

CHARTER COMMUNICATIONS, INC. /MO/

Form 3

May 25, 2016

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Newhouse Michael A

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/18/2016

3. Issuer Name **and** Ticker or Trading Symbol

CHARTER COMMUNICATIONS, INC. /MO/ [CHTR]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)C/O CHARTER
COMMUNICATIONS,
INC.,Â 400 ATLANTIC
STREET

(Street)

STAMFORD,Â CTÂ 06901

(City)

(State)

(Zip)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Exercisable

3. Title and Amount of Securities
Underlying Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of
Indirect
Beneficial
Ownership
(Instr. 5)

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	Expiration Date		Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Charter Communications Holdings, LLC Class B Common Units	05/18/2016 ⁽¹⁾⁽²⁾	Â ⁽³⁾	Charter Communications Class A Common Stock	30,995,834 ⁽³⁾	\$ ⁽³⁾	I Indirect Interest in a Partnership ^{(1) (2)}
Charter Communications Holdings Convertible Preferred Units	05/18/2016 ⁽¹⁾⁽²⁾	Â ⁽⁴⁾	Charter Communications Class A Common Stock	9,333,500 ⁽⁴⁾	\$ 267.85 ⁽⁴⁾	I Indirect Interest in a Partnership ^{(1) (2)}

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Newhouse Michael A C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET STAMFORD, CT 06901	Â X	Â	Â	Â

Signatures

/s/Daniel J. Bollinger as attorney-in-fact for Michael A.
Newhouse

05/24/2016

^{__}Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Advance Newhouse Partnership, a New York Partnership ("A/N") acquired the Class B Common Units (the "Class B Common Units") and the Convertible Preferred Units (the "Convertible Preferred Units") of Charter Holdings Communications, Inc. ("Charter Holdings") on May 18, 2016. The Reporting Person is both a trustee and a beneficiary of the Advance Long-Term Management Trust, a New Jersey Trust ("ALTMT"), Co-President and a director of Advance Publications, Inc., a New York corporation ("API"), and Executive Vice President and a director of Newhouse Broadcasting Corporation, a New York corporation ("NBCo"). ALTMT is the general partner of Newhouse Family Holdings, L.P., a Delaware limited partnership, which owns all of the voting shares of API. API and NBCo indirectly own all of the partnership interests of A/N.

The Reporting Person, by virtue of his affiliations with ALTMT, API and NBCo and affiliation with and interest in other non-controlling holders of equity of API and NBCo, may be deemed to beneficially own the Class B Common Units, Convertible Preferred Units and one share of Class B Common Stock owned directly by A/N. A/N is entitled to voting rights with respect to the Class B Common Units and the Convertible Preferred Units through ownership of one share of Class B Common Stock, par value \$0.001, of the Issuer. The Reporting Person disclaims beneficial ownership of the Class B Common Units and the Convertible Preferred Units owned by A/N and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.

The 30,995,834 Class B Common Units owned by A/N are convertible, at the Issuer's option, into either (i) shares of Class A Common Stock of the Issuer ("Class A Common Stock") on a one-for-one basis or (ii) cash based on a recent market price of the Class A Common Stock.

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- Each of the 25,000,000 Convertible Preferred Units with face amount of \$100 are convertible by A/N and certain related parties into
- (4) 0.37334 of a Class B Common Unit and by any other person into 0.37334 of a share of Class A Common Stock, representing a conversion price of \$267.85, subject to customary anti-dilution adjustments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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