

CHARTER COMMUNICATIONS INC /MO/  
Form 8-K  
June 17, 2008

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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Current Report

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

Date of Report (Date of earliest event reported): June 12, 2008

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

Delaware  
(State or Other Jurisdiction of Incorporation or Organization)

000-27927	43-1857213
(Commission File Number)	(I.R.S. Employer Identification Number)

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

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

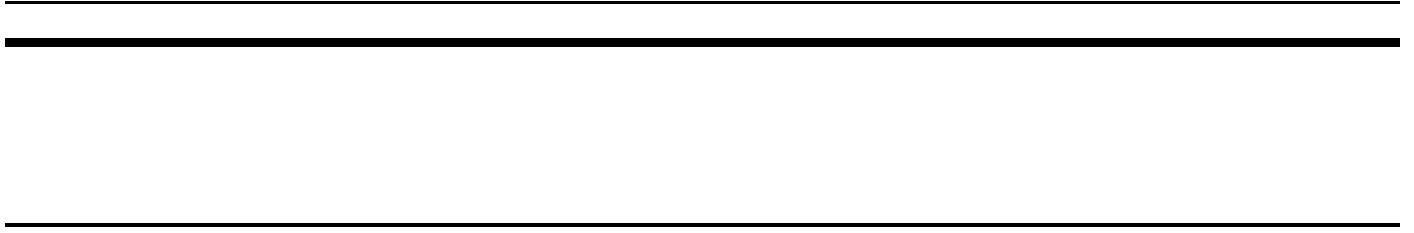
Not Applicable  
(Former name or former address, if changed since last report)

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

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

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

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



ITEM 8.01 OTHER EVENTS.

On June 12, 2008, Charter Communications, Inc. (the "Company") announced that it has extended the early participation deadline for the pending private offer (the "Offer") by its indirect subsidiaries, CCH II, LLC and CCH II Capital Corp. (collectively "CCH II"), until 11:59 PM ET on June 27, 2008. The exchange ratio range will remain as previously announced. The Offer, announced on May 29, provided for the exchange of up to \$500 million principal amount of CCH II's existing 10.25% Senior Notes due 2010 (the "Old Notes") for additional 10.25% Senior Notes due 2013 of CCH II (the "New Notes"). Old Notes tendered pursuant to the Offer may no longer be withdrawn.

The Offer is being conducted as a modified "Dutch auction," pursuant to which holders of the Old Notes will have the opportunity to specify an exchange ratio at which they would be willing to exchange Old Notes for New Notes. The New Notes will be offered to qualified institutional buyers in reliance on Rule 144A and outside the United States to non-U.S. persons in reliance on Regulation S.

The press release announcing the Offer is attached hereto as Exhibit 99.1.

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ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

The following exhibits are filed pursuant to Item 8.01:

Exhibit Number	Description
99.1	Press Release dated June 12, 2008. *

\* filed herewith

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SIGNATURES

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

CHARTER COMMUNICATIONS, INC.  
Registrant

Dated: June 17, 2008

By:/s/ Kevin D. Howard  
Name: Kevin D. Howard  
Title: Vice President, Controller and Chief Accounting  
Officer

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EXHIBIT INDEX

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\* filed herewith