

CHARTER COMMUNICATIONS, INC. /MO/
Form PREM14A
June 26, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Charter Communications, Inc.

(Name of Registrant as Specified in its Charter)

Not Applicable

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

- 4) Proposed maximum aggregate value of transaction:

- 5) Total fee paid:

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- .. Fee paid previously with preliminary materials.
- x Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

\$2,976,167.78

2) Form, Schedule or Registration Statement No.:

Registration Statement on Form S-4 , No. 333-205240

3) Filing Party:

CCH I, LLC

4) Date Filed:

June 26, 2015

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Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This joint proxy statement/prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

PRELIMINARY SUBJECT TO COMPLETION DATED JUNE 25, 2015

[], 2015

TRANSACTION PROPOSALS YOUR VOTE IS VERY IMPORTANT

Dear Stockholders of Charter Communications, Inc. and Time Warner Cable Inc.:

Charter Communications, Inc., or Charter, CCH I, LLC, or New Charter, and Time Warner Cable Inc., or TWC, have entered into an Agreement and Plan of Mergers, dated as of May 23, 2015, which is referred to as the merger agreement, under which both TWC and Charter will become wholly owned subsidiaries of New Charter following a series of merger transactions. If the mergers are completed, each share of TWC common stock (with certain exceptions described in the accompanying joint proxy statement/prospectus) will convert into the right to receive either (at the election of the holder thereof):

\$100 in cash and New Charter Class A common stock equivalent to 0.5409 shares of Charter's existing Class A common stock (that is approximately 0.4891 shares of New Charter Class A common stock after taking into account the exchange ratio discussed in the third paragraph of this letter, which will be applied to calculate the actual number of shares of New Charter Class A common stock that TWC stockholders will be entitled to receive if the mergers are completed); or

\$115 in cash and New Charter Class A common stock equivalent to 0.4562 shares of Charter's existing Class A common stock (that is approximately 0.4125 shares of New Charter Class A common stock after taking into account the exchange ratio discussed in the third paragraph of this letter, which will be applied to calculate the actual number of shares of New Charter Class A common stock that TWC stockholders will be entitled to receive if the mergers are completed).

If the mergers are completed, each share of TWC common stock held by Liberty Broadband Corporation, which is referred to as Liberty Broadband, and Liberty Interactive Corporation, which is referred to as Liberty Interactive, will convert into the right to receive shares of New Charter Class A common stock equivalent to 1.106 shares of Charter's existing Class A common stock (that is one share of New Charter Class A common stock, after taking into account the exchange ratio discussed in the following paragraph) and neither Liberty Broadband nor Liberty Interactive will have a right to receive cash in respect of its shares of TWC common stock, subject to the terms of the Liberty contribution agreement. In addition, in connection with the completion of the mergers, New Charter will issue to Liberty Broadband approximately 21.97 million shares of New Charter Class A common stock, for which Liberty Broadband

will pay \$4.3 billion (for a total of \$5 billion taken together with the additional \$700 million investment by Liberty Broadband in connection with Charter's transaction with Advance/Newhouse Partnership (as further described below)).

If the mergers are completed, each share of Charter's outstanding Class A common stock will convert into the right to receive 0.9042 shares of New Charter Class A common stock. The exchange ratio of 0.9042 will be used to determine the number of shares of New Charter Class A common stock that both TWC stockholders and Charter stockholders will be entitled to receive in the mergers and, therefore, the application of that exchange ratio will not impact the aggregate value represented by the shares of New Charter Class A common stock to be received by TWC stockholders or Charter stockholders upon completion of the mergers.

In addition, following the completion of the mergers, Charter expects to complete its previously announced transaction with Advance/Newhouse Partnership, or A/N, pursuant to which A/N will contribute the membership interests in Bright House Networks, LLC, or Bright House, and any other assets (other than certain excluded assets and liabilities) primarily related to Bright House's business to Charter Communications Holdings, LLC, a wholly owned indirect subsidiary of Charter, or Charter Holdings, in exchange for cash, common and preferred units of Charter Holdings (which are exchangeable or convertible in certain circumstances for New Charter Class A common stock) and one share of a new class of New Charter common stock (Class B common stock) with voting rights generally intended to reflect A/N's economic interests in New Charter and Charter Holdings. The foregoing transactions described in this paragraph are collectively referred to as the BHN transactions. In addition, in connection with the completion of the BHN transactions, New Charter will issue to Liberty Broadband approximately 3.66 million shares of New Charter Class A common stock if the mergers are consummated, or 4.05 million shares of Charter Class A common stock if the mergers are not consummated, for which Liberty Broadband will pay \$700 million.

Based on the number of shares of TWC common stock outstanding as of June 10, 2015, and the number of shares of Charter Class A common stock outstanding as of June 10, 2015, it is expected that, immediately after completion of the mergers, the transactions with Liberty Broadband and the BHN transactions, and depending on the outcome of the election feature described above, TWC stockholders, excluding Liberty Broadband, are expected to own between approximately 41% and 45% of New Charter, A/N is expected to own between approximately 14% and 13% of New Charter, Liberty Broadband is expected to own between approximately 19% and 18% of New Charter and existing Charter stockholders (other than Liberty Broadband) are expected to own between approximately 26% and 24% of New Charter.

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The shares of TWC common stock are traded on the New York Stock Exchange under the symbol TWC and the shares of Charter Class A common stock are traded on the NASDAQ Global Select Market under the symbol CHTR. Following the completion of the mergers, it is expected that shares of New Charter Class A common stock will be traded on the NASDAQ Global Select Market under the symbol CHTR and New Charter will change its name to Charter Communications, Inc.

Each of TWC and Charter will be holding a special meeting for its respective stockholders to vote on certain matters in connection with the proposed mergers and other transactions.

TWC stockholders are cordially invited to attend a special meeting of TWC stockholders to be held on [], 2015, at [], located at [], at [], local time. TWC is holding its special meeting of stockholders in order to obtain the stockholder approval necessary to complete the mergers.

Charter stockholders are cordially invited to attend a special meeting of Charter stockholders to be held on [], 2015, located at [], at [], local time. Charter is holding its special meeting of stockholders in order to obtain the stockholder approvals necessary to complete the mergers, the Liberty transactions and the BHN transactions.

The mergers (and in certain circumstances the BHN transactions) cannot be completed unless TWC and Charter stockholders approve the matters that will be presented at each company's special meeting of stockholders.

Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend the TWC special meeting or the Charter special meeting in person, please vote or otherwise submit a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the TWC special meeting or the Charter special meeting. If your shares are held in the name of a bank, broker, nominee or other record holder, please follow the instructions on the voting instruction form furnished to you by such record holder.

In addition, at the TWC special meeting, TWC stockholders will be asked to approve, on an advisory (non-binding) basis, certain specified compensation that will or may be paid by TWC to its named executive officers in connection with the mergers, and at the Charter special meeting, Charter stockholders will be asked to approve, on an advisory (non-binding) basis, certain specified compensation that will or may be paid by Charter to its named executive officers in connection with the mergers.

The TWC board of directors unanimously recommends that TWC stockholders vote FOR the adoption of the merger agreement and FOR the TWC advisory compensation proposal.

The Charter board of directors unanimously recommends that Charter stockholders vote FOR the adoption of the merger agreement, FOR the approval of each of the stock issuances proposals, FOR the approval of the Liberty transactions proposal, FOR the approval of each of the certificate of incorporation proposals and FOR the Charter advisory compensation proposal.

The accompanying joint proxy statement/prospectus provides important information regarding the special meetings and a detailed description of the merger agreement, the mergers, the Liberty transactions, the BHN transactions and the matters to be presented at the special meetings. We urge you to read the accompanying joint proxy statement/prospectus (and any documents incorporated by reference into the accompanying joint proxy statement/prospectus) carefully. Please pay particular attention to the section entitled Risk Factors, beginning on page 86.

We hope to see you at the special meetings and look forward to the successful completion of the mergers and the other transactions.

Sincerely,

Thomas M. Rutledge

Robert D. Marcus

President and Chief Executive Officer

Chairman and Chief Executive Officer

Charter Communications, Inc.

Time Warner Cable Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under the accompanying joint proxy statement/prospectus or determined that the accompanying joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

The accompanying joint proxy statement/prospectus is dated [], 2015, and is first being mailed to Charter and TWC stockholders on or about [], 2015.

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ADDITIONAL INFORMATION

The accompanying document is the joint proxy statement of TWC and Charter for the special meetings of stockholders of each of TWC and Charter and the prospectus of New Charter for its shares of New Charter Class A common stock to be issued to TWC and Charter stockholders as consideration in the mergers. The accompanying joint proxy statement/prospectus incorporates important business and financial information about Charter and TWC from documents that are not included in or delivered with the accompanying joint proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain documents incorporated by reference into the accompanying joint proxy statement/prospectus (other than certain exhibits or schedules to these documents) by requesting them in writing or by telephone from Charter or TWC at the following addresses and telephone numbers:

Charter Communications, Inc.	Time Warner Cable Inc.
400 Atlantic Street	60 Columbus Circle
Stamford, Connecticut 06901	New York, New York 10023
Attention: Investor Relations	Attention: Investor Relations
Telephone: (203) 905-7801	Telephone: (877) 446-3689

In addition, if you have questions about the mergers, the other transactions described above or the accompanying joint proxy statement/prospectus, would like additional copies of the accompanying joint proxy statement/prospectus or need to obtain proxy cards or other information related to the proxy solicitation, please contact MacKenzie Partners, Inc., the proxy solicitor for TWC, toll-free at (800) 322-2885 or collect at (212) 929-5500, or Innisfree M&A Incorporated, the proxy solicitor for Charter, toll-free at (888) 750-5834 or collect at (212) 750-5833. You will not be charged for any of these documents that you request.

If you would like to request documents, please do so no later than five business days before the date of Charter's special meeting of stockholders (which meeting is to be held on [], 2015) or five business days before the date of TWC's special meeting of stockholders (which meeting is to be held on [], 2015), as applicable.

See "Where You Can Find More Information," beginning on page [] of the accompanying joint proxy statement/prospectus for further information.

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**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS OF
CHARTER COMMUNICATIONS, INC.**

TO BE HELD ON [], 2015

To the Stockholders of Charter Communications, Inc.:

NOTICE IS HEREBY GIVEN of a special meeting of stockholders of Charter Communications, Inc., a Delaware corporation (Charter), which will be held on [], 2015, at [], at [], local time, for the following purposes:

to consider and vote on a proposal to approve the adoption of the Agreement and Plan of Mergers, dated as of May 23, 2015 (as may be amended, the merger agreement), among Charter, Time Warner Cable Inc. (TWC), CCH I, LLC (New Charter), Nina Corporation I, Inc., Nina Company II, LLC (Merger Subsidiary Two) and Nina Company III, LLC (Merger Subsidiary Three), pursuant to which, among other things, (i) TWC will be merged with and into Merger Subsidiary Two, with Merger Subsidiary Two continuing as the surviving entity and a wholly owned subsidiary of New Charter and (ii) Charter will be merged with and into Merger Subsidiary Three, with Merger Subsidiary Three continuing as the surviving entity and a wholly owned subsidiary of New Charter (we refer to this proposal as the Charter merger proposal);

to consider and vote on a proposal to approve the issuance of Class A common stock, par value \$0.001 per share, of New Charter in connection with the mergers contemplated by the merger agreement (the TWC transactions) (we refer to this proposal as the TWC transactions stock issuance proposal);

to consider and vote on a proposal to approve the issuance of (i) a newly created Class B common stock, par value \$0.001 per share, of New Charter or Charter, as applicable, and (ii) common units and preferred units of Charter Communications Holdings, LLC (including shares of Class A common stock of New Charter or Charter, as applicable, which may be issued upon conversion or exchange of such common units or preferred units), in each case in connection with the transactions contemplated by the contribution agreement with Advance/Newhouse Partnership (A/N) (we refer to this proposal as the BHN transactions stock issuance proposal and together with the TWC transactions stock issuance proposal, the stock issuances proposals);

to consider and vote on a proposal to approve the stockholders agreement with A/N and Liberty Broadband Corporation (Liberty Broadband) (including the issuance of shares of New Charter or Charter Class A common stock to Liberty Broadband thereunder), the investment agreement with Liberty Broadband (including the issuance of New Charter Class A common stock to Liberty Broadband thereunder), the contribution agreement with Liberty Broadband and Liberty Interactive Corporation (Liberty Interactive) and other transactions contemplated by the merger agreement and the foregoing agreements with Liberty Broadband and Liberty Interactive, as required by Charter 's existing certificate of incorporation (we refer to this proposal as the Liberty transactions proposal);

to consider and vote on a proposal to approve the adoption of the amended and restated certificate of incorporation (which will include the creation of the new class of Class B common stock of New Charter or Charter, as applicable) that will either be the amended and restated certificate of incorporation of New Charter if the TWC transactions are consummated or the amended and restated certificate of incorporation of Charter if the TWC transactions are not consummated but the transactions with A/N are consummated (we refer to this proposal as the general certificate of incorporation proposal);

to consider and vote on a proposal to approve separately a feature of the amended and restated certificate of incorporation of New Charter or Charter, as applicable, that will provide that the special approval requirements for certain business combination transactions contained in Article Eighth of Charter s existing certificate of incorporation will only be effective upon the termination of the contribution agreement with A/N and will not apply to any transaction agreed or consummated prior to such time (we refer to this proposal as the certificate of incorporation feature proposal 1);

to consider and vote on a proposal to approve separately a feature of the amended and restated certificate of incorporation of New Charter or Charter, as applicable, that will set forth the size and composition requirements for the board of directors that are required by the stockholders agreement

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with Liberty Broadband and A/N (we refer to this proposal as the certificate of incorporation feature proposal 2);

to consider and vote on a proposal to approve separately a feature of the amended and restated certificate of incorporation of New Charter or Charter, as applicable, that will specify standards for decisions by the board of directors that are required by the stockholders agreement with Liberty Broadband and A/N (we refer to this proposal as the certificate of incorporation feature proposal 3);

to consider and vote on a proposal to approve separately a feature of the amended and restated certificate of incorporation of New Charter or Charter, as applicable, that will provide for certain voting restrictions on Liberty Broadband and A/N as required by the stockholders agreement with Liberty Broadband and A/N (we refer to this proposal as the certificate of incorporation feature proposal 4, and together with the general certificate of incorporation proposal and the certificate of incorporation feature proposals 1, 2 and 3, the certificate of incorporation proposals); and

to consider and vote on a proposal to approve, on an advisory (non-binding) basis, certain specified compensation that will or may be paid by Charter to its named executive officers in connection with the transactions (we refer to this proposal as the Charter advisory compensation proposal).

Copies of the merger agreement, contribution agreement with A/N, stockholders agreement with Liberty Broadband and A/N, Liberty investment agreement, Liberty contribution agreement and the proposed amended and restated certificate of incorporation are attached as Annexes A, B, C, D, E and G, respectively, to the joint proxy statement/prospectus accompanying this notice.

Charter will transact no other business at the special meeting, except such business as may properly be brought before the special meeting or any adjournment or postponement thereof and set forth in the notice for such special meeting or any adjournment or postponement thereof in accordance with Charter's bylaws.

The Charter board of directors has fixed the close of business on [], 2015 as the record date for the special meeting or any adjournment or postponement of the Charter special meeting. Only Charter stockholders of record as of the record date are entitled to receive notice of, and to vote at, the special meeting or any adjournment or postponement thereof. A complete list of such stockholders will be available for inspection by any Charter stockholder for any purpose germane to the special meeting during ordinary business hours for the 10 days preceding the special meeting at Charter's offices at the address on this notice. The eligible Charter stockholder list will also be available at the special meeting for examination by any stockholder present at such meeting.

The Charter board of directors unanimously recommends that Charter stockholders vote FOR the approval of the Charter merger proposal, FOR the approval of each of the stock issuances proposals, FOR the approval of the Liberty transactions proposal, FOR the approval of each of the certificate of incorporation proposals and FOR the Charter advisory compensation proposal.

Your vote is very important. Whether or not you expect to attend the special meeting in person, to ensure your representation at the special meeting, we urge you to authorize the individuals named on your proxy card to vote your shares as promptly as possible by (1) accessing the Internet site listed on the proxy card, (2) calling the toll-free number listed on the proxy card or (3) submitting your proxy card by mail by using the provided self-addressed, stamped envelope. If you hold your shares in street name, you should instruct your broker how to vote your shares in

accordance with your voting instruction form. Charter stockholders may revoke their proxy in the manner described in the accompanying proxy statement/prospectus before it has been voted at the special meeting.

By order of the Board of Directors,

Richard R. Dykhouse

Executive Vice President, General Counsel and Corporate Secretary

[], 2015

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NOTICE OF SPECIAL MEETING OF STOCKHOLDERS OF

TIME WARNER CABLE INC.

TO BE HELD ON [], 2015

To the Stockholders of Time Warner Cable Inc.:

A special meeting of stockholders of Time Warner Cable Inc., a Delaware corporation (TWC), will be held on [], 2015, at [], located at [], at [], local time, for the following purposes:

to consider and vote on a proposal to approve the adoption of the Agreement and Plan of Mergers, dated as of May 23, 2015 (as may be amended, the merger agreement), among TWC, Charter Communications, Inc., CCH I, LLC (New Charter), Nina Corporation I, Inc. (Merger Subsidiary One), Nina Company II, LLC (Merger Subsidiary Two) and Nina Company III, LLC, pursuant to which, among other things, (i) Merger Subsidiary One will be first merged with and into TWC, with TWC continuing as the surviving corporation, and (ii) immediately thereafter TWC will be merged with and into Merger Subsidiary Two, with Merger Subsidiary Two continuing as the surviving entity and a wholly owned subsidiary of New Charter; and

to consider and vote on a proposal to approve, on an advisory (non-binding) basis, certain specified compensation that will or may be paid by TWC to its named executive officers in connection with the mergers.

A copy of the merger agreement is attached as Annex A to the joint proxy statement/prospectus accompanying this notice.

The TWC board of directors has fixed the close of business on [], 2015 as the record date for determination of the stockholders entitled to vote at the TWC special meeting or any adjournment or postponement of the TWC special meeting. Only stockholders of record as of the record date are entitled to notice of, and to vote at, the TWC special meeting or any adjournment or postponement of the TWC special meeting. A complete list of stockholders entitled to vote at the TWC special meeting will be available for a period of ten days prior to the TWC special meeting at the offices of TWC, located at 60 Columbus Circle, New York, New York 10023 for inspection by any stockholder, for any purpose germane to the TWC special meeting, during usual business hours. The stockholder list also will be available at the TWC special meeting for examination by any stockholder present at the TWC special meeting. In accordance with TWC s bylaws, the TWC special meeting may be adjourned by the Chairman of the meeting.

If you would like to attend the TWC special meeting, because of security procedures, you will need to register in advance to gain admission to the TWC special meeting. You can register by calling (866) 892-8925 toll-free or sending an email with your name and address to: ir@twcable.com by [], 2015. In addition to registering in advance, you will be required to present government issued identification (e.g., driver s license or passport) to enter the meeting. The meeting also will be audiocast live on the Internet at www.twc.com/investors. You may not appoint more than three persons to act as your proxy at the meeting.

If you are a beneficial owner of TWC common stock held in street name, meaning that your shares are held by a broker, bank, nominee or other holder of record, as of the record date, in addition to proper identification, you will also need to provide proof of ownership as of the record date to be admitted to the TWC special meeting. A brokerage

statement or letter from a bank or broker are examples of proof of ownership. If you want to vote your shares of TWC common stock held in street name in person at the TWC special meeting, you will have to obtain a legal proxy in your name from the broker, bank, nominee or other holder of record who holds your shares.

The TWC board of directors unanimously recommends that TWC stockholders vote FOR the adoption of the merger agreement and FOR the TWC advisory compensation proposal.

By order of the Board of Directors,

Marc Lawrence-Apfelbaum

Executive Vice President, General Counsel and Secretary

New York, New York

[], 2015

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A/N means Advance/Newhouse Partnership, a New York partnership.

Bright House or BHN means Bright House Networks, LLC, a Delaware limited liability company.

BHN contribution agreement means the Contribution Agreement, dated March 31, 2015, by and among Charter, New Charter, A/N, A/NPC Holdings LLC, and Charter Holdings, as amended on May 23, 2015 and as it may be further amended. A copy of the BHN contribution agreement is attached as Annex B to this joint proxy statement/prospectus.

BHN/Liberty stockholders agreement means the Second Amended and Restated Stockholders Agreement, dated as of May 23, 2015, by and among, Liberty Broadband, A/N, New Charter and Charter, as amended from time to time. A copy of the BHN/Liberty stockholders agreement is attached as Annex C to this joint proxy statement/prospectus.

BHN transactions means the transactions contemplated by the BHN contribution agreement.

Charter means Charter Communications, Inc., a Delaware corporation.

Charter Class A common stock means the Class A Common Stock, par value \$0.001 per share, of Charter.

Charter Holdings means Charter Communications Holdings, LLC, a wholly owned subsidiary of Charter.

Code means the Internal Revenue Code of 1986, as amended.

Communications Act means the Communications Act of 1934, as amended, together with the rules and regulations promulgated thereunder.

DGCL means the Delaware General Corporation Law.

DOJ means the United States Department of Justice.

Exchange Act means the Securities Exchange Act of 1934, as amended, together with the rules and regulations promulgated thereunder.

FCC means the Federal Communications Commission.

first merger means the merger of Merger Subsidiary One with and into TWC, with TWC continuing as the surviving corporation. The first merger is also referred to in the merger agreement as the First Company Merger.

HSR Act means the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended.

IRS means the U.S. Internal Revenue Service or any successor thereto, including its agents, representatives and attorneys.

Liberty agreements means the Liberty contribution agreement, the Liberty investment agreement and the BHN/Liberty stockholders agreement.

Liberty Broadband means Liberty Broadband Corporation, a Delaware corporation.

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Liberty contribution agreement means the Contribution Agreement, dated as of May 23, 2015, by and among Charter, New Charter, Merger Subsidiary One, Liberty Broadband and Liberty Interactive, as amended from time to time. A copy of the Liberty contribution agreement is attached as Annex E to this joint proxy statement/prospectus.

Liberty Interactive means Liberty Interactive Corporation, a Delaware corporation.

Liberty investment agreement means the Investment Agreement, dated as of May 23, 2015, by and among Charter, New Charter and Liberty Broadband, as amended from time to time. A copy of the Liberty investment agreement is attached as Annex D to this joint proxy statement/prospectus.

Liberty transactions means the agreements and transactions contemplated by the Liberty agreements, including (i) the issuance of shares of New Charter or Charter Class A common stock to Liberty Broadband pursuant to the Liberty investment agreement and/or the BHN/Liberty stockholders agreement, and (ii) the contribution by Liberty Broadband and Liberty Interactive of their respective shares of TWC common stock to Merger Subsidiary One pursuant to the Liberty contribution agreement and the receipt as part of the mergers of shares of New Charter Class A common stock, as described under Other Agreements BHN/Liberty Stockholders Agreement, Other Agreements Liberty Investment Agreement and Other Agreements Contribution Agreement.

merger agreement means the Agreement and Plan of Mergers, dated as of May 23, 2015, by and among Charter, New Charter, Merger Subsidiary One, Merger Subsidiary Two, Merger Subsidiary Three and TWC, as amended from time to time. A copy of the merger agreement is attached as Annex A to this joint proxy statement/prospectus.

Merger Subsidiary One means Nina Corporation I, Inc., a Delaware corporation.

Merger Subsidiary Two means Nina Company II, LLC, a Delaware limited liability company and wholly owned subsidiary of New Charter.

Merger Subsidiary Three means Nina Company III, LLC, a Delaware limited liability company and wholly owned subsidiary of Merger Subsidiary Two.

mergers means the first merger, the second merger and the third merger.

New Charter means CCH I, LLC, a Delaware limited liability company and wholly owned subsidiary of Charter, which will be converted into a Delaware corporation in accordance with Section 265 of the DGCL and renamed Charter Communications, Inc. immediately prior to the consummation of the mergers. After giving effect to the mergers, New Charter will be the new public company that will hold the operations of the combined companies (TWC and Charter and, if the BHN transactions are consummated, Bright House).

New Charter Class A common stock means the Class A common stock, par value \$0.001 per share, of New Charter.

Option A Base Exchange Ratio means 0.5409.

Option B Base Exchange Ratio means 0.4562.

Option A Effective Exchange Ratio means the product of the Option A Base Exchange Ratio (0.5409) multiplied by the Parent Merger Exchange Ratio (0.9042).

Option B Effective Exchange Ratio means the product of the Option B Base Exchange Ratio (0.4562) multiplied by the Parent Merger Exchange Ratio (0.9042).

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Option A Election means the option to receive \$100 in cash and shares of New Charter based on the Option A Effective Exchange Ratio.

Option B Election means the option to receive \$115 in cash and shares of New Charter based on the Option B Effective Exchange Ratio.

Parent Merger Exchange Ratio means 0.9042.

SEC means the U.S. Securities and Exchange Commission.

second merger means the merger of TWC with and into Merger Subsidiary Two, with Merger Subsidiary Two continuing as the surviving entity. The second merger is also referred to in the merger agreement as the Second Company Merger.

Securities Act means the Securities Act of 1933, as amended, together with the rules and regulations promulgated thereunder.

third merger means the merger of Charter with and into Merger Subsidiary Three, with Merger Subsidiary Three continuing as the surviving entity. The third merger is also referred to in the merger agreement as the Parent Merger.

TWC means Time Warner Cable Inc., a Delaware corporation.

TWC transactions means the mergers, the other transactions contemplated by the merger agreement and the transactions contemplated by the Liberty investment agreement and the Liberty contribution agreement.

voting agreement means the Voting Agreement, dated as of May 23, 2015, by and between TWC and Liberty Broadband, as amended from time to time. A copy of the voting agreement is attached as Annex F to this joint proxy statement/prospectus.

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QUESTIONS AND ANSWERS ABOUT THE MERGERS, THE LIBERTY TRANSACTIONS, THE BHN TRANSACTIONS AND THE MATTERS TO BE ADDRESSED AT THE SPECIAL MEETINGS

*The following questions and answers are intended to address briefly some commonly asked questions regarding the mergers, the Liberty transactions, the BHN transactions and the matters to be addressed at the special meetings. These questions and answers may not address all questions that may be important to TWC or Charter stockholders. To better understand these matters, and for a description of the legal terms governing the mergers, the Liberty transactions and the BHN transactions you should carefully read this entire joint proxy statement/prospectus, including the attached annexes, as well as the documents that have been incorporated by reference into this joint proxy statement/prospectus. See *Where You Can Find More Information* in this joint proxy statement/prospectus.*

Q: Why am I receiving this document?

A: Charter and TWC have agreed to a series of mergers, pursuant to which both Charter and TWC will become wholly owned subsidiaries of New Charter, which is currently a wholly owned subsidiary of Charter. The three mergers described in this joint proxy statement/prospectus are intended to facilitate the combination of Charter and TWC, as well as the completion of the BHN transactions. Following the mergers, Charter and TWC will no longer be publicly held corporations and New Charter will be the only publicly held corporation. In addition, following the completion of the mergers, Charter expects to complete the BHN transactions, pursuant to which A/N will contribute the membership interests in BHN and any other assets (other than certain excluded assets) primarily related to BHN's business to Charter Holdings in exchange for cash, common and preferred units of Charter Holdings (which are exchangeable or convertible in certain circumstances for New Charter Class A common stock) and one share of a new class of New Charter common stock (Class B common stock) with voting rights generally intended to reflect A/N's economic interests in New Charter and Charter Holdings. The mergers are not conditioned upon completion of the BHN transactions (including the stock issuance to A/N). The mergers and the BHN transactions are subject to separate conditions, and the mergers may be completed whether or not the BHN transactions are ultimately consummated. The consummation of the BHN transactions is conditioned on the completion of the mergers. However, if the mergers are not completed, Charter and A/N may still be obligated to complete the BHN transactions, as described under *The BHN Contribution Agreement* if the tail condition (which is described in greater detail under *The BHN Contribution Agreement* *Conditions to the Completion of the Contribution*) is satisfied. **There can be no assurance that the BHN transactions will be completed if the mergers are not completed.**

In order to satisfy the conditions to the completion of the mergers, Charter and TWC stockholders must vote to approve the adoption of the merger agreement and Charter stockholders must vote to approve the stock issuances in connection with the transactions contemplated by the merger agreement, the Liberty investment agreement and the BHN/Liberty stockholders agreement, the Liberty transactions and the amended and restated certificate of incorporation, as described in this joint proxy statement/prospectus.

In order to satisfy the conditions to the completion of the BHN transactions, Charter stockholders must vote to approve the stock issuances in connection with the transactions contemplated by the BHN/Liberty stockholders agreement and the BHN contribution agreement, certain Liberty transactions (including the provisions of the BHN/Liberty stockholders agreement) and the amended and restated certificate of incorporation, as described in this joint proxy statement/prospectus.

TWC is holding a special meeting of stockholders, which is referred to in this joint proxy statement/prospectus as the TWC special meeting, in order to obtain the stockholder approval necessary to complete the mergers. TWC stockholders will also be asked to approve, on an advisory (non-binding) basis, certain specified compensation that will or may be paid by TWC to its named executive officers in connection with the mergers.

Charter is holding a special meeting of stockholders, which is referred to in this joint proxy statement/prospectus as the Charter special meeting, in order to obtain the stockholder approval necessary to complete

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the mergers, the Liberty transactions and the BHN transactions. In addition, Charter stockholders will also be asked to approve, on an advisory (non-binding) basis, certain specified compensation that will or may be paid by Charter to its named executive officers in connection with the mergers.

This document is being delivered to you as both a joint proxy statement of TWC and Charter and a prospectus of New Charter in connection with the mergers, the BHN transactions and the Liberty transactions. It is the proxy statement by which the TWC board of directors is soliciting proxies from TWC stockholders to vote at the TWC special meeting, or at any adjournment or postponement of the TWC special meeting, on the matters described in this joint proxy statement/prospectus. It is also the proxy statement by which the Charter board of directors is soliciting proxies from Charter stockholders to vote at the Charter special meeting, or at any adjournment or postponement of the Charter special meeting, on the matters described in this joint proxy statement/prospectus, including in connection with the mergers, the Liberty transactions and the BHN transactions. In addition, this document is the prospectus by which New Charter will issue shares of New Charter Class A common stock to TWC and Charter stockholders in the mergers.

Your vote is important. We encourage you to vote as soon as possible.

Q: What will TWC stockholders receive in the mergers?

A: If the first merger and the second merger are completed, after giving effect to the first and second mergers and application of the Option A Base Exchange Ratio or the Option B Base Exchange Ratio described in this joint proxy statement/prospectus, each share of TWC common stock outstanding immediately prior to the completion of the first merger (other than certain shares, as described below) will effectively be converted into the right to receive either (at the election of the holder thereof):

\$100 in cash and shares of New Charter Class A common stock equivalent to 0.5409 shares of Charter Class A common stock (the Option A Election); or

\$115 in cash and shares of New Charter Class A common stock equivalent to 0.4562 shares of Charter Class A common stock (the Option B Election).

However, the actual number of shares of New Charter Class A common stock that TWC stockholders (except as described below) will be entitled to receive will be calculated by multiplying the exchange ratios of 0.5409 (which is the Option A Base Exchange Ratio) or 0.4562 (which is the Option B Base Exchange Ratio) specified above by 0.9042 (which is the Parent Merger Exchange Ratio), which will also be the exchange ratio that will be used to determine the number of shares of New Charter Class A common stock that Charter stockholders will be entitled to receive per share of Charter Class A common stock in the third merger as described below. Therefore, the application of the Parent Merger Exchange Ratio to the stock portion of the merger consideration to be received by the TWC stockholders will not impact the aggregate value represented by the shares of New Charter Class A common stock to be received by TWC stockholders upon completion of the mergers. The foregoing calculations and mechanics are described in greater detail under The Merger Agreement Merger Consideration. In addition, TWC stockholders (except as described below) will receive cash in lieu of any fractional share of TWC common stock as a result of the mergers, as described under The Merger Agreement Fractional Shares. Shares of TWC common stock held by TWC as treasury stock, held by direct or indirect wholly owned subsidiaries of TWC or Charter (other than Merger Subsidiary One) or

held by Liberty Broadband or Liberty Interactive will not receive the foregoing merger consideration. Liberty Broadband and Liberty Interactive will only receive shares of New Charter Class A common stock as a result of the three mergers, subject to the terms of the Liberty contribution agreement as described in more detail under Other Agreements Liberty Contribution Agreement.

Based on the closing price of a share of Charter Class A common stock on NASDAQ on May 20, 2015, the trading day on which Charter's offer to merge with TWC was based, the merger consideration payable to TWC stockholders represented approximately \$195.71 in value for each share of TWC common stock, or approximately \$200 in value for each share of TWC common stock based on the 60-trading day volume

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weighted average price of Charter Class A common stock ending on such date. Based on the closing price of a share of Charter Class A common stock on NASDAQ on [], 2015, the most recent practicable trading day prior to the date of this joint proxy statement/prospectus, the merger consideration payable to TWC stockholders represented approximately \$[] in value for each share of TWC common stock in the case of the Option A Election or approximately \$[] in value for each share of TWC common stock in the case of the Option B Election. **Because New Charter will issue a fixed number of shares of New Charter Class A common stock in exchange for each share of TWC common stock, the total value of the merger consideration that TWC stockholders will receive in the mergers will depend on the market price of shares of New Charter Class A common stock at the time the mergers are completed. The market price of shares of New Charter Class A common stock when TWC stockholders receive those shares after the mergers are completed could be greater than, less than or the same as the market price of equivalent shares of Charter Class A common stock on the date of this joint proxy statement/prospectus or at the time of the TWC special meeting.**

Q: How do TWC stockholders elect between the two merger consideration options?

A: A form of election, which will be mailed to each holder of record of TWC common stock as of the close of business on the election form record date (as defined below), as well as to stockholders who purchase shares of TWC common stock subsequent to such date and prior to the election deadline (as defined below), if any, will allow record holders of TWC common stock to elect between the two merger consideration options in respect of each share of TWC common stock that they hold.

The election deadline will be 5:00 p.m., local time (in the city in which the exchange agent is located) on the date that Charter and TWC agree is 5 business days prior to the expected closing date. Charter and TWC will publicly announce the anticipated election deadline not more than 20 business days before, and at least 5 business days prior to, the election deadline.

TWC will mail a form of election not less than 20 business days prior to the anticipated election deadline. The election form record date will be the 10th business day prior to the mailing record date.

Q: What do TWC stockholders receive if they do not elect between the two merger consideration options?

A: If a TWC stockholder does not make or submit an election to receive one of the two merger consideration options, such TWC stockholder will only be entitled to receive the merger consideration pursuant to the Option A Election.

Q: What will happen to the shares of TWC common stock held in the TWC Savings Plan?

A: The trust relating to the TWC Savings Plan (the TWC Savings Plan) holds shares of TWC common stock (the Stock Fund). As of the date of this document, such shares are expected to convert into a mix of cash and New Charter Class A common stock as elected in connection with the mergers. The administrator of the TWC Savings Plan will provide TWC Savings Plan participants invested in the Stock Fund all required information regarding

the method and effect of the conversion and election related to the mergers.

Q: What will Charter stockholders receive in the mergers?

A: If the mergers are completed, each share of Charter Class A common stock outstanding immediately prior to the completion of the third merger will be converted into the right to receive 0.9042 shares of New Charter Class A common stock. In addition, Charter stockholders will receive cash in lieu of any fractional shares of New Charter Class A common stock as a result of the mergers, as described under Merger Agreement Fractional Shares. The three mergers described in this joint proxy statement/prospectus, including the merger of Charter and Merger Subsidiary Three, are intended to facilitate the combination of TWC and Charter, as well as the completion of the BHN transactions. The Parent Merger Exchange Ratio will also be

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applied to the stock portion of the merger consideration to be received by the TWC stockholders and, therefore the exchange of shares of Charter for New Charter as described above will not impact the aggregate value represented by the shares of New Charter Class A common stock to be received by stockholders of Charter upon completion of the mergers.

Q: As a current employee and holder of options issued by TWC to purchase shares of TWC common stock, or a holder of TWC restricted stock units, what will I receive in the mergers?

A: Upon the completion of the second merger, each outstanding option awarded by TWC, whether or not exercisable or vested (but excluding any options held by a former employee of TWC, as described in the immediately succeeding answer), to purchase shares of TWC common stock will be converted into an option to purchase the number of shares of New Charter Class A common stock equal to the product of (x) the number of shares of TWC common stock subject to such option immediately prior to the completion of the first merger multiplied by (y) the Stock Award Exchange Ratio (as defined below), with any fractional shares rounded down to the next lower whole share of New Charter Class A common stock. The exercise price per share of New Charter Class A common stock for such option will be equal to the quotient of (i) the exercise price per share of such option immediately prior to the completion of the first merger divided by (ii) the Stock Award Exchange Ratio, rounded up to the nearest whole cent. Such converted options will be subject to the same terms and conditions as were applicable to the corresponding TWC options immediately prior to the completion of the first merger. The Stock Award Exchange Ratio is determined based on the value a stockholder of TWC who made the Option A Election would receive upon the completion of the mergers. Accordingly, in the merger agreement, Stock Award Exchange Ratio is defined generally as the sum of (i) the product of (A) the Option A Base Exchange Ratio multiplied by (B) the Parent Merger Exchange Ratio and (ii) the product of (A) the quotient of (I) \$100 divided by (II) the volume weighted average per-share price of Charter Class A common stock during the ten full trading days ending on (and including) the trading day preceding the closing date, multiplied by (B) the Parent Merger Exchange Ratio.

Upon the completion of the second merger, each outstanding TWC employee restricted stock unit award (but excluding any such units held by a current or former non-employee director or a former employee of TWC, as described in the immediately succeeding answer), will be converted into the right to acquire the number of shares of New Charter Class A common stock equal to the product of (x) the number of shares of TWC common stock underlying such award immediately prior to the completion of the first merger multiplied by (y) the Stock Award Exchange Ratio, with any fractional shares rounded down to the next lower whole share of New Charter Class A common stock. Such converted restricted stock units will be subject to the same terms and conditions as applied to the corresponding award immediately prior to the completion of the first merger.

See The Merger Agreement Treatment of TWC Equity Awards.

Q: As a former employee and holder of options issued by TWC to purchase shares of TWC common stock or TWC restricted stock units, or as a non-employee director and holder of TWC deferred stock units, what will I receive in the mergers?

A: Upon the completion of the second merger, each outstanding option awarded by TWC held by a former employee of TWC, whether or not exercisable or vested, to purchase shares of TWC common stock will be cancelled, and

TWC will pay such former employee an amount in cash computed by first determining the number of shares of New Charter Class A common stock to which such former employee would be entitled as if his or her stock options were converted in accordance with the preceding answer, and then multiplying such number by the excess of (i) the quotient of (A) the closing price of a share of Charter Class A common stock on the trading day immediately preceding the first merger, divided by (B) the Parent Merger Exchange Ratio (such quotient, the Charter Adjusted Closing Price) over (ii) the exercise price per share of such option (determined in accordance with the preceding answer). All options held by a former employee of

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TWC that have a converted per share exercise price equal to or exceeding the Charter Adjusted Closing Price will be immediately cancelled without any right to consideration. All cash payments will be reduced by applicable withholding taxes.

Upon completion of the second merger, each TWC restricted stock unit award (which includes deferred stock units held by non-employee directors) held by (x) a current or former non-employee director or (y) a former employee of TWC will be cancelled, and TWC will pay such holder an amount in cash computed by first determining the number of shares of New Charter Class A common stock to which such person would be entitled if his or her stock units were converted in accordance with the preceding answer, and then multiplying such number by the Charter Adjusted Closing Price. All cash payments will be reduced by applicable withholding taxes.

If any restricted stock unit held by a former employee is subject to 409A of the Code and such former employee is also a specified individual within the meaning of Section 409A of the Code, then no cash payment will be made in respect of such award and instead such award will be converted as set forth above.

See The Merger Agreement Treatment of TWC Equity Awards.

Q: As a holder of options issued by Charter to purchase shares of Charter Class A common stock, or a holder of Charter restricted stock awards or restricted stock units, what will I receive in the mergers?

A: Upon completion of the third merger, each outstanding option, whether or not exercisable or vested, to purchase shares of Charter Class A common stock will be converted into an option to purchase the number of shares of New Charter Class A common stock equal to the product of (x) the number of shares of Charter Class A common stock subject to such option immediately prior to the completion of the third merger multiplied by (y) the Parent Merger Exchange Ratio, with any fractional shares rounded down to the next lower whole share of New Charter Class A common stock. The exercise price per share of New Charter Class A common stock will be equal to the quotient of (i) the exercise price of such option immediately prior to the completion of the third merger divided by (ii) the Parent Merger Exchange Ratio, rounded up to the nearest whole cent. Such converted options will be subject to the same terms and conditions as applied to the corresponding options immediately prior to completion of the third merger.

Upon completion of the third merger, each outstanding Charter restricted stock award will be converted into an award with respect to the number of shares of New Charter Class A common stock equal to the product of (x) the number of shares of Charter Class A common stock underlying such award immediately prior to completion of the third merger multiplied by (y) the Parent Merger Exchange Ratio, with any fractional shares rounded down to the next lower whole share of New Charter Class A common stock. Such converted restricted stock awards will be subject to the same terms and conditions as applied to the corresponding awards immediately prior to completion of the third merger.

Upon completion of the third merger, each outstanding Charter restricted stock unit, whether or not vested, will be converted into the right to acquire the number of shares of New Charter Class A common stock equal to the product of (x) the number of shares of Charter Class A common stock underlying such unit immediately prior to completion of the third merger multiplied by (y) the Parent Merger Exchange Ratio, with any fractional shares rounded down to the next lower whole share of New Charter Class A common stock. Such converted restricted stock units will be subject to the same terms and conditions as applied to the corresponding units immediately prior to completion of the third merger.

Q: What happens if the mergers are not completed?

A: If the mergers are not completed for any reason, TWC stockholders will not receive any consideration for their shares of TWC common stock. Instead, TWC will remain an independent public company and its common stock will continue to be listed and traded on the New York Stock Exchange.

The consummation of the BHN transactions is conditioned on the completion of the mergers. However, if the mergers are not completed, Charter and A/N may still be obligated to complete the BHN transactions in

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certain circumstances, as described under The BHN Contribution Agreement if the tail condition (which is described in greater detail under The BHN Contribution Agreement Conditions to the Completion of the Contribution) is satisfied. **There can be no assurance that the BHN transactions will be completed if the mergers are not completed.**

Q: What are TWC stockholders being asked to vote on?

A: TWC stockholders are being asked to vote on the following proposals:

to approve the adoption of the merger agreement, pursuant to which, among other things, (i) Merger Subsidiary One will be first merged with and into TWC, with TWC continuing as the surviving corporation, and (ii) immediately thereafter TWC will be merged with and into Merger Subsidiary Two, with Merger Subsidiary Two continuing as the surviving entity and a wholly owned subsidiary of New Charter (we refer to this proposal as the TWC mergers proposal); and

to approve, on an advisory (non-binding) basis, certain specified compensation that will or may be paid by TWC to its named executive officers in connection with the mergers (we refer to this proposal as the TWC advisory compensation proposal).

The approval of the adoption of the merger agreement by TWC stockholders is a condition to the obligations of TWC, Charter and New Charter to complete the mergers. The approval of the TWC advisory compensation proposal is not a condition to the obligations of TWC, Charter or New Charter to complete the mergers.

Q: Does the TWC board of directors recommend that TWC stockholders adopt the merger agreement?

A: Yes. The TWC board of directors unanimously determined that the merger agreement, the first merger, the second merger and the other transactions contemplated by the merger agreement are fair to and in the best interests of TWC's stockholders and unanimously approved and declared advisable the merger agreement, the first merger, the second merger and the other transactions contemplated by the merger agreement. **The TWC board of directors unanimously recommends that TWC stockholders vote FOR the approval of the adoption of the merger agreement at the TWC special meeting.** See The Transactions TWC's Reasons for the Mergers; Recommendation of the TWC Board of Directors.

Q: What is the specified compensation and why are TWC stockholders being asked to vote on it?

A: The SEC has adopted rules that require TWC to seek an advisory (non-binding) vote on certain specified compensation that is tied to or based on the mergers and that will or may be paid by TWC to its named executive officers in connection with the mergers. This proposal is referred to in this joint proxy statement/prospectus as the TWC Proposals TWC Advisory Compensation Proposal.

Q: Does the TWC board of directors recommend that TWC stockholders approve the TWC advisory compensation proposal?

A: Yes. The TWC board of directors unanimously recommends that TWC stockholders vote FOR the TWC advisory compensation proposal. See TWC Proposal II: Advisory Vote On Certain Specified Compensation.

Q: What happens if the TWC advisory compensation proposal is not approved?

A: Approval of the TWC advisory compensation proposal is not a condition to completion of the mergers. The vote is an advisory (non-binding) vote. If the mergers are completed, TWC may pay the specified compensation to its named executive officers in connection with the mergers even if TWC stockholders fail to approve the TWC advisory compensation proposal.

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Q: What TWC stockholder vote is required for the approval of each proposal at the TWC special meeting, and what happens if I abstain?

A: The following are the vote requirements for the proposals of TWC:

TWC Mergers Proposal: The affirmative vote of holders of a majority of the outstanding shares of TWC common stock entitled to vote is required to adopt the merger agreement at the TWC special meeting at which a quorum is present. Accordingly, a TWC stockholder's abstention from voting, the failure of a TWC stockholder who holds his or her shares in street name through a broker, bank, nominee or other holder of record to give voting instructions to that broker, bank, nominee or other holder of record or a TWC stockholder's other failure to vote will have the same effect as a vote AGAINST the TWC mergers proposal.

TWC Advisory Compensation Proposal: The affirmative vote of a majority of the votes cast at the TWC special meeting at which a quorum is present by holders of shares of TWC common stock is required to approve, on an advisory (non-binding) basis, the TWC advisory compensation proposal. An abstention is not considered a vote cast. Accordingly, assuming a quorum is present, a TWC stockholder's abstention from voting, the failure of a TWC stockholder who holds his or her shares in street name through a broker, bank, nominee or other holder of record to give voting instructions to that broker, bank, nominee or other holder of record or a TWC stockholder's other failure to vote will have no effect on the TWC advisory compensation proposal.

Q: What constitutes a quorum for the TWC special meeting?

A: A majority of the votes entitled to be cast for each proposal being present in person or represented by proxy constitutes a quorum for such proposal at the TWC special meeting. Abstentions will be deemed present for the purpose of determining the presence of a quorum. Shares of TWC common stock held in street name with respect to which the beneficial owner fails to give voting instructions to the broker, bank, nominee or other holder of record will not be deemed present at the TWC special meeting for the purpose of determining the presence of a quorum.

Q: Who is entitled to vote at the TWC special meeting, and how many votes does each holder of TWC common stock have?

A: All holders of TWC common stock who held shares as of the record date for the TWC special meeting (the close of business on [], 2015) are entitled to receive notice of, and to vote at, the TWC special meeting, provided that those shares remain outstanding on the date of the TWC special meeting. As of the close of business on [], 2015, there were [] shares of TWC common stock outstanding. Each holder of TWC common stock is entitled to one vote for each share of TWC common stock owned as of the record date.

Q: When and where is the TWC special meeting?

A: The TWC special meeting will be held on [], 2015, at [], located at [], at [], local time.

Q: How do I vote my shares at the TWC special meeting?

A: Via the Internet or by Telephone

If you hold TWC shares directly in your name as a stockholder of record (that is, if your shares of TWC common stock are registered in your name with Computershare Shareowner Services, TWC's transfer agent), you may vote via the Internet at www.proxyvote.com or by telephone by calling the toll-free number on the back of your proxy card.

Votes submitted via the Internet or by telephone must be received by 11:59 p.m. (Eastern Time) on [], 2015.

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If you hold TWC shares in street name, meaning through a broker, bank, nominee or other holder of record, you may vote via the Internet or by telephone only if Internet or telephone voting is made available by your broker, bank, nominee or other holder of record. Please follow the voting instructions provided by your broker, bank, nominee or other holder of record with these materials.

By Mail

If you hold TWC shares directly in your name as a stockholder of record (that is, if your shares of TWC common stock are registered in your name with Computershare Shareowner Services, TWC's transfer agent), you will need to sign, date and mark your proxy card and return it using the postage-paid return envelope provided or return it to Vote Processing, c/o Broadridge Financial Solutions, Inc., 51 Mercedes Way, Edgewood, New York 11717. Broadridge Financial Solutions, Inc. must receive your proxy card no later than the close of business on [], 2015.

If you hold TWC shares in street name, meaning through a broker, bank, nominee or other holder of record, to vote by mail, you will need to sign, date and mark the voting instruction form provided by your broker, bank, nominee or other holder of record with these materials and return it in the postage-paid return envelope provided. Your broker, bank, nominee or other holder of record must receive your voting instruction form in sufficient time to vote your shares.

In Person

If you hold TWC shares directly in your name as a stockholder of record (that is, if your shares of TWC common stock are registered in your name with Computershare Shareowner Services, TWC's transfer agent), you may vote in person at the TWC special meeting. Stockholders of record also may be represented by another person at the TWC special meeting by executing a proper proxy designating that person and having that proper proxy be presented to the inspector of election with the applicable ballot at the TWC special meeting.

If you hold TWC shares in street name, meaning through a broker, bank, nominee or other holder of record, you must obtain a legal proxy from that institution and present it to the inspector of elections with your ballot to be able to vote in person at the TWC special meeting. To request a legal proxy, please contact your broker, bank, nominee or other holder of record.

Shares Held in TWC's 401(k) Plan

Under the provisions of the trust relating to the TWC Savings Plan, Fidelity Management Trust Company, as trustee, is required to request your confidential instructions as to how your proportionate interests in the shares of TWC common stock held in the Stock Fund under the TWC Savings Plan is to be voted at the TWC special meeting. Your instructions to Fidelity Management Trust Company will not be divulged or revealed to anyone at TWC. If Fidelity Management Trust Company does not receive your instructions on or prior to 5:00 p.m. (Eastern Time) via a voting instruction card or 11:59 p.m. (Eastern Time) via the Internet or by telephone on [], 2015, your interest will be voted at the TWC special meeting in the same proportion as other participants' interests in the TWC Savings Plan for which Fidelity Management Trust Company has received voting instructions.

Please carefully consider the information contained in this joint proxy statement/prospectus and, whether or not you plan to attend the TWC special meeting, vote via the Internet, by telephone or by mail so that your shares will be voted in accordance with your wishes even if you later decide not to attend the TWC special meeting.

We encourage you to register your vote via the Internet or by telephone. If you attend the TWC special meeting, you may also submit your vote in person, in which case any votes that you previously submitted whether via the Internet, by telephone or by mail will be superseded by the vote that you cast at the TWC special meeting. To vote in person at the TWC special meeting, beneficial owners who hold shares in street

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name through a broker, bank, nominee or other holder of record will need to contact the broker, bank, nominee or other holder of record to obtain a legal proxy to bring to the meeting. Whether your proxy is submitted via the Internet, by telephone or by mail, if it is properly completed and submitted, and if you do not revoke it prior to or at the TWC special meeting, your shares will be voted at the TWC special meeting in the manner set forth in this joint proxy statement/prospectus or as otherwise specified by you. Again, you may vote via the Internet or by telephone until 11:59 p.m. (Eastern Time) on [], 2015, or TWC's agent must receive your paper proxy card by mail no later than the close of business on [], 2015.

Q: If my shares of TWC common stock are held in street name, will my broker, bank, nominee or other holder of record automatically vote my shares for me?

A: No. If your shares of TWC common stock are held in street name, you must instruct the broker, bank, nominee or other holder of record on how to vote your shares. Your broker, bank, nominee or other holder of record will vote your shares only if you provide instructions on how to vote by filling out the voting instruction form sent to you by your broker, bank, nominee or other holder of record with this joint proxy statement/prospectus.

Q: How will my shares be represented at the TWC special meeting, and what will happen if I return my proxy card without indicating how to vote?

A: If you submit your proxy via the Internet, by telephone or by mail, the officers named on your proxy card will vote your shares in the manner you requested if you correctly submitted your proxy. If you sign your proxy card and return it without indicating how to vote on any particular proposal, the shares of TWC common stock represented by your proxy will be voted in favor of that proposal.

Q: Who may attend the TWC special meeting?

A: TWC stockholders as of the record date (the close of business on [], 2015), or their authorized representatives, may attend the TWC special meeting. If you would like to attend the meeting, because of security procedures, you will need to register in advance to gain admission to the TWC special meeting. You can register by calling (866) 892-8925 toll-free or sending an email with your name and address to: ir@twcable.com by [], 2015. In addition to registering in advance, you will be required to present government issued identification (e.g., driver's license or passport) to enter the meeting. The meeting also will be audiocast live on the Internet at www.twc.com/investors. You may not appoint more than three persons to act as your proxy at the meeting.

If you are a beneficial owner of shares of TWC common stock held in street name by a broker, bank, nominee or other holder of record as of the record date (the close of business on [], 2015), in addition to proper identification, you will also need proof of ownership as of the record date to be admitted to the TWC special meeting. A brokerage statement or letter from a bank or broker are examples of proof of ownership. If you want to vote your shares of TWC common stock held in street name in person at the TWC special meeting, you will have to obtain a legal proxy in your name from the broker, bank, nominee or other holder of record who holds your shares.

TWC stockholders may contact TWC's Investor Relations Department toll-free at (877) 446-3689 to obtain directions to the location of the TWC special meeting.

Q: What will happen if TWC stockholders abstain from voting, fail to vote or do not direct how to vote on their proxy?

A: Your vote is very important. The mergers cannot be completed unless TWC stockholders adopt the merger agreement.

For TWC stockholders, an abstention or failure to vote will have the same effect as a vote AGAINST the approval of the adoption of the merger agreement. In addition, if a TWC stockholder holds shares of TWC

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common stock in street name through a broker, bank, nominee or other holder of record and the stockholder does not give voting instructions to that broker, bank, nominee or other holder of record, that broker, bank, nominee or other holder of record will not be able to vote the shares on the approval of the adoption of the merger agreement, and such failure to give those instructions will have the same effect as a vote AGAINST the approval of the adoption of the merger agreement.

The TWC board of directors unanimously recommends that TWC stockholders vote FOR the approval of the adoption of the merger agreement.

Q. Can I revoke my proxy or change my voting instructions with respect to the TWC special meeting?

A: Yes. You may revoke your proxy or change your vote at any time before your proxy is voted at the TWC special meeting. If you are a stockholder of record as of the record date (the close of business on [], 2015), you can revoke your proxy or change your vote by:

sending a signed notice stating that you revoke your proxy to the General Counsel of TWC, at TWC's offices at 60 Columbus Circle, New York, New York 10023, Attention: General Counsel, that bears a date later than the date of the proxy you want to revoke and is received prior to the TWC special meeting;

submitting a valid, later-dated proxy by mail that is received prior to the TWC special meeting, or via the Internet or by telephone before 11:59 p.m. (Eastern Time) on [], 2015, if you are a TWC stockholder; or

attending the TWC special meeting (or, if the TWC special meeting is adjourned or postponed, attending the adjourned or postponed meeting) and voting in person, which will automatically cancel any proxy previously given, or revoking your proxy in person, but your attendance alone will not revoke any proxy previously given.

If you hold your shares in street name through a broker, bank, nominee or other holder of record, you must contact your brokerage firm, bank, nominee or other holder of record to change your vote or obtain a legal proxy to vote your shares if you wish to cast your vote in person at the TWC special meeting.

Q: What happens if I sell my TWC shares after the record date but before the TWC special meeting?

A: The record date for the TWC special meeting (the close of business on [], 2015) is earlier than the date of the TWC special meeting and earlier than the date that the mergers are expected to be completed. If you sell or otherwise transfer your shares of TWC common stock after the record date but before the date of the TWC special meeting, you will retain your right to vote at the TWC special meeting. However, you will not have the right to receive the applicable merger consideration to be received by TWC stockholders in the mergers. In order to receive the applicable merger consideration, you must hold your shares through completion of the mergers.

Q: What do I do if I receive more than one set of voting materials?

A: You may receive more than one set of voting materials, including multiple copies of this joint proxy statement/prospectus, the proxy card or the voting instruction form. This can occur if you hold your shares in more than one brokerage account, if you hold shares directly as a record holder and also in street name, or otherwise through another holder of record, and in certain other circumstances. In addition, if you are a holder of shares of both TWC common stock and Charter Class A common stock, you will receive one or more separate proxy cards or voting instruction cards for each company. If you receive more than one set of voting materials, please vote or return each set separately in order to ensure that all of your shares are voted.

Q: What if I hold shares in both TWC and Charter?

A: If you are both a TWC stockholder and a Charter stockholder, you will receive separate packages of proxy materials from each company. A vote as a TWC stockholder for any of the proposals of TWC will not

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constitute a vote as a Charter stockholder to approve any of the proposals of Charter, or vice versa. Therefore, please sign, date, mark and return all proxy cards and/or voting instructions that you receive from TWC or Charter, or submit them over the Internet or by telephone.

Q: What are Charter stockholders being asked to vote on?

A: Charter stockholders are being asked to vote on the following proposals:

to approve the adoption of the merger agreement pursuant to which, among other things, (i) TWC will be merged with and into Merger Subsidiary Two, with Merger Subsidiary Two continuing as the surviving entity and a wholly owned subsidiary of New Charter and (ii) Charter will be merged with and into Merger Subsidiary Three, with Merger Subsidiary Three continuing as the surviving entity and a wholly owned subsidiary of New Charter (we refer to this proposal as the Charter merger proposal);

to approve the issuance of Class A common stock, par value \$0.001 per share, of New Charter in connection with the mergers contemplated by the merger agreement (we refer to this proposal as the TWC transactions stock issuance proposal);

to approve the issuance of (i) a newly created Class B common stock, par value \$0.001 per share, of New Charter or Charter, as applicable, and (ii) common units and preferred units of Charter Holdings (including shares of Class A common stock of New Charter or Charter, as applicable, which may be issued upon conversion or exchange of such common units or preferred units), in each case in connection with the BHN transactions (we refer to this proposal as the BHN transactions stock issuance proposal and together with the TWC transactions stock issuance proposal, the stock issuances proposals);

to approve the BHN/Liberty stockholders agreement (including the issuance of shares of New Charter or Charter Class A common stock to Liberty Broadband thereunder), the Liberty investment agreement (including the issuance of New Charter Class A common stock to Liberty Broadband thereunder), the Liberty contribution agreement and other transactions contemplated by the merger agreement and the foregoing agreements with Liberty Broadband and Liberty Interactive, as required by Charter's existing certificate of incorporation (we refer to this proposal as the Liberty transactions proposal);

to approve the adoption of the amended and restated certificate of incorporation (which will include the creation of the new class of Class B common stock of New Charter or Charter, as applicable) that will either be the amended and restated certificate of incorporation of New Charter if the TWC transactions are consummated or the amended and restated certificate of incorporation of Charter if the TWC transactions are not consummated but the BHN transactions are consummated (we refer to this proposal as the general certificate of incorporation proposal);

to approve separately a feature of the amended and restated certificate of incorporation of New Charter or Charter, as applicable, that will provide that the special approval requirements for certain business combination transactions contained in Article Eighth of Charter's existing certificate of incorporation will only be effective upon the termination of the BHN contribution agreement and will not apply to any transaction agreed or consummated prior to such time (we refer to this proposal as the certificate of incorporation feature proposal 1);

to approve separately a feature of the amended and restated certificate of incorporation of New Charter or Charter, as applicable, that will set forth the size and composition requirements for the board of directors that are required by the BHN/Liberty stockholders agreement (we refer to this proposal as the certificate of incorporation feature proposal 2);

to approve separately a feature of the amended and restated certificate of incorporation of New Charter or Charter, as applicable, that will specify standards for decisions by the board of directors that are required by the BHN/Liberty stockholders agreement (we refer to this proposal as the certificate of incorporation feature proposal 3);

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to approve separately a feature of the amended and restated certificate of incorporation of New Charter or Charter, as applicable, that will provide for certain voting restrictions on Liberty Broadband and A/N as required by the BHN/Liberty stockholders agreement (we refer to this proposal as the certificate of incorporation feature proposal 4, and together with the general certificate of incorporation proposal and the certificate of incorporation feature proposals 1, 2 and 3, the certificate of incorporation proposals); and

to approve, on an advisory (non-binding) basis, certain specified compensation that will or may be paid by Charter to its named executive officers in connection with the transactions (we refer to this proposal as the Charter advisory compensation proposal).

The approval of the Charter merger proposal, the TWC transactions stock issuance proposal, the Liberty transactions proposal and each of the certificate of incorporation proposals are conditions to the obligations of TWC, Charter and New Charter to complete the mergers. In addition, the approval of the BHN transactions stock issuance proposal, the Liberty transactions proposal (as it relates to the BHN/Liberty stockholders agreement and the stock issuance to Liberty Broadband in connection with the BHN transactions) and each of the certificate of incorporation proposals are conditions to the obligations New Charter, Charter and A/N to complete the BHN transactions. The approval of the Charter advisory compensation proposal is not a condition to the obligations of TWC, Charter or New Charter to complete the mergers and is not a condition to the obligations of Charter, New Charter or A/N to complete the BHN transactions.

The approval of each of the certificate of incorporation proposals is required to approve the adoption of the amended and restated certificate of incorporation. The amended and restated certificate of incorporation will not be filed and become effective if any of the certificate of incorporation proposals is not approved by Charter stockholders. The approval of all of the certificate of incorporation proposals shall constitute the requisite approval of the adoption of the amended and restated certificate of incorporation as required by Delaware law.

Q: Does the Charter board of directors recommend that Charter stockholders approve the Charter merger proposal, each of the stock issuances proposals, the Liberty transactions proposal and each of the certificate of incorporation proposals?

A: Yes. The members of the Charter board of directors unanimously determined that the merger agreement, the mergers, the stock issuances, the Liberty transactions, the amendments to the certificate of incorporation, the BHN transactions and the other transactions contemplated by the merger agreement, the Liberty agreements and the BHN contribution agreement are fair to and in the best interests of Charter and its stockholders and unanimously approved and declared advisable each of the merger agreement and the mergers and the amendments to the certificate of incorporation, and unanimously approved the stock issuances, the Liberty transactions, the BHN transactions and the other transactions contemplated by the merger agreement, the Liberty agreements and the BHN contribution agreement. In addition, the members of the Charter board of directors (other than the directors affiliated with Liberty Broadband) unanimously determined that the Liberty transactions are fair to and in the best interests of Charter and its stockholders and unanimously approved and declared advisable the Liberty transactions. **The Charter board of directors unanimously recommends that Charter stockholders vote FOR the approval of the Charter merger proposal, FOR the approval of each of the stock issuances proposals, FOR the approval of the Liberty transactions proposal and FOR the approval of each of the certificate of incorporation proposals.** See The Transactions Charter s Reasons for the Mergers and Other Transactions; Recommendation of the Charter Board of Directors.

Q: What is the specified compensation and why are Charter stockholders being asked to vote on it?

A: The SEC has adopted rules that require Charter to seek an advisory (non-binding) vote on certain specified compensation that is tied to or based on the transactions and that will or may be paid by Charter to its named

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executive officers in connection with the transactions. This proposal is referred to in this joint proxy statement/prospectus as the Charter advisory compensation proposal.

Q: Does the Charter board of directors recommend that Charter stockholders approve the Charter advisory compensation proposal?

A: Yes. The Charter board of directors unanimously recommends that Charter stockholders vote FOR the Charter advisory compensation proposal. See Charter Proposals Charter Proposal X: Advisory Vote On Certain Specified Compensation.

Q: What happens if the Charter advisory compensation proposal is not approved?

A: Approval of the Charter advisory compensation proposal is not a condition to completion of the mergers or the BHN transactions. The vote is an advisory (non-binding) vote. If the transactions are completed, Charter may pay the specified compensation to its named executive officers in connection with the transactions even if Charter stockholders fail to approve the Charter advisory compensation proposal.

Q: What Charter stockholder vote is required for the approval of each proposal at the Charter special meeting, and what happens if I abstain?

A: The following are the vote requirements for the proposals of Charter:

Charter Merger Proposal: The affirmative vote of holders of a majority of the outstanding shares of Charter Class A common stock entitled to vote at the Charter special meeting at which a quorum is present and, with respect to the second merger, the affirmative vote of holders of a majority of the outstanding shares of Charter Class A common stock (excluding shares beneficially owned by Liberty Broadband and its affiliates and associates) entitled to vote at the Charter special meeting at which a quorum is present are required to adopt the merger agreement. Accordingly, a Charter stockholder's abstention from voting, the failure of a Charter stockholder who holds his or her shares in street name through a broker, bank, nominee or other holder of record to give voting instructions to that broker, bank, nominee or other holder of record or a Charter stockholder's other failure to vote will have the same effect as a vote against the Charter merger proposal.

Stock Issuances Proposals: The affirmative vote of a majority of the votes cast at the Charter special meeting at which a quorum is present by holders of shares of Charter Class A common stock is required to approve each of the stock issuances proposals. An abstention is not considered a vote cast. Accordingly, assuming a quorum is present, a Charter stockholder's abstention from voting, the failure of a Charter stockholder who holds his or her shares in street name through a broker, bank, nominee or other holder of record to give voting instructions to that broker, bank, nominee or other holder of record or a Charter stockholder's other failure to vote will have no effect on the applicable stock issuances proposal.

Liberty Transactions Proposal: The affirmative vote of holders of a majority of the outstanding shares of Charter Class A common stock (excluding shares of Charter Class A common stock beneficially owned by Liberty Broadband and its affiliates and associates) entitled to vote at the Charter special meeting at which a quorum is present is required to approve the Liberty transactions in accordance with Charter's certificate of incorporation, and the affirmative vote of a majority of the votes cast by holders of shares of Charter Class A common stock is required to approve the Liberty transactions proposal (with respect to stock issuances to Liberty Broadband) at the Charter special meeting at which a quorum is present. Accordingly, given the dual-voting requirement, a Charter stockholder's abstention from voting, the failure of a Charter stockholder who holds his or her shares in street name through a broker, bank, nominee or other holder of record to give voting instructions to that broker, bank, nominee or other holder of record or a Charter stockholder's other failure to vote will have the same effect as a vote against the Liberty transactions proposal.

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Certificate of Incorporation Proposals: The affirmative vote of holders of a majority of the outstanding shares of Charter Class A common stock entitled to vote at the Charter special meeting at which a quorum is present and the affirmative vote of holders of a majority of the outstanding shares of Charter Class A common stock (excluding shares beneficially owned by Liberty Broadband and its affiliates and associates) entitled to vote at the Charter special meeting at which a quorum is present are required to approve each certificate of incorporation proposal at the Charter special meeting at which a quorum is present.

Accordingly, given the dual-voting requirement, a Charter stockholder's abstention from voting, the failure of a Charter stockholder who holds his or her shares in street name through a broker, bank, nominee or other holder of record to give voting instructions to that broker, bank, nominee or other holder of record or a Charter stockholder's other failure to vote will have the same effect as a vote against the applicable certificate of incorporation proposals.

Charter Advisory Compensation Proposal: The affirmative vote of a majority of the votes cast at the Charter special meeting at which a quorum is present by holders of shares of Charter Class A common stock is required to approve, on an advisory (non-binding) basis, the Charter advisory compensation proposal. An abstention is not considered a vote cast. Accordingly, assuming a quorum is present, a Charter stockholder's abstention from voting, the failure of a Charter stockholder who holds his or her shares in street name through a broker, bank, nominee or other holder of record to give voting instructions to that broker, bank, nominee or other holder of record or a Charter stockholder's other failure to vote will have no effect on the Charter advisory compensation proposal.

The approval of each of the Charter merger proposal, the TWC transactions stock issuance proposal, the Liberty transactions proposal and each of the certificate of incorporation proposals are conditions to the obligations of TWC, New Charter and Charter to complete the mergers. However, for purposes of satisfying the conditions to the closing of the mergers, the certificate of incorporation proposals are required to be approved by a majority of the outstanding shares of Charter Class A common stock excluding shares beneficially owned by Liberty Broadband and its affiliates and associates. The approval of each of the BHN transactions stock issuance proposal, the Liberty transactions proposal (as it relates to the BHN/Liberty stockholders agreement and the stock issuance to Liberty Broadband in connection with the BHN transactions) and each of the certificate of incorporation proposals are conditions to the obligations of New Charter, Charter and A/N to complete the BHN transactions. Accordingly, Charter cannot complete the mergers (and in certain circumstances the BHN transactions) unless its stockholders approve the Charter merger proposal, the TWC transactions stock issuance proposal, the Liberty transactions proposal and each of the certificate of incorporation proposals as described above.

Q: What constitutes a quorum for the Charter special meeting?

A: The holders of a majority of the voting power of the Charter Class A common stock issued and outstanding and entitled to vote, present either in person or by proxy at the Charter special meeting, will constitute a quorum. Abstentions will be deemed present for the purpose of determining the presence of a quorum. Shares of Charter common stock held in street name with respect to which the beneficial owner fails to give voting instructions to the broker, bank, nominee or other holder of record will not be present at the Charter special meeting for the purpose of determining the presence of a quorum.

Q:

Who is entitled to vote at the Charter special meeting, and how many votes does each holder of Charter Class A common stock have?

A: All holders of Charter Class A common stock who held shares as of the record date for the Charter special meeting (the close of business on [], 2015) are entitled to receive notice of, and to vote at, the Charter special meeting, provided that those shares remain outstanding on the date of the Charter special meeting. As of the close of business on [], 2015, there were [] shares of Charter Class A common stock outstanding. At the close of business on [], 2015, there were no shares of Charter Class B common stock,

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par value \$0.001 per share, outstanding or entitled to vote at the Charter special meeting. Each holder of Charter Class A common stock is entitled to one vote for each share of Charter Class A common stock owned as of the record date.

Q: When and where is the Charter special meeting?

A: The Charter special meeting will be held on [], 2015, at [], located at [], at [], local time.

Q: How do I vote my shares at the Charter special meeting?

A: If you were a record holder of Charter Class A common stock as of the close of business on the record date of the Charter special meeting, a proxy card is enclosed for your use. Charter requests that you submit your proxy to vote your shares as promptly as possible by (i) accessing the Internet site listed on the proxy card, (ii) calling the toll-free number listed on the proxy card or (iii) submitting your proxy card by mail by using the provided self-addressed, stamped envelope. Information and applicable deadlines for voting through the Internet or by telephone are set forth on the enclosed proxy card. When the accompanying proxy is returned properly executed, the shares of Charter Class A common stock represented by it will be voted at the Charter special meeting or any adjournment or postponement thereof in accordance with the instructions contained in the proxy card. Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you had marked, signed and returned a proxy card. When a stockholder submits a proxy via the Internet or by telephone, his or her proxy is recorded immediately. We encourage you to register your vote via the Internet or by telephone whenever possible. If you submit a proxy via the Internet or by telephone, please do not return your proxy card by mail. If you attend the meeting, you may also submit your vote in person. Any votes that you previously submitted whether via the Internet, by telephone or by mail will be superseded by any vote that you cast at the Charter special meeting or any vote that is submitted by you subsequent to the date of the previous submission.

Your vote is very important, regardless of the number of shares you own. Accordingly, if you were a record holder of Charter Class A common stock as of the record date of the special meeting, please sign and return the enclosed proxy card or vote via the Internet or telephone whether or not you plan to attend the special meeting in person. Proxies submitted through the specified Internet website or by phone must be received by 11:59 p.m. (Eastern Time), on [], 2015. If your shares are held in the name of a bank, broker, nominee or other record holder, please follow the instructions on the voting instruction form furnished to you by such record holder.

If your broker, bank or other nominee holds your shares of Charter Class A common stock in street name, you must either direct your nominee on how to vote your shares or obtain a proxy from your nominee to vote in person at the Charter special meeting. Please check the voting form used by your nominee for information on how to submit your instructions to them.

Q: If my Charter shares are held in street name, will my broker, bank, nominee or other holder of record automatically vote my shares for me?

A:

No. Under NASDAQ rules, banks, brokers or other nominees who hold shares in street name for a beneficial owner of those shares typically have the authority to vote in their discretion on routine proposals when they have not received instructions from beneficial owners. However, brokers are not allowed to exercise their voting discretion with respect to the approval of matters that NASDAQ determines to be non-routine without specific instructions from the beneficial owner. It is expected that all proposals to be voted on at the special meeting of Charter stockholders are such non-routine matters, and, therefore brokers do not have discretionary authority to vote on any of the proposals. Broker non-votes occur when a bank, broker or other nominee is not instructed by the beneficial owner of shares to vote on a particular proposal for which the broker does not have discretionary voting power.

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If you hold Charter shares in street name through a broker, bank, nominee or other holder of record, you may vote via the Internet or by telephone only if Internet or telephone voting is made available by your broker, bank, nominee or other holder of record. Please follow the voting instructions provided by your broker, bank, nominee or other holder of record with these materials.

If you hold Charter shares in street name through a broker, bank, nominee or other holder of record, to vote by mail, you will need to sign, date and mark the voting instruction form provided by your broker, bank, nominee or other holder of record and return it in the postage-paid return envelope provided. Your broker, bank, nominee or other holder of record must receive your voting instruction form in sufficient time to vote your shares.

If you hold Charter shares in street name through a broker, bank, nominee or other holder of record, you must obtain a legal proxy from that institution and present it to the inspector of elections with your ballot to be able to vote in person at the Charter special meeting. To request a legal proxy, please contact your broker, bank, nominee or other holder of record.

Q: How will my shares be represented at the Charter special meeting, and what will happen if I return my proxy card without indicating how to vote?

A: If you submit your proxy via the Internet, by telephone or by mail, the officers named on your proxy card will vote your shares in the manner you requested if you correctly submitted your proxy. If you sign your proxy card and return it without indicating how to vote on any particular proposal, the shares of Charter Class A common stock represented by your proxy will be voted in favor of that proposal.

Q: Who may attend the Charter special meeting?

A: Charter stockholders as of the record date (the close of business on [], 2015), or their authorized representatives, may attend the Charter special meeting. If you hold shares in your name as of the record date, please be prepared to provide proper identification, such as a driver's license, to gain admission to the Charter special meeting. If you are a beneficial owner of shares of Charter Class A common stock held in street name by a broker, bank, nominee or other holder of record as of the record date (the close of business on [], 2015), in addition to proper identification, you will also need proof of ownership as of the record date to be admitted to the Charter special meeting. A brokerage statement or letter from a bank or broker are examples of proof of ownership. If you want to vote your shares of Charter Class A common stock held in street name in person at the Charter special meeting, you will have to obtain a legal proxy in your name from the broker, bank, nominee or other holder of record who holds your shares.

Q: What will happen if Charter stockholders abstain from voting, fail to vote or do not direct how to vote on their proxy?

A:

Your vote is very important. The mergers cannot be completed unless Charter stockholders adopt the merger agreement and approve the TWC transactions stock issuance proposal, the Liberty transactions proposal (including the issuance of shares of New Charter Class A common stock to Liberty Broadband pursuant to the Liberty investment agreement and the BHN/Liberty stockholders agreement and the other provisions of the BHN/Liberty stockholders agreement) and each of the certificate of incorporation proposals. The BHN transactions cannot be completed unless Charter stockholders adopt the merger agreement (except in certain circumstances) and approve the BHN transactions stock issuance proposal, the Liberty transactions proposal (including the issuance of shares to Liberty Broadband pursuant to the BHN/Liberty stockholders agreement and the other provisions of the BHN/Liberty stockholders agreement) and each of the certificate of incorporation proposals.

For Charter stockholders, an abstention or failure to vote will have the same effect as a vote AGAINST the approval of the adoption of the merger agreement, a vote AGAINST the approval of the Liberty transactions proposal and a vote AGAINST each of the certificate of incorporation proposals. In addition,

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if a Charter stockholder holds shares of Charter Class A common stock in street name through a broker, bank, nominee or other holder of record and the stockholder does not give voting instructions to that broker, bank, nominee or other holder of record, that broker, bank, nominee or other holder of record will not be able to vote the shares on the Charter merger proposal, the Liberty transactions proposal and any of the certificate of incorporation proposals, and such failure to give those instructions will have the same effect as a vote **AGAINST** such proposals. With respect to each of the stock issuances proposals, assuming a quorum is present, a Charter stockholder's abstention from voting, the failure of a Charter stockholder who holds his or her shares in street name through a broker, bank, nominee or other holder of record to give voting instructions to that broker, bank, nominee or other holder of record or a Charter stockholder's other failure to vote will have no effect on the applicable stock issuances proposal.

The Charter board of directors unanimously recommends that Charter stockholders vote **FOR** the approval of the Charter merger proposal, **FOR** each of the stock issuances proposals, **FOR** the approval of the Liberty transactions proposal and **FOR** the approval of each of the certificate of incorporation proposals.

Q. Can I revoke my proxy or change my voting instructions with respect to the Charter special meeting?

A: Yes. You may revoke your proxy or change your vote at any time before your proxy is voted at the Charter special meeting. If you are a stockholder of record as of the record date (the close of business on [], 2015), you can revoke your proxy or change your vote by:

sending a written notice that is received prior to the Charter special meeting stating that you revoke your proxy to the corporate secretary of Charter at 400 Atlantic Street, Stamford, Connecticut 06901 that bears a date later than the date of the proxy you want to revoke;

properly completing, signing and dating a new proxy card bearing a later date and properly submitting it so that it is received prior to the Charter special meeting;

visiting the website shown on the Charter proxy card and submitting a new proxy in the same manner that you would submit your proxy via the Internet or by calling the toll-free number shown on the proxy card to submit a new proxy by telephone; or

attending the Charter special meeting (or if the Charter special meeting is adjourned or postponed, attending the adjourned or postponed meeting) in person and voting your shares.

If you hold your shares in street name through a broker, bank, nominee or other holder of record, you must contact your broker, bank, nominee or other holder of record to change your vote or obtain a legal proxy to vote your shares if you wish to cast your vote in person at the Charter special meeting.

Q: What happens if I sell my Charter shares after the record date but before the Charter special meeting?

A: The record date for the Charter special meeting (the close of business on [], 2015) is earlier than the date of the Charter special meeting and earlier than the date that the mergers are expected to be completed. If you sell or otherwise transfer your shares of Charter Class A common stock after the record date but before the date of the Charter special meeting, you will retain your right to vote at the Charter special meeting. However, you will not have the right to receive the applicable merger consideration to be received by Charter stockholders in the mergers. In order to receive the applicable merger consideration, you must hold your shares through completion of the mergers.

Q: When do you expect to complete the mergers, the BHN transactions and the Liberty transactions?

A: As of the date of this joint proxy statement/prospectus, we expect to complete the mergers, the BHN transactions and the Liberty transactions by the end of 2015 due to our current expectations regarding the timing of certain regulatory approvals, subject to satisfaction (or, to the extent permissible, waiver) of the

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conditions to the parties' obligations to complete the mergers, the BHN transactions and/or the Liberty transactions, as applicable. However, no assurance can be given as to when, or if, the mergers, the BHN transactions and/or the Liberty transactions will be completed.

Q: Are the mergers expected to be taxable to TWC or Charter stockholders?

A: Charter and TWC intend for the payment of cash to a holder of shares of TWC common stock in the first merger to be treated as a distribution in partial redemption of such shares subject to the provisions of Section 302(a) of the Code, though this treatment is not free from doubt. In such case, a U.S. holder of shares of TWC common stock will generally recognize gain or loss equal to the difference between the amount of cash received in the first merger (including any cash received in lieu of fractional shares of TWC common stock) and the adjusted tax basis of the shares treated as exchanged for cash. However, U.S. holders who actually or constructively own New Charter Class A common stock other than New Charter Class A common stock received pursuant to the second merger may be treated as having received a dividend instead of having sold or exchanged a portion of their shares of TWC common stock. The cash that a non-U.S. holder of shares of TWC common stock receives generally will be subject to withholding of U.S. federal income tax at a rate of 30%, subject to reduction, exemption, or the availability of a refund if specific requirements are met. However, alternative characterizations are possible.

Charter and TWC intend for each of the second merger and the third merger to qualify as a reorganization within the meaning of Section 368(a) of the Code. Accordingly, U.S. holders of shares of the surviving corporation of the first merger or shares of Charter Class A common stock will generally not be subject to U.S. federal income tax as a result of the exchange of such shares for shares of New Charter Class A common stock (except in connection with cash received in lieu of a fractional share of New Charter Class A common stock in the third merger) in the second merger and the third merger, respectively.

Holders of shares of TWC common stock and Charter Class A common stock should read the section titled "Material U.S. Federal Income Tax Consequences of the Mergers" for a more complete discussion of the U.S. federal income tax consequences of the mergers. In addition, all holders of TWC common stock and Charter Class A common stock are urged to consult with their tax advisors regarding the tax consequences of the mergers to them, including the effects of U.S. federal, state and local, non-U.S. and other tax laws.

Q: Do TWC or Charter stockholders have appraisal rights?

A: Subject to the closing of the first merger, record holders of TWC common stock who do not vote in favor of the approval of the adoption of the merger agreement and otherwise comply fully with the requirements and procedures of Section 262 of the DGCL may exercise their rights of appraisal, which generally entitle stockholders to receive a cash payment equal to the fair value of their TWC common stock exclusive of any element of value arising from the accomplishment or expectation of the mergers. A detailed description of the appraisal rights and procedures available to TWC stockholders is included in "Dissenters' Rights to Appraisal." The full text of Section 262 of the DGCL is attached as Annex P to this joint proxy statement/prospectus.

Charter stockholders do not have appraisal rights in connection with the third merger or any other transaction described in this joint proxy statement/prospectus.

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Q: If I am a TWC stockholder, whom should I call with questions?

A: If you have any questions about the mergers or the TWC special meeting, or desire additional copies of this joint proxy statement/prospectus, proxy cards or voting instruction forms, you should contact:

MacKenzie Partners, Inc.

105 Madison Avenue

New York, New York 10016

Telephone Toll-Free: (800) 322-2885

Telephone Call Collect: (212) 929-5500

Email: proxy@mackenziepartners.com

or

Time Warner Cable Inc.

60 Columbus Circle

New York, New York 10023

Attention: Investor Relations

Telephone: (877) 446-3689

Email: ir@twcable.com

Q: If I am a Charter stockholder, whom should I call with questions?

A: If you have any questions about the mergers or the Charter special meeting, or desire additional copies of this joint proxy statement/prospectus, proxy cards or voting instruction forms, you should contact:

Innisfree M&A Incorporated

501 Madison Avenue, 20th floor

New York, New York 10222

Stockholders may call toll free: (888) 750-5834

Banks and Brokers may call collect: (212) 750-5833

or

Charter Communications, Inc.

400 Atlantic Street

Stamford, Connecticut 06901

Attention: Investor Relations

Telephone: (203) 905-7801

Q: Where can I find more information about TWC and Charter?