

CHARTER COMMUNICATIONS, INC. /MO/  
Form 424B3  
September 22, 2010

---

Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-164105

PROSPECTUS SUPPLEMENT NO. 5  
To Prospectus dated April 22, 2010

85,971,442 Shares

Charter Communications, Inc.

Class A Common Stock

This prospectus supplement No. 5 includes the attached current reports on Form 8-K filed with the SEC on September 15, 2010, September 20, 2010 and September 21, 2010.

Our Class A Common Stock is quoted on the Nasdaq Global Market under the symbol "CHTR". On September 21, 2010, the last reported sale price of our Class A Common Stock was \$33.84 per share.

The shares of Class A Common Stock may be offered for sale from time to time by any selling stockholders acting as principal for its own account or in brokerage transactions at prevailing market prices or in transactions at negotiated prices. No representation is made that any shares of Class A Common Stock will or will not be offered for sale. It is not possible at the present time to determine the price to the public in any sale of the shares of Class A Common Stock by the selling stockholders and each selling stockholder reserves the right to accept or reject, in whole or in part, any proposed purchase of shares. Accordingly, the public offering price and the amount of any applicable underwriting discounts and commissions will be determined at the time of such sale by the selling stockholder.

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

This prospectus supplement No. 5 should be read in conjunction with our prospectus dated April 22, 2010, prospectus supplement No. 1 dated June 8, 2010, prospectus supplement No. 2 dated June 22, 2010, prospectus supplement No. 3 dated August 9, 2010 and prospectus supplement No. 4 dated August 25, 2010.

The date of this Prospectus Supplement is September 22, 2010.



---

---

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 10, 2010

Charter Communications, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of Incorporation or Organization)

001-33664	43-1857213
(Commission File Number)	(I.R.S. Employer Identification Number)

12405 Powerscourt Drive  
St. Louis, Missouri 63131  
(Address of principal executive offices including zip code)

(314) 965-0555  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act  
(17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



ITEM 8.01. OTHER EVENTS.

On September 10, 2010, Charter Communications, Inc. (the "Company") announced that it expected to be listed on The NASDAQ Stock Market LLC ("NASDAQ"), effective September 14, 2010. On September 14, 2010, the Company announced it is now listed on NASDAQ under the symbol "CHTR."

The press releases announcing the Company's listing are attached hereto as Exhibits 99.1 and 99.2.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit

Number Description

99.1 Press release dated as of September 10, 2010.\*

99.2 Press release dated as of September 14, 2010.\*

\* filed herewith

---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.  
Registrant

Dated: September 15, 2010

By:/s/ Kevin D. Howard  
Name: Kevin D. Howard  
Title: Senior Vice President - Finance, Interim  
Chief Financial Officer,  
Controller and Chief Accounting Officer

---

---

---

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 20, 2010

Charter Communications, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of Incorporation or Organization)

001-33664	43-1857213
(Commission File Number)	(I.R.S. Employer Identification Number)

12405 Powerscourt Drive  
St. Louis, Missouri 63131  
(Address of principal executive offices including zip code)

(314) 965-0555  
(Registrant's telephone number, including area code)

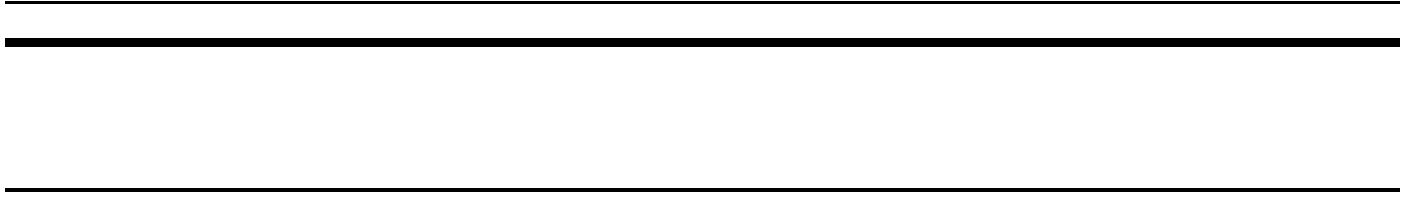
Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act  
o (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))





ITEM 8.01. OTHER EVENTS.

On September 20, 2010, Charter Communications, Inc. (the "Company") announced that its indirect subsidiaries, CCO Holdings, LLC and CCO Holdings Capital Corp. (the "Issuers"), were offering \$750 million Senior Notes due 2017 in an offering made pursuant to Rule 144A of the Securities and Exchange Commission. Also, the Company's indirect subsidiary, Charter Communications Operating, LLC ("Charter Operating") has commenced an optional prepayment offer to prepay up to \$750 million of Term B-1 loans under the Amended and Restated Credit Agreement dated as of March 31, 2010, between Charter Operating and various lenders thereunder.

A press release announcing the note offering and prepayment offer is attached hereto as Exhibit 99.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit

Number Description

99.1 Press release dated as of September 20, 2010.\*

\* filed herewith

---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.  
Registrant

Dated: September 20, 2010

By:/s/ Kevin D. Howard  
Name: Kevin D. Howard  
Title: Senior Vice President - Finance, Interim  
Chief Financial Officer,  
Controller and Chief Accounting Officer

---

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 20, 2010

Charter Communications, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of Incorporation or Organization)

001-33664	43-1857213
(Commission File Number)	(I.R.S. Employer Identification Number)

12405 Powerscourt Drive  
St. Louis, Missouri 63131  
(Address of principal executive offices including zip code)

(314) 965-0555  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act  
(17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



ITEM 7.01. REGULATION FD DISCLOSURE.

On September 20, 2010, in connection with an investor presentation, Charter Communications, Inc. (the "Company") will be making the following disclosures:

Preliminary results for the third quarter 2010 show that the Company expects to add 30,000 to 50,000 revenue generating units ("RGUs") during the third quarter. The Company also confirmed its prior statements that it anticipates that it will spend approximately \$1.2 billion in capital expenditures in 2010.

Because the third quarter has not yet ended, the information contained in this Item 7.01 is preliminary and based only upon preliminary information available to the Company as of the date hereof. Information contained herein is subject to change upon the release of the Company's results and therefore, investors should exercise caution in relying on the information in this Item 7.01.

---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.  
Registrant

Dated: September 20, 2010

By:/s/ Kevin D. Howard  
Name: Kevin D. Howard  
Title: Senior Vice President - Finance, Interim  
Chief Financial Officer,  
Controller and Chief Accounting Officer

---

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 20, 2010

Charter Communications, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of Incorporation or Organization)

001-33664	43-1857213
(Commission File Number)	(I.R.S. Employer Identification Number)

12405 Powerscourt Drive  
St. Louis, Missouri 63131  
(Address of principal executive offices including zip code)

(314) 965-0555  
(Registrant's telephone number, including area code)

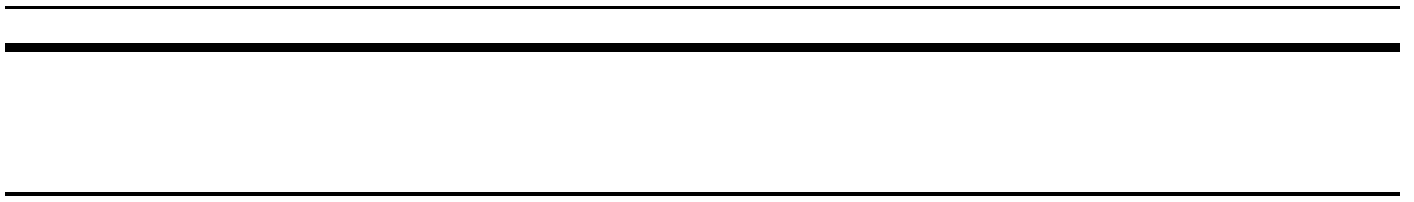
Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

oPre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))





ITEM 8.01. OTHER EVENTS.

On September 20, 2010, Charter Communications, Inc. (the "Company") announced that its indirect subsidiary, CCO Holdings, LLC, had priced its previously announced offering of Senior Notes due 2017 (the "2017 Notes"). The transaction was upsized to \$1 billion from the initial announcement amount of \$750 million. The 2017 Notes will have an annual interest rate of 7.25%, with interest paid semi-annually in April and October.

The net proceeds of this proposed issuance will be used (i) to repay borrowings under one or more term loan portions of Charter Communications Operating, LLC's credit facilities, and (ii) for general corporate purposes.

A press release announcing the revised note offering is attached hereto as Exhibit 99.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit

Number Description

99.1 Press release dated as of September 20, 2010.\*

\* filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.  
Registrant

Dated: September 21, 2010

By:/s/ Kevin D. Howard  
Name: Kevin D. Howard  
Title: Senior Vice President - Finance, Interim  
Chief Financial Officer,  
Controller and Chief Accounting Officer