

TIME WARNER CABLE INC.  
Form 425  
February 14, 2014

Filed by Time Warner Cable Inc.

Pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

under the Securities Exchange Act of 1934

Subject Company: Time Warner Cable Inc.

(Commission File No. 001-33335)

The following communication to customers was made available on the website of Time Warner Cable Inc. on February 14, 2014

**Combining Two Great Companies to Create A Superior Experience for Customers:**

On Thursday, February 13, 2014, we announced an agreement to merge with Comcast Corporation. This transaction will create a world-class technology and media company, with groundbreaking innovation on a superior network.

Comcast will acquire Time Warner Cable's approximately 11 million managed subscribers. In order to reduce competitive concerns, Comcast is prepared to divest systems serving approximately 3 million managed subscribers.

The combined company will provide a superior, best-in-class experience for our customers.

**Customer Frequently Asked Questions:**

**What's going to happen to my service?**

Nothing will change for you anytime soon. Transactions of this magnitude are complex, so it will take months to complete this merger. But we believe any changes Comcast brings will be exciting offerings for current TWC customers.

**I recently received a letter about changes to my service. Are those still happening?**

Yes, we will continue operations as planned in 2014, including the introduction of an enhanced customer experience in NYC/LA, the new channel lineup in your areas, our network upgrades and improvements to customer service and reliability.

**Am I going to have to pay more/Is my pricing going to change?**

We don't have any information yet on how pricing or services would change. We will keep you well informed in the coming months about any developments that will impact your services.

**How is this going to benefit me?**

By combining our two companies, you'll benefit from a faster pace of innovation, new products and features, including faster broadband, and a superior customer experience.

**How long before the deal closes?**

We expect it to close by the end of 2014.

**Can you give us any information about Comcast's products and services?**

You can learn more from their website at [www.comcast.com](http://www.comcast.com), but here are a few highlights:

Comcast offers speeds of up to 505 mbps in the Northeast and up to 105 mbps nationally.

Comcast's customers today have access to the most comprehensive video experience, including:

- The cloud-based X1 Entertainment Operating System;
- 50,000 video on demand choices on television;
- 300,000 plus streaming choices on XfinityTV.com, Xfinity TV mobile apps

## **Important Information For Investors And Shareholders**

In connection with the proposed transaction between Comcast Corporation ( Comcast ) and Time Warner Cable Inc. ( Time Warner Cable ), Comcast and Time Warner Cable will file relevant materials with the Securities and Exchange Commission (the SEC ), including a Comcast registration statement on Form S-4 that will include a joint proxy statement of Comcast and Time Warner Cable that also constitutes a prospectus of Comcast, and a definitive joint proxy statement/prospectus will be mailed to shareholders of Comcast and Time Warner Cable. **INVESTORS AND SECURITY HOLDERS OF COMCAST AND TIME WARNER CABLE ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Investors and security holders will be able to obtain free copies of the registration statement and the joint proxy statement/prospectus (when available) and other documents filed with the SEC by Comcast or Time Warner Cable through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by Comcast will be available free of charge on Comcast's website at <http://cmcsa.com> or by contacting Comcast's Investor Relations Department at 866-281-2100. Copies of the documents filed with the SEC by Time Warner Cable will be available free of charge on Time Warner Cable's website at <http://ir.timewarnercable.com> or by contacting Time Warner Cable's Investor Relations Department at 877-446-3689.

Comcast, Time Warner Cable, their respective directors and certain of their respective executive officers may be considered participants in the solicitation of proxies in connection with the proposed transaction. Information about the directors and executive officers of Time Warner Cable is set forth in its Annual Report on Form 10-K for the year ended December 31, 2012, which was filed with the SEC on February 15, 2013, its proxy statement for its 2013 annual meeting of stockholders, which was filed with the SEC on April 4, 2013, and its Current Reports on Form 8-K filed with the SEC on April 30, 2013, July 29, 2013 and December 6, 2013. Information about the directors and executive officers of Comcast is set forth in its Annual Report on Form 10-K for the year ended December 31, 2013, which was filed with the SEC on February 12, 2014, its proxy statement for its 2013 annual meeting of stockholders, which was filed with the SEC on April 5, 2013, and its Current Reports on Form 8-K filed with the SEC on July 24, 2013 and August 16, 2013. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.

## **Cautionary Statement Regarding Forward-Looking Statements**

Certain statements in this communication regarding the proposed acquisition of Time Warner Cable by Comcast, including any statements regarding the expected timetable for completing the transaction, benefits and synergies of the transaction, future opportunities for the combined company and products, and any other statements regarding Comcast's and Time Warner Cable's future expectations, beliefs, plans, objectives, financial conditions, assumptions or future events or performance that are not historical facts are forward-looking statements made within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements are often, but not always, made through the use of words or phrases such as may, believe, anticipate, could, should, intend, plan, will, expect(s), estimate(s), project(s), forecast(s), position and similar expressions. All such forward-looking statements involve estimates and assumptions that are subject to risks, uncertainties and other factors that could cause actual results to differ materially from the results expressed in the statements. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking statements are the following: the timing to consummate the proposed transaction; the risk that a condition to closing of the proposed transaction may not be satisfied; the risk that a regulatory approval that may be required for the proposed transaction is not obtained or is obtained subject to conditions that are not anticipated; Comcast's ability to achieve the synergies and value creation contemplated by the proposed transaction; Comcast's

ability to promptly, efficiently and effectively integrate Time Warner Cable's operations into those of Comcast; and the diversion of management time on transaction-related issues. Additional information concerning these and other factors can be found in Comcast's and Time Warner Cable's respective filings with the SEC, including Comcast's and Time Warner Cable's most recent Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Comcast and Time Warner Cable assume no obligation to update any forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.