

CHARTER COMMUNICATIONS, INC. /MO/

Form 424B2

May 03, 2011

**Table of Contents**

This preliminary prospectus supplement and the accompanying prospectus relate to an effective registration statement under the Securities Act of 1933, but are not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and we are not soliciting an offer to buy these securities in any state or jurisdiction where the offer or sale is not permitted.

**Filed Pursuant to Rule 424(b)(2)  
Registration No. 333-171526**

**Subject to Completion, dated May 3, 2011**

PROSPECTUS SUPPLEMENT  
(to Prospectus dated January 4, 2011)

**\$1,000,000,000**

**CCO Holdings, LLC**

**CCO Holdings Capital Corp.**

**% Senior Notes due 2021**

CCO Holdings, LLC and CCO Holdings Capital Corp., or the issuers, are offering \$1,000,000,000 aggregate principal amount of our % Senior Notes due 2021, or the notes. The notes will mature on , 2021. We will pay interest on the notes on each and , commencing , 2011.

We may redeem some or all of the notes at any time prior to , 2015 at a price equal to 100% of the principal amount of the notes redeemed, plus accrued and unpaid interest to the redemption date and a make-whole premium, as described in this prospectus supplement. We may redeem some or all of the notes at any time on or after , 2015 at the redemption prices set forth in this prospectus supplement. In addition, until , 2014, we may redeem up to 35% of the aggregate principal amount of the notes using net proceeds from certain equity offerings at the redemption price set forth in this prospectus supplement. Holders may require us to repurchase the notes upon a Change of Control Triggering Event (as defined under Description of Notes ). There is no sinking fund for the notes.

The notes will be our senior unsecured obligations and will rank equally in right of payment with all of our existing and future senior unsecured debt. The notes will be effectively subordinated to our secured debt to the extent of the value of the assets securing such debt and to the debt and other liabilities of our subsidiaries. The notes will be guaranteed on a senior unsecured basis by Charter Communications, Inc., our indirect parent company. The notes will not be guaranteed by any of our subsidiaries.

The notes are not expected to be listed on any securities exchange or included in any quotation system.

This prospectus supplement and the accompanying prospectus include additional information about the terms of the notes, including optional redemption prices and covenants.

**See Risk Factors, which begins on page S-14 of this prospectus supplement for a discussion of certain of the risks you should consider before investing in the notes.**

	<b>Per Note</b>	<b>Total</b>
Public offering price <sup>(1)</sup>	%	\$
Underwriting discount	%	\$
Estimated proceeds to us, before expenses <sup>(1)</sup>	%	\$

(1) Plus accrued interest from \_\_\_\_\_, 2011, if settlement occurs after that date.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

We expect that delivery of the notes will be made in New York, New York on or about \_\_\_\_\_, 2011.

***Joint Book-Running Managers***

**UBS Investment Bank**

**BofA Merrill Lynch**

**Citi**

**Credit Suisse**

**Deutsche Bank Securities**

***Co-Managers***

**J.P. Morgan**

**Goldman, Sachs & Co.**

**Credit Agricole CIB**

**US Bancorp**

**RBC Capital Markets**

**Morgan Stanley**

**Morgan Joseph TriArtisan**

The date of this Prospectus Supplement is \_\_\_\_\_, 2011.

You should rely only on the information contained in this prospectus supplement. Neither the issuers nor the underwriters have authorized anyone to provide you with any information or represent anything about the issuers, their financial results or this offering that is not contained in this prospectus supplement. If given or made, any such other information or representation should not be relied upon as having been authorized by the issuers or the underwriters. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this prospectus supplement is accurate as of any date other than the date on the front cover of this prospectus supplement.

**TABLE OF CONTENTS**