividend withholding tax with respect to the distribution in kind of the Altice USA common stock, since the distribution will be made as a partial repayment of recognised paid-up capital (*erkend gestort kapitaal*), in the absence of pure profits (*zuivere winst*).

Altice N.V. shareholders should also carefully read the information mentioned in the section entitled "Material U.S. Federal Income Tax Consequences – Distributions on Altice USA Common Stock" beginning on page 63 of the US Prospectus for a description of the material U.S. federal income tax consequences to the shareholders of Altice N.V. in case of any distribution on Altice USA common stock.

Taxes on Income and Capital Gains

Residents of the Netherlands

The description of certain Dutch tax consequences in this paragraph is only intended for the following Altice N.V. shareholders:

- (i) individuals who are resident or deemed to be resident in the Netherlands ("Dutch Individuals"); and
- (ii) entities or enterprises that are subject to the CITA and are resident or deemed to be resident in the Netherlands ("Dutch Corporate Entities").

Dutch Individuals engaged or deemed to be engaged in an enterprise

Dutch Individuals engaged or deemed to be engaged in an enterprise are generally subject to income tax at statutory progressive rates with a maximum of 51.95%. In case the shares in Altice N.V. are attributable to an enterprise, the distribution in kind of the Altice USA common stock by Altice N.V. will be taxable as a profit derived from the enterprise.

Dutch Individuals not engaged or deemed to be engaged in an enterprise or in miscellaneous activities and not having a substantial, or fictitious substantial, interest

Generally, the shares in Altice N.V. held by a Dutch Individual who is not engaged or deemed to be engaged in an enterprise or in miscellaneous activities and who does not have a substantial or fictitious substantial interest, will be subject annually to an income tax imposed on a fictitious yield on the shares in Altice N.V. The shares in Altice N.V. held by this Dutch Individual will be taxed under the regime for savings and investments (*inkomen uit sparen en beleggen*). Since the regime of savings and investments does not tax the actual yield, the distribution in kind of the Altice USA common stock will not be taxed directly under the regime for savings and investments.

Dutch Corporate Entities

Dutch Corporate Entities are generally subject to corporate income tax at statutory rates up to 25% with respect to any benefits derived or deemed to be derived from the shares in Altice N.V., including the distribution in kind of the Altice USA common stock. The distribution in kind of the Altice USA common stock by Altice N.V. will be taxable as a profit derived from the enterprise.

Non-residents of the Netherlands

The description of certain Dutch tax consequences in this paragraph is only intended for the following Altice N.V. shareholders:

- (i) individuals who are not resident and not deemed to be resident in the Netherlands ("Non-Dutch Individuals"); and
- (ii) entities that are not resident and not deemed to be resident in the Netherlands ("Non-Dutch Corporate Entities").

Non-Dutch Individuals

A Non-Dutch Individual will not be subject to any Dutch taxes in relation to the distribution in kind of the Altice USA common stock, unless:

- (i) the Non-Dutch Individual derives profits from an enterprise, whether as entrepreneur or pursuant to a coentitlement to the net worth of this enterprise other than as an entrepreneur or a shareholder, which enterprise is, in whole or in part, carried on through a permanent establishment (*vaste inrichting*) or a permanent representative (*vaste vertegenwoordiger*) in the Netherlands, to which the shares in Altice N.V. are attributable; or
- (ii) the Non-Dutch Individual is entitled to a share in the profits of an enterprise, other than by way of securities, which enterprise is effectively managed in the Netherlands and to which enterprise the shares in Altice N.V. are attributable.

Non-Dutch Corporate Entitites

A Non-Dutch Corporate Entity will not be subject to any Dutch taxes in relation to the distribution in kind of the Altice USA common stock, unless:

- (i) the Non-Dutch Corporate Entity derives profits from an enterprise, which enterprise is, in whole or in part, carried on through a permanent establishment or a permanent representative in the Netherlands, to which the shares in Altice N.V. are attributable; or
- (ii) the Non-Dutch Corporate Entity is entitled to a share in the profits of an enterprise or a co-entitlement to the net worth of an enterprise, other than by way of securities, which enterprise is effectively managed in the Netherlands and to which enterprise the shares in Altice N.V. are attributable.

Other Taxes and Duties

No other Dutch taxes, including turnover or value added taxes and taxes of a documentary nature, such as capital tax, stamp or registration tax or duty, are payable by, or on behalf of, the Altice USA shareholder by reason only distribution in kind of the Altice USA common stock.

Taxation in France

The following is a general description of certain French withholding and stamp tax consequences relating to the Distribution of Altice USA common stock and is based on current French tax law and tax authorities published practice, both of which may be subject to change, possibly with retrospective effect. It is for general information only for French tax resident holders receiving Altice USA common stock in the Distribution. It does not purport to be a complete analysis of all French tax considerations relating to the Distribution and the Altice USA common stock, relates only to French tax resident holders who are beneficial owners of Altice N.V. or Altice USA common stock and who hold such stock as a capital investment, and does not deal with certain classes of persons (such as brokers or dealers in securities and persons connected with Altice N.V. or Altice USA) to whom special rules may apply.

An Altice N.V. shareholder should consult his own tax adviser regarding the tax consequences of the distribution in kind of the Altice USA common stock.

French withholding taxes levied in respect of dividends

Payments of dividends made by a non-French resident corporation, such as Altice N.V. or Altice USA, to a French tax resident shareholder, including payments of dividends in kind, are made free of any withholding or deduction for or on account of any taxes in France, save as described below.

Individual shareholders tax resident in France

Income tax withheld at source

A mandatory withholding tax is levied at the rate of 12.8% on any dividend paid by a paying agent established in France to a French tax resident individual holding ordinary shares as part of his or her private assets, or upon election for such withholding at source by the individual if the paying agent is based elsewhere in the EU, Iceland, Norway or Liechtenstein.

This 12.8 % withholding tax is deductible from the taxpayer's personal income tax liability in respect of the year during which the payment has been made. If the 12.8% withholding tax exceeds the amount of personal income tax due by the taxpayer, it may be reimbursed.

Persons belonging to a fiscal household with a fiscal income (revenu fiscal de référence) below $\ensuremath{\in} 75,000$, for taxpayers filing a joint return, and below $\ensuremath{\in} 50,000$, for other taxpayers, during the penultimate year preceding the payment of the dividends, can elect not to be subject to the 12.8% withholding tax. Furthermore, dividends paid with respect to ordinary shares held in a personal equity plan (plan d'épargne en actions) are exempt from the 12.8% withholding tax.

Social levies

French social levies are applicable to the gross amount of the dividends received by French resident individuals. They are levied at an aggregate rate of 17.2% and they are collected in the same way as the 12.8% withholding tax described above. Specific rules apply when the beneficiary is exempt from the 12.8% withholding tax.

Corporate shareholders tax resident in France

No withholding taxes are due in France with respect to distributions (including distributions in kind) made by non-French resident entities to corporate shareholders which are tax resident in France.

French registration taxes

No stamp or registration tax or duty or tax of a similar nature, are payable by, or on behalf of, the French shareholder by reason only of the perception of dividends (whether in cash or in kind by remittance of common stock) in relation to shares held in a non-French tax resident corporations.

Taxation in the United Kingdom

The following is a general description of certain UK withholding and stamp tax consequences relating to the Distribution and the Altice USA common stock and is based on current UK tax law and HM Revenue & Customs published practice, both of which may be subject to change, possibly with retrospective effect. It is for general information only for holders receiving Altice USA common stock in the Distribution. It does not purport to be a complete analysis of all UK tax considerations relating to the Distribution and the Altice USA common stock, relates only to persons who are the absolute beneficial owners of Altice N.V. or Altice USA common stock and who hold such stock as a capital investment, and does not deal with certain classes of persons (such as brokers or dealers in securities and persons connected with Altice N.V. or Altice USA) to whom special rules may apply.

An Altice N.V. shareholder should consult his own tax adviser regarding the tax consequences of the distribution in kind of the Altice USA common stock.

Taxation of the Distribution and dividends – UK withholding tax

No UK tax will be required to be withheld in respect of the Distribution. No UK tax will be required to be withheld from dividends paid in respect of the Altice USA common stock.

Stamp Duty and Stamp Duty Reserve Tax ("SDRT")

Provided that the Altice N.V. and Altice USA common stock is only registered on a register outside the United Kingdom and provided that no instrument of transfer either is executed in the United Kingdom or relates to any matter or thing done or to be done in the United Kingdom, there will be no UK stamp duty or SDRT payable on the Distribution or the transfer of the Altice USA common stock received in the Distribution.

ISSUER

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SCHEDULE A - REFERENCES

In the table below, references to the US Prospectus are made.

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Important events in the development of Altice USA's business	p. 144, Business
Investments	p. 131, Management's discussion and analysis of financial condition and results of operations
Principal activities	p. 145-151, Business
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Competitive position	p. 155-157, Business
Organizational structure	p. 1-2, Questions and answer about the distribution
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Financial condition	p. 76-143, Management's discussion and analysis of financial condition and results of operations
	p. F-1-F-203, Consolidated Financial Statements
Operating results	p. 76-143, Management's discussion and analysis of financial condition and results of operations
	p. F-1-F-203, Consolidated Financial Statements
Capital resources	p. 124-130 Management's discussion and analysis of financial condition and results of operations
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Shareholdings and stock options	p. 174-189, Executive compensation p. 190-192, Principal stockholders
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Historical financial information and audited financial statements	p. 72-75, Selected historical financial data
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Acquisition right	p. 204-213, Description of capital stock
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