

Charter Communications Operating LLC

Form 424B2

January 14, 2019

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333-222241-235 to 333-222241-245**

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

SUBJECT TO COMPLETION, DATED JANUARY 14, 2019

PRELIMINARY PROSPECTUS SUPPLEMENT

(to Prospectus dated December 22, 2017)

\$

Charter Communications Operating, LLC

Charter Communications Operating Capital Corp.

\$ % Senior Secured Notes due 20

\$ 5.750% Senior Secured Notes due 2048

Charter Communications Operating, LLC, a Delaware limited liability company (CCO), and Charter Communications Operating Capital Corp., a Delaware corporation (CCO Capital and, together with CCO, the Issuers), are offering \$ aggregate principal amount of % Senior Secured Notes due 20 (the 20 Notes) and \$ aggregate principal amount of 5.750% Senior Secured Notes due 2048 (the 2048 Notes and, together with the 20 Notes, the Notes). The 20 Notes will mature on , 20 , and the 2048 Notes will mature on April 1, 2048. The Issuers will pay interest on the 20 Notes on each and , commencing , 2019 and will pay interest on the 2048 Notes on each April 1 and October 1, commencing April 1, 2019.

The Issuers may redeem some or all of the 20 Notes at any time prior to , at a price equal to 100% of the principal amount of the 20 Notes redeemed, plus accrued and unpaid interest, if any, to the redemption date and a make-whole premium, as described in this prospectus supplement. The Issuers may redeem some or all of the 20 Notes at any time on or after , at a price equal to 100% of the principal amount of the 20 Notes to be redeemed, plus accrued and unpaid interest, if any, to the redemption date, as described in this prospectus supplement. There is no sinking fund for the 20 Notes.

On April 3, 2018, the Issuers issued \$1,700,000,000 aggregate principal amount of Senior Secured Notes due 2048 (the Existing 2048 Notes). The 2048 Notes offered hereby will be issued as additional notes under the indenture governing the Existing 2048 Notes, fully fungible with the Existing 2048 Notes, treated as a single class for all purposes under the indenture governing the Existing 2048 Notes, and issued under the same CUSIP numbers as the Existing 2048 Notes. Unless the context requires otherwise, references herein to the 2048 Notes include the 2048 Notes offered hereby and the Existing 2048 Notes.

The Issuers may redeem some or all of the 2048 Notes at any time prior to October 1, 2047 at a price equal to 100% of the principal amount of the 2048 Notes redeemed, plus accrued and unpaid interest, if any, to the redemption date and a make-whole premium, as described in this prospectus supplement. The Issuers may redeem some or all of the 2048 Notes at any time on or after October 1, 2047 at a price equal to 100% of the principal amount of the 2048 Notes to be redeemed, plus accrued and unpaid interest, if any, to the redemption date, as described in this prospectus supplement. There is no sinking fund for the principal amount of the 2048 Notes.

The Notes will be the Issuers' senior secured obligations and will rank equally in right of payment with all of the Issuers' existing and future senior debt. The Notes will be effectively senior to the Issuers' unsecured debt to the extent of the value of the assets securing the Notes and structurally subordinated to the debt and other liabilities of the Issuers' subsidiaries that do not guarantee the Notes. The Notes will be guaranteed (i) on a senior secured basis by all of the subsidiaries of CCO and CCO Capital that guarantee the obligations of CCO under the Credit Agreement (as defined

herein) (such subsidiaries, the **Subsidiary Guarantors**) and (ii) on a senior unsecured basis by CCO Holdings, LLC, a Delaware limited liability company (**CCO Holdings**). The Notes and the guarantees will be secured by a *pari passu*, first priority security interest, subject to permitted liens, in the Issuers' and the Subsidiary Guarantors' assets that secure obligations under the Credit Agreement, the Existing TWC Notes and the Existing Secured Notes (each as defined below under **Certain Definitions**).

This prospectus supplement includes additional information about the terms of the Notes, including optional redemption prices and covenants.

See **Risk Factors**, which begins on page S-10 of this prospectus supplement and page 4 of the accompanying prospectus, for a discussion of certain of the risks you should consider before investing in the Notes.

| | Per 20 | Note | Total | Per 2048 | Note | Total |
|---|--------|------------------|-------|----------|------------------|--------|
| Public offering price | | % ⁽¹⁾ | \$ | (1) | % ⁽²⁾ | \$ (2) |
| Underwriting discount | | % | \$ | | % | \$ |
| Estimated proceeds to us, before expenses | | % ⁽¹⁾ | \$ | (1) | % ⁽²⁾ | \$ (2) |

(1) Plus accrued interest from _____, 2019, if settlement occurs after that date.

(2) Plus accrued interest from October 1, 2018.

Neither the Securities and Exchange Commission (the SEC) 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.

The Issuers expect that delivery of the Notes will be made in New York, New York on or about _____, 2019.

Joint Book-Running Managers

| | |
|-------------------------|---------------------------------|
| Citigroup | Deutsche Bank Securities |
| Credit Suisse | Mizuho Securities |
| Goldman Sachs & Co. LLC | RBC Capital Markets |
| | Morgan Stanley |
| | UBS Investment Bank |
| | BofA Merrill Lynch |
| | Wells Fargo Securities |

Co-Managers

| | | | |
|-----------------------------------|-----------------------------|--------------------------------|---|
| MUFG | TD Securities | Scotiabank | SMBC Nikko |
| SunTrust Robinson Humphrey | Credit Agricole CIB | US Bancorp | LionTree |
| Academy Securities | MFR Securities, Inc. | Ramirez & Co., Inc. | The Williams Capital Group, L.P. |

The date of this prospectus supplement is _____, 2019.

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You should rely only on the information contained in this prospectus supplement. Neither we 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 and the accompanying prospectus. If given or made, any such other information or representation should not be relied upon as having been authorized by us 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.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of the Notes and certain other matters relating to us and our financial condition. The second part, the accompanying prospectus, gives more general information about securities we, Charter Communications, Inc. (Charter), our indirect parent company, or other subsidiaries of Charter may offer from time to time, some of which may not apply to the Notes. You should read this prospectus supplement along with the accompanying prospectus, as well as the documents incorporated by reference. If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act) and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act) regarding, among other things, our plans, strategies and prospects, both business and financial. Although we believe that our plans, intentions and expectations as reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions, including, without limitation, the factors described in the sections entitled Risk Factors in this prospectus supplement and the accompanying prospectus and in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus, including CCO Holdings annual report on Form 10-K for the year ended December 31, 2017 (the annual report). Many of the forward-looking statements contained in this prospectus supplement and the accompanying prospectus may be identified by the use of forward-looking words such as believe, expect, anticipate, should, planned, will, may, intend, estimated, aim, on track, target, opportunity, tentative, po create, predict, project, initiatives, seek, would, could, continue, ongoing, upside, increases an others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this prospectus supplement are set forth in this prospectus supplement and the accompanying prospectus, in the annual report and in CCO Holdings other periodic reports and other reports or documents that CCO Holdings files from time to time with the SEC, and include, but are not limited to:

our ability to efficiently and effectively integrate acquired operations;

our ability to sustain and grow revenues and cash flow from operations by offering video, Internet, voice, mobile, advertising and other services to residential and commercial customers, to adequately meet the customer experience demands in our markets and to maintain and grow our customer base, particularly in the face of increasingly aggressive competition, the need for innovation and the related capital expenditures;

the impact of competition from other market participants, including but not limited to incumbent telephone companies, direct broadcast satellite operators, wireless broadband and telephone providers, digital subscriber line (DSL) providers, fiber to the home providers, video provided over the Internet by (i) market participants that have not historically competed in the multichannel video business, (ii) traditional multichannel video distributors, and (iii) content providers that have historically licensed cable networks to multichannel video distributors, and providers of advertising over the Internet;

general business conditions, economic uncertainty or downturn, unemployment levels and the level of activity in the housing sector;

our ability to obtain programming at reasonable prices or to raise prices to offset, in whole or in part, the effects of higher programming costs (including retransmission consents);

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our ability to develop and deploy new products and technologies, including mobile products, our cloud-based user interface, Spectrum Guide®, and downloadable security for set-top boxes, and any other cloud-based consumer services and service platforms;

the effects of governmental regulation on our business, including costs, disruptions and possible limitations on operating flexibility related to, and our ability to comply with, regulatory conditions applicable to us as a result of the acquisition of Time Warner Cable Inc. and Bright House Networks, LLC;

any events that disrupt our networks, information systems or properties and impair our operating activities or our reputation;

the ability to retain and hire key personnel;

the availability and access, in general, of funds to meet our debt obligations prior to or when they become due and to fund our operations and necessary capital expenditures, either through (i) cash on hand, (ii) free cash flow, or (iii) access to the capital or credit markets; and

our ability to comply with all covenants in our indentures and credit facilities any violation of which, if not cured in a timely manner, could trigger a default of our other obligations under cross-default provisions.

All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this prospectus supplement.

INDUSTRY AND MARKET DATA

In this prospectus supplement, we rely on and refer to information and statistics regarding our industry. We obtained this market data from independent industry publications or other publicly available information. Although we believe that these sources are reliable, we and the underwriters have not independently verified and do not guarantee the accuracy and completeness of this information.

INCORPORATION BY REFERENCE; ADDITIONAL INFORMATION

CCO Holdings, the Issuers' direct parent company, files annual, quarterly, special reports and other information with the SEC. The Issuers are incorporating by reference certain information of CCO Holdings, Charter and Time Warner Cable Inc. filed with the SEC, which means that the Issuers disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus supplement, and information that we file later with the SEC will automatically update and supersede this information. Specifically, we incorporate by reference the documents listed below and any future filings of CCO Holdings made with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the termination of this offering, in each case excluding any information furnished but not filed, except as noted otherwise (collectively, the SEC Reports):

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Charter's Current Reports on Form 8-K filed with the SEC on April 7, 2016 and May 19, 2016, as amended by Charter's Current Report on Form 8-K/A filed with the SEC on July 29, 2016;

CCO Holdings' Annual Report on Form 10-K for the year ended December 31, 2017, filed with the SEC on February 13, 2018;

CCO Holdings' Quarterly Reports on Form 10-Q for the quarterly period ended March 31, 2018, filed with the SEC on May 1, 2018, for the quarterly period ended on June 30, 2018, filed with the SEC on July 31, 2018, and for the quarterly period ended September 30, 2018, filed with the SEC on October 29, 2018;

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CCO Holdings' Current Reports on Form 8-K filed with the SEC on March 9, 2017, April 3, 2018, April 6, 2018, April 20, 2018, April 30, 2018, July 3, 2018, July 9, 2018, July 30, 2018 (excluding the information furnished pursuant to Item 7.01 and Exhibit 99.1), August 15, 2018 and August 21, 2018;

the audited consolidated financial statement of Time Warner Cable Inc. on pages 67 to 130 of Time Warner Cable Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on February 12, 2016; and

the unaudited consolidated financial statements of Time Warner Cable Inc. on pages 20 to 46 of Time Warner Cable Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, filed with the SEC on April 28, 2016.

The information in the above filings speaks only as of the respective dates thereof or, where applicable, the dates identified therein. Any statement contained in a document incorporated or deemed to be incorporated by reference into this prospectus supplement and the accompanying prospectus will be deemed to be modified or superseded for purposes of this prospectus supplement and the accompanying prospectus to the extent that a statement contained in the prospectus, this prospectus supplement or any other subsequently filed document that is deemed to be incorporated by reference into this prospectus supplement and the accompanying prospectus modifies or supersedes the statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement or the accompanying prospectus.

You may read and copy any document that we file with the SEC at the SEC's website at www.sec.gov. You may also obtain a copy of these filings at no cost by writing or telephoning us at the following address:

Charter Communications, Inc.

400 Atlantic Street

Stamford, Connecticut 06901

Attention: Investor Relations

Telephone: (203) 905-7801

In reliance on Rule 12h-5 under the Exchange Act, the Issuers do not intend to file annual reports, quarterly reports, current reports or transition reports with the SEC. For so long as the Issuers rely on Rule 12h-5, certain financial information pertaining to the Issuers will be included in the financial statements of CCO Holdings filed with the SEC pursuant to the Exchange Act.

Issuers means, collectively, CCO and CCO Capital.

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Subsidiary Guarantors means all of the Issuers' subsidiaries that issue or guarantee any Equally and Ratably Secured Indebtedness, including indebtedness under the Credit Agreement, the Existing Secured Notes and the Existing TWC Notes.

TWC means Time Warner Cable, LLC, a Delaware limited liability company.

TWCE means Time Warner Cable Enterprises LLC, a Delaware limited liability company.

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

and Bright House.

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(1) CCO Holdings/CCO Holdings Capital:
5.250% senior notes due 2021 (\$500 million aggregate principal amount outstanding)

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5.375% senior secured notes due 2047 (\$2.5 billion aggregate principal amount outstanding)

5.750% senior secured notes due 2048 (\$1.7 billion aggregate principal amount outstanding)

6.834% senior secured notes due 2055 (\$500 million aggregate principal amount outstanding)

Issuers of the Notes offered hereby.

CCO credit facilities (approximately \$9.6 billion aggregate principal amount outstanding)

Guarantee: The obligations under the Credit Agreement and the Existing Secured Notes are, and the obligations under the Notes offered hereby will be, guaranteed by CCO Holdings and all of the Issuers' subsidiaries that issue or guarantee any Equally and Ratably Secured Indebtedness, including indebtedness under the Credit Agreement and the Existing TWC Notes, including the subsidiaries of CCO holding the operating assets of TWCI and Bright House.

Security Interest: The obligations under the Credit Agreement and the Existing Secured Notes are secured by a first-priority lien on substantially all of the assets of CCO and its subsidiaries, including the subsidiaries of CCO holding the operating assets of TWCI and Bright House.

Intercompany loans: CCO is the obligor under intercompany loans totaling \$1.4 billion as of September 30, 2018, as follows: \$246 million owed by CCO to Charter, \$674 million owed by CCO to Charter Holdco, and \$526 million owed by CCO to CCO Holdings.

(3) TWC:

8.750% senior notes due 2019 (\$1.25 billion aggregate principal amount outstanding)

8.250% senior notes due 2019 (\$2.0 billion aggregate principal amount outstanding)

5.000% senior notes due 2020 (\$1.5 billion aggregate principal amount outstanding)

4.125% senior notes due 2021 (\$700 million aggregate principal amount outstanding)

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pari passu in right of payment with all existing and future senior indebtedness of the Issuers, including obligations under the Credit Agreement, the Issuers' guarantees of the Existing TWC Notes and the Existing Secured Notes;

secured by liens on the Collateral (as defined in the Description of Notes) on an equal and ratable basis with the obligations under the Credit Agreement, the Existing TWC Notes, the Existing Secured Notes and any other first lien obligations, subject to certain permitted liens and effectively equal with such obligations to the extent of the value of the Collateral;

effectively senior to all existing and future unsecured indebtedness of CCO and CCO Capital and any future indebtedness of CCO and CCO Capital secured by a junior lien on the Collateral, in each case to the extent of the value of the Collateral securing the obligations under the Notes;

with respect to the CCO Holdings Note Guarantee, unsecured and effectively junior to any secured indebtedness of CCO Holdings to the extent of the value of the collateral securing such indebtedness;

with respect to the Note Guarantees of the Subsidiary Guarantors, effectively senior to all existing and future unsecured indebtedness of the Subsidiary Guarantors and any future indebtedness of the Subsidiary Guarantors secured by a junior lien on the Collateral, in each case to the extent of the value of the Collateral securing the obligations under the Note Guarantees of the Subsidiary Guarantors;

with respect to the Note Guarantees of the Subsidiary Guarantors, structurally subordinated to all existing and future indebtedness and other liabilities of each subsidiary of the Subsidiary Guarantors that does not guarantee the Notes; and

senior in right of payment to all existing and future subordinated obligations of the Note Guarantors.

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The Issuers may redeem some or all of the 2048 Notes at any time on or after October 1, 2047 at a price equal to 100% of the principal amount of the 2048 Notes to be redeemed, plus accrued and unpaid interest, if any, to the redemption date, as described in this prospectus supplement. There is no sinking fund for the principal amount of the 2048 Notes.

Restrictive Covenants

The indenture governing the Notes, among other things, restricts the Issuers' ability and the ability of certain subsidiaries to:

grant liens; and

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debentures are not redeemable before maturity.

The TWCE indenture contains customary covenants relating to restrictions on the ability of TWCE or any material subsidiary to create liens and on the ability of TWC and TWCE to consolidate, merge or convey or transfer substantially all of their assets. The TWCE indenture also contains customary events of default.

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Bankruptcy Code means Title 11 of the United States Code entitled Bankruptcy, as now and hereafter in effect, or any successor thereto.

Business Day means each day which is not a Legal Holiday.

CCH means Charter Communications Holdings, LLC, a Delaware limited liability company, together with its successors.

CCH I means, collectively, CCH I, LLC, a Delaware limited liability company, and CCH I Capital Corp., a Delaware corporation, together with its successors.

CCH II means, collectively, CCH II, LLC, a Delaware limited liability company, and CCH II Capital Corp., a Delaware corporation, together with its successors.

CCHC means Charter Communications Holding Company, LLC, a Delaware limited liability company, together with its successors.

Charter Group means the collective reference to the Designated Holding Companies, CCO and its Subsidiaries.

Chattel Paper has the meaning ascribed to such term in the Applicable UCC.

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

Collateral means all property and assets, whether now owned or hereafter acquired, in which Liens are, from time to time, purported to be granted to secure Obligations in respect of the Notes pursuant to the Security Documents.

Collateral Agent means The Bank of New York Mellon Trust Company, N.A. until a successor replaces it and, thereafter, means such successor.

Collateral Release Event shall occur on the first date when (A) there is no Equally and Ratably Secured Indebtedness outstanding (or, all Equally and Ratably Secured Indebtedness outstanding on such date shall cease to constitute Equally and Ratably Secured Indebtedness substantially concurrently with the release of the Liens on the Collateral securing the Notes and the Note Guarantees) and (B) the Issuers have delivered an Officers Certificate to the Trustee certifying that the condition set forth in clause (A) above is satisfied.

Consolidated Net Worth means, with respect to any Person, at the date of any determination, the consolidated stockholders or owners equity of the holders of Equity Interests or partnership interests of such Person and its subsidiaries, determined on a consolidated basis in accordance with GAAP consistently applied, which, for the avoidance of doubt, may, at the Issuers option, be calculated on a consolidated basis in accordance with GAAP on a pro forma basis to give effect to any assets acquired or to be acquired on or before the date of calculation.

Credit Agreement means the Credit Agreement, dated as of March 18, 1999, as amended and restated as of December 21, 2017, among CCO Holdings, LLC, CCO, the lenders party thereto, Bank of America, N.A., as administrative agent, and the other parties thereto together with the related documents thereto (including any term loans and revolving loans thereunder, any guarantees and security documents), as further amended, extended, renewed, restated, supplemented or otherwise modified (in whole or in part, and without limitation as to amount, terms, conditions, covenants and other provisions) from time to time, and any agreement (and related document) governing indebtedness incurred to refinance, in whole or in part, the borrowings and commitments then outstanding

or permitted to be outstanding under such Credit Agreement or a successor Credit Agreement, whether by the same or any other lender or group of lenders.

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Default means any event that is, or with the passage of time or the giving of notice or both would be, an Event of Default; provided that any Default that results solely from the taking of an action that would have been permitted but for the continuation of a previous Default will be deemed to be cured if such previous Default is cured prior to becoming an Event of Default.

Designated Holding Companies means Charter Communications, Inc. and certain of its subsidiaries that are direct or indirect owners of Equity Interests of the Issuers.

Designated Parent Companies means Charter Communications, Inc., CCH II, CCH and CCHC.

Documents has the meaning ascribed to such term in the Applicable UCC.

Domestic Subsidiary means each Subsidiary other than a Foreign Subsidiary.

Equally and Ratably Secured Indebtedness means all Indebtedness For Borrowed Money of an Issuer or a Material Subsidiary of CCO that is secured by any Lien on any assets of CCO or any of its Material Subsidiaries that is not a Permitted Lien.

Equipment has the meaning ascribed to such term in the Applicable UCC.

Equity Interests means any and all shares, interests, participations or other equivalents (however designated) of Equity Interests of a corporation, any and all classes of membership interests in a limited liability company, any and all classes of partnership interests in a partnership and any and all other equivalent ownership interests in a Person, and any and all warrants, rights or options to purchase any of the foregoing.

Exchange Act means the U.S. Securities Exchange Act of 1934, as amended.

Existing Secured Notes means the previously issued debt securities of the Issuers outstanding on the date hereof.

Existing TWC Notes means any debt securities of Time Warner Cable Inc. or any of its Subsidiaries (other than debt securities held by Time Warner Cable Inc. or any of its Subsidiaries) outstanding on the Issue Date.

First Lien Obligations means Obligations under the Notes, the Existing Secured Notes, the Credit Agreement (including related secured interest rate agreements), the TWC Notes and each other type of outstanding (now or in the future) Indebtedness For Borrowed Money that has a *pari passu* Lien on the Collateral with the obligations under the Notes, the holders of which are subject to the Intercreditor Agreement.

Fiscal Year means the fiscal year of the entity, which in the case of CCO, at the date hereof ends on December 31.

Fixtures has the meaning ascribed to such term in the Applicable UCC.

Foreign Subsidiary means any (i) Subsidiary that is not organized under the laws of the United States of America or any State thereof or the District of Columbia or (ii) Subsidiary of as Person described in clause (i) of this definition.

Foreign Subsidiary Voting Equity Interests means the voting Equity Interests of any Foreign Subsidiary described in clause (i) of the definition thereof.

GAAP means generally accepted accounting principles in the United States which are in effect on July 23, 2015.

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General Intangibles has the meaning ascribed to such term in the Applicable UCC.

Governmental Authority means any nation or government, any state or other political subdivision thereof, any agency, authority, instrumentality, regulatory body, court, central bank or other entity exercising executive, legislative, judicial, taxing, regulatory or administrative functions of or pertaining to government, any securities exchange and any self-regulatory organization (including the National Association of Insurance Commissioners).

Grantors means the Issuers and the Subsidiary Guarantors.

Guarantee means, (i) when used as a noun, a guarantee (other than by endorsement of negotiable instruments for collection in the ordinary course of business), direct or indirect, in any manner (including letters of credit and reimbursement agreements in respect thereof), of all or any part of any Indebtedness For Borrowed Money or other obligations, and (ii) when used as a verb, to enter into a guarantee (other than by endorsement of negotiable instruments for collection in the ordinary course of business), direct or indirect, in any manner (including letters of credit and reimbursement agreements in respect thereof), of all or any part of any Indebtedness For Borrowed Money.

Guaranty Agreement means a supplemental indenture, in a form reasonably satisfactory to the Trustee, pursuant to which a Note Guarantor guarantees the Issuers' obligations with respect to the Notes on the terms provided for in the Indenture.

Holder means the Person in whose name a Note is registered on the registrar's books.

Increased Amount means any increase in the amount of Indebtedness For Borrowed Money in connection with any accrual of interest, the accretion of accreted value, the amortization of original issue discount, the payment of interest in the form of additional indebtedness with the same terms, and accretion of original issue discount and increases in the amount of indebtedness outstanding solely as a result of fluctuations in the exchange rate of currencies or increases in the value of property securing indebtedness.

Incur means issue, assume, enter into a Guarantee, incur or otherwise become liable for. The term *incurrence* when used as a noun shall have a correlative meaning.

Indebtedness For Borrowed Money of any Person means, without duplication, (a) all indebtedness of such Person for borrowed money, (b) all indebtedness of such Person evidenced by bonds, debentures, notes or similar instruments and (c) all Guarantee obligations of such Person with respect to indebtedness of the type described in clauses (a) and (b) above of others. The Indebtedness For Borrowed Money of any Person shall include the Indebtedness For Borrowed Money of any other entity (including any partnership in which such Person is a general partner) to the extent such Person is liable therefor as a result of such Person's ownership interest in or other contractual relationship with such entity, except to the extent the terms of such Indebtedness For Borrowed Money provide that such Person is not liable therefor.

Instruments has the meaning ascribed to such term in the Applicable UCC.

Intellectual Property means the collective reference to all rights, priorities and privileges in and to the Patents, the Patent Licenses, the Trademarks and the Trademark Licenses, and all rights to sue at law or in equity for any infringement or other impairment thereof, in each case, whether arising under United States, multinational or foreign laws or otherwise, including the right to receive all proceeds and damages therefrom.

Intercompany Obligations means all obligations, whether constituting General Intangibles or otherwise, owing to an Issuer or any Subsidiary Guarantor by certain affiliates thereof.

Intercreditor Agreement means the Intercreditor Agreement, dated as of May 18, 2016, by and among the Collateral Agent, the Administrative Agent and each additional Authorized Representative from time to time

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party thereto, as the same may be amended, restated, supplemented, replaced or otherwise modified from time to time.

Inventory has the meaning ascribed to such term in the Applicable UCC.

Investment Property means the collective reference to (i) all investment property as such term is defined in Section 9-102(a)(49) of the Applicable UCC (other than any Foreign Subsidiary Voting Equity Interests excluded from the definition of Pledged Stock) and (ii) whether or not constituting investment property as so defined, all Pledged Notes and all Pledged Stock.

Investments means any advance, loan, extension of credit (by way of guaranty or otherwise) or capital contribution to, or any purchase of Equity Interests, bonds, notes, debentures or other debt securities of, or any assets constituting a significant part of a business unit of, or any other investment in, any Person.

Issue Date means (i) with respect to the 20 Notes, , 2019, and (ii) with respect to the 2048 Notes, April 17, 2018.

Legal Holiday means a Saturday, a Sunday or a day on which banking institutions are not required to be open in the State of New York.

Lien means any mortgage, pledge, security interest or lien; *provided, however*, that in no event shall a lease be deemed to constitute a Lien.

Material Subsidiary means any Person that is a Domestic Subsidiary if, at the end of the most recent fiscal quarter of CCO, the aggregate amount, determined in accordance with GAAP consistently applied, of securities of, loans and advances to, and other Investments in, such Person held by CCO and its Subsidiaries exceeded 10% of CCO s Consolidated Net Worth.

Non-Recourse Subsidiary has the meaning provided in the Credit Agreement on the Issue Date (which term is generally defined as certain Subsidiaries of CCO that are not obligors under the Credit Agreement, are not subject to certain of the restrictions in the Credit Agreement and whose financial position and results of operations are excluded from calculations under the Credit Agreement).

Note Guarantee means a Guarantee by a Note Guarantor of the Issuers obligations with respect to the Notes.

Note Guarantor means a Subsidiary Guarantor and CCO Holdings, LLC.

Obligations means, with respect to any Indebtedness For Borrowed Money, all obligations for principal, premium, interest, penalties, fees, indemnifications, reimbursements and other amounts payable pursuant to the documentation governing such Indebtedness For Borrowed Money.

Officer means the Chairman of the Board, the President, any Vice President, the Treasurer or the Secretary of any Issuer.

Officers Certificate means a certificate signed by two Officers.

Opinion of Counsel means a written opinion from legal counsel who is acceptable to the Trustee. The counsel may be an employee of or counsel to the Issuers or the Trustee.

Parent means (i) any of the Designated Parent Companies, CCO Holdings, LLC, and each of their respective successors (by way of conversion, merger and amalgamation), and/or any direct or indirect Subsidiary

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of the foregoing a majority of the Equity Interests of which is owned directly or indirectly by one or more of the foregoing Persons, as applicable, and that directly or indirectly beneficially owns a majority of the Equity Interests of CCO Holdings, LLC, and any successor Person to any of the foregoing, and (ii) any holding company of the foregoing where the direct or indirect holders of the voting stock of such holding company immediately following the transaction where the holding company became a holding company are substantially the same as the holders of our voting stock immediately prior to that transaction.

Patent License means all agreements, whether written or oral, providing for the grant by or to any Grantor of any right to manufacture, use or sell any invention covered in whole or in part by a Patent.

Patents means (i) all letters patent of the United States, any other country or any political subdivision thereof, all reissues and extensions thereof and all goodwill associated therewith, (ii) all applications for letters patent of the United States or any other country and all divisions, continuations and continuations-in-part thereof and (iii) all rights to obtain any reissues or extensions of the foregoing.

Permitted Liens means:

- (1) Liens Incurred by Subsidiaries of CCO to secure Indebtedness For Borrowed Money of such Subsidiaries to CCO or to one or more other Subsidiaries of CCO;
- (2) Liens existing on the Issue Date (other than Liens securing obligations under the Credit Agreement, the Existing Secured Notes or the Existing TWC Notes);
- (3) Liens (excluding for the avoidance of doubt, any Liens securing the Existing TWC Notes) affecting property of a Person existing at the time it becomes a Subsidiary of CCO or at the time it merges into or consolidates with CCO or a Subsidiary of CCO or at the time of a sale, lease or other disposition of all or substantially all of the properties of such Person to CCO or any of its Subsidiaries;
- (4) Liens (excluding for the avoidance of doubt, any Liens securing the Existing TWC Notes) on property or assets existing at the time of the acquisition thereof or incurred to secure payment of all or a part of the purchase price thereof or to secure indebtedness incurred prior to, at the time of, or within 18 months after the acquisition thereof for the purpose of financing all or part of the purchase price thereof, in a principal amount not exceeding 110% of the purchase price;
- (5) Liens on any property to secure all or part of the cost of improvements or construction thereon or indebtedness incurred to provide funds for such purpose in a principal amount not exceeding 110% of the cost of such improvements or construction;
- (6) Liens on shares of stock, indebtedness or other securities or assets of a Person that is not a Subsidiary of CCO;

- (7) any extension, renewal or replacement (or successive extensions, renewals or replacements), as a whole or in part, of any Liens described in clauses (2), (3), (4), (5), (6), (9), (10) and (11) (it being understood that any such Liens described in clause (10) extended, renewed or replaced shall still be deemed outstanding for the purposes of such clause (10) and permitted thereunder), of this definition, for amounts not exceeding the principal amount of the Indebtedness For Borrowed Money secured by the Lien so extended, renewed or replaced (plus an amount equal to any premiums, accrued interest, fees and expenses payable in connection therewith); *provided, however*, that such extension, renewal or replacement Lien is limited to all or a part of the same assets that were covered by the Lien extended renewed or replaced (plus improvements on such assets and any Liens on assets that could have secured the Indebtedness For Borrowed Money pursuant to written agreements and instruments existing at the time);

- (8) with respect to the Notes of each series, Liens securing Obligations in respect of the Notes of each series and the Note Guarantees thereof and Liens in favor of the Trustee;

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- (9) Liens resulting from progress payments or partial payments under United States government contracts or subcontracts;
- (10) Liens arising or existing in connection with Indebtedness For Borrowed Money in an aggregate principal amount not exceeding at the time such Lien is issued, created or assumed the greater of (a) 15% of the Consolidated Net Worth of CCO and (b) \$7 billion; and
- (11) Liens securing the Increased Amount of Indebtedness For Borrowed Money so long as the Lien securing such Indebtedness For Borrowed Money was permitted under the Indenture.

Person means any individual, partnership, corporation, limited liability company, business trust, joint stock company, trust, unincorporated association, joint venture, Governmental Authority or other entity of whatever nature.

Pledged LLC Interests means, in each case, whether now existing or hereafter acquired, all of a Grantor's right, title and interest in and to:

- (1) any Securities Issuer (other than any Non-Recourse Subsidiary) that is a limited liability company, but not any of such Grantor's obligations from time to time as a holder of interests in any such Securities Issuer (unless the Administrative Agent or its designee, on behalf of the Administrative Agent, shall elect to become a holder of interests in any such Securities Issuer in connection with its exercise of remedies pursuant to the terms hereof);
- (2) any and all moneys due and to become due to such Grantor now or in the future by way of a distribution made to such Grantor in its capacity as a holder of interests in any such Securities Issuer or otherwise in respect of such Grantor's interest as a holder of interests in any such Securities Issuer;
- (3) any other property of any such Securities Issuer to which such Grantor now or in the future may be entitled in respect of its interests in any such Securities Issuer by way of distribution, return of capital or otherwise;
- (4) any other claim or right which such Grantor now has or may in the future acquire in respect of its interests in any such Securities Issuer;
- (5) the organizational documents of any such Securities Issuer;
- (6) all certificates, options or rights of any nature whatsoever that may be issued or granted by any such Securities Issuer to such Grantor while the Collateral Agreement is in effect; and
- (7) to the extent not otherwise included, all Proceeds of any or all of the foregoing.

Pledged Notes means, with respect to the Issuers and the Subsidiary Guarantors, any promissory note evidencing loans made by any Grantor to any member of the Charter Group.

Pledged Partnership Interests means, in each case, whether now existing or hereafter acquired, all of a Grantor's right, title and interest in and to:

- (1) any Securities Issuer (other than any Non-Recourse Subsidiary) that is a partnership, but not any of such Grantor's obligations from time to time as a general or limited partner, as the case may be, in any such Securities Issuer (unless the Administrative Agent or its designee, on behalf of the Administrative Agent, shall elect to become a general or limited partner, as the case may be, in any such Securities Issuer in connection with its exercise of remedies pursuant to the terms hereof);
- (2) any and all moneys due and to become due to such Grantor now or in the future by way of a distribution made to such Grantor in its capacity as a general partner or limited partner, as the case may be, in any such Securities Issuer or otherwise in respect of such Grantor's interest as a general partner or limited partner, as the case may be, in any such Issuer;

Indenture or any of the foregoing, as the same may be amended, supplemented or otherwise modified from time to time and pursuant to which Collateral is pledged, assigned or granted to or on behalf of the Collateral Agent for the ratable benefit of the Trustee and the Holders.

Subsidiary means, with respect to any Person, any corporation, association, partnership or other business entity of which more than 50% of the total voting power of shares of Voting Stock is at the time owned or controlled, directly or indirectly, by:

- (1) such Person;

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As used herein, the term **Non-U.S. Holder** means a beneficial owner of Notes that is, for U.S. federal income tax purposes, an individual, corporation, estate or trust and is not a U.S. Holder.

If any entity treated as a partnership for U.S. federal income tax purposes is a beneficial owner of Notes, the treatment of a partner in the partnership generally will depend upon the status of the partner and upon the activities of the partner and the partnership. Partnerships and partners in partnerships considering an investment in the Notes should consult their independent tax advisors about the U.S. federal income tax consequences of purchasing, owning and disposing of Notes.

interest on the 2048 Notes offered hereby. The remainder of this discussion assumes that the 2048 Notes offered hereby will be so treated, and all references to stated interest in the remainder of this discussion of U.S. Holders exclude references to pre-issuance accrued interest.

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the Non-U.S. Holder does not actually or constructively (pursuant to the rules of Section 871(h)(3)(C) of the Code) hold 10% or more of the total combined voting power of all classes of stock of Charter;

the Non-U.S. Holder is not a controlled foreign corporation related to Charter actually or constructively through the ownership rules under Section 864(d)(4) of the Code;

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the Non-U.S. Holder is not a bank that is receiving the interest on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business; and

the beneficial owner satisfies the certification requirements set forth in Section 871(h) or 881(c), as applicable, of the Code and the Treasury regulations issued thereunder by giving the applicable withholding agent an appropriate IRS Form W-8 (or a suitable substitute or successor form or such other form as the IRS may prescribe) that has been properly completed and duly executed establishing its status as a Non-U.S. Holder or by other means prescribed by applicable Treasury regulations.

If any of these conditions are not met, interest on the Notes paid to a Non-U.S. Holder that is not effectively connected with a United States trade or business carried on by the Non-U.S. Holder generally will be subject to federal income tax and withholding at a 30% rate unless an applicable income tax treaty reduces or eliminates such tax, and the Non-U.S. Holder claims the benefit of that treaty by providing an IRS Form W-8BEN or W-8BEN-E, as applicable (or a suitable substitute or successor form or such other form as the IRS may prescribe) that has been properly completed and duly executed.

If the interest on the Notes is effectively connected with a United States trade or business carried on by the Non-U.S. Holder (ECI), then, unless an applicable income tax treaty provides otherwise, the Non-U.S. Holder will be required to pay U.S. federal income tax on that interest on a net income basis generally in the same manner as a U.S. Holder (and the 30% withholding tax described above will not apply, provided the appropriate statement is provided to the applicable withholding agent). If a Non-U.S. Holder is eligible for the benefits of any income tax treaty between the United States and its country of residence, any interest income that is ECI will be subject to U.S. federal income tax in the manner specified by the treaty if the Non-U.S. Holder claims the benefit of the treaty by providing an IRS Form W-8BEN or W-8BEN-E, as applicable (or a suitable substitute or successor form or such other form as the IRS may prescribe) that has been properly completed and duly executed. In addition, a corporate Non-U.S. Holder may also, under certain circumstances, be subject to an additional branch profits tax at a 30% rate, or, if applicable, a lower treaty rate, on its effectively connected earnings and profits attributable to such interest (subject to adjustments).

Sale, Exchange, Retirement, Redemption or Other Taxable Disposition of the Notes

A Non-U.S. Holder generally will not be subject to United States federal income or withholding tax on any gain recognized on a sale, exchange, retirement, redemption or other taxable disposition of the Notes (other than any amount representing accrued but unpaid interest on the Note, which is subject to the rules discussed above under Non-U.S. Holders Interest) unless:

the gain is effectively connected with the conduct of a trade or business within the United States by the Non-U.S. Holder, or

in the case of a Non-U.S. Holder who is a nonresident alien individual, such holder is present in the United States for 183 or more days in the taxable year and certain other requirements are met.

If a Non-U.S. Holder falls under the first of these exceptions, unless an applicable income tax treaty provides otherwise, the holder will be taxed on the net gain derived from the disposition of the Notes on a net income basis generally in the same manner as a U.S. Holder and, if the Non-U.S. Holder is a foreign corporation, it may also be subject to the branch profits tax described above.

If an individual Non-U.S. Holder falls under the second of these exceptions, the holder generally will be subject to United States federal income tax at a rate of 30% (unless a lower applicable treaty rate applies) on the amount by which the gain derived from the disposition from sources within the United States exceeds certain of such holder's capital losses allocable to sources within the United States for the taxable year of the sale.

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Backup Withholding and Related Information Reporting

Amounts of interest paid to a Non-U.S. Holder on a Note, and amounts withheld from such payments, if any, generally will be required to be reported to the IRS and to such holder. The IRS may make this information available under the provisions of an applicable income tax treaty to the tax authorities in the country in which the Non-U.S. Holder is resident.

Backup withholding generally will not apply to payments of interest on the Notes if a holder certifies its status as a Non-U.S. Holder under penalties of perjury or otherwise establishes an exemption, provided that the applicable withholding agent does not have actual knowledge or reason to know that such holder is a U.S. person. The payment of the proceeds of the disposition of Notes (including a retirement or redemption) to or through the United States office of a United States or foreign broker will be subject to backup withholding and related information reporting (currently at a rate of 24%) unless the Non-U.S. Holder provides the certification described above or otherwise establishes an exemption.

The proceeds of a disposition (including a retirement or redemption) effected outside the United States by a Non-U.S. Holder of the Notes to or through a foreign office of a broker generally will not be subject to backup withholding or related information reporting. However, if that broker is, for United States tax purposes, a U.S. person, a controlled foreign corporation, a foreign person 50% or more of whose gross income from all sources for certain periods is effectively connected with a trade or business in the United States, or a foreign partnership that is engaged in the conduct of a trade or business in the United States or that has one or more partners that are U.S. persons who in the aggregate hold more than 50% of the income or capital interests in the partnership, such information reporting requirements will apply (but backup withholding generally will not apply) unless that broker has documentary evidence in its files of such holder's status as a Non-U.S. Holder. Backup withholding is not an additional tax. Any amounts withheld from a payment to a holder under the backup withholding rules will be allowed as a credit against such holder's United States federal income tax liability and may entitle it to a refund, provided it timely furnishes the required information to the IRS.

Foreign Account Tax Compliance Withholding

Sections 1471 through 1474 of the Code, commonly known as the Foreign Account Tax Compliance Act (FATCA), may impose a United States federal withholding tax of 30% on interest income paid on the Notes to (i) a foreign financial institution (as the beneficial owner or as an intermediary for the beneficial owner), unless such institution enters into an agreement with the U.S. government to collect and provide to the U.S. tax authorities substantial information regarding U.S. account holders of such institution (which would include certain equity and debt holders of such institution, as well as certain account holders that are foreign entities with U.S. owners) and to withhold certain amounts, and (ii) a foreign entity that is not a financial institution (as the beneficial owner or as an intermediary for the beneficial owner), unless such entity provides the withholding agent with a certification identifying the substantial U.S. owners of the entity, which generally includes any U.S. person who directly or indirectly owns more than 10% of the entity.

An intergovernmental agreement between the U.S. and the applicable foreign country, or future Treasury regulations or other guidance, may modify these requirements. In many cases, Non-U.S. Holders may be able to indicate their exemption from, or compliance with, FATCA by providing a properly completed revised Form W-8BEN or W-8BEN-E to the applicable withholding agent certifying as to such status under FATCA; however, it is possible that additional information and diligence requirements will apply in order for a holder to establish an exemption from withholding under FATCA to the applicable withholding agent. Investors are encouraged to consult their own tax advisors regarding the implications of FATCA with respect to their investment in our Notes.

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underwriters' right to reject any order in whole or in part.

We have been advised by the underwriters that the underwriters propose to offer the Notes to the public at the public offering price for each series of Notes set forth on the cover page of this prospectus supplement. After commencement of the offering, the offering prices and other selling terms may be changed by the underwriters.

No series of Notes is listed on any securities exchange or included in any quotation system. The underwriters have advised us that they currently intend to make a market in the Notes. However, the underwriters are not obligated to do so and may discontinue any market-making at any time without notice. No assurance can be given as to the liquidity of the trading market for the Notes.

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We have agreed to indemnify (and, if indemnification is unavailable or insufficient, contribute to) the several underwriters and certain controlling persons against certain liabilities, including liabilities under the Securities Act.

The underwriters have advised us that, pursuant to Regulation M under the Securities Exchange Act of 1934, as amended, certain persons participating in the offering may engage in transactions, including over-allotment, stabilizing bids, syndicate covering transactions or the imposition of penalty bids, which may have the effect of stabilizing or maintaining the market price of the Notes at a level above that which might otherwise prevail in the open market. Over-allotment involves syndicate sales in excess of the offering size, which creates a syndicate short position. A stabilizing bid is a bid for the purchase of Notes on behalf of the underwriters for the purpose of fixing or maintaining the price of the Notes. A syndicate covering transaction is the bid for, or the purchase of, Notes on behalf of the underwriters to reduce a short position incurred by the underwriters in connection with the offering. A penalty bid is an arrangement permitting the underwriters to reclaim the selling concession otherwise accruing to a syndicate member in connection with the offering if the Notes originally sold by such syndicate member are purchased in a syndicate covering transaction and therefore have not been effectively placed by such syndicate member. The underwriters are not obligated to engage in these activities and, if commenced, any of the activities may be discontinued at any time.

Notice to Prospective Investors in the European Economic Area

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (EEA). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, MiFID II); or (ii) a customer within the meaning of Directive 2016/97/EU (the Insurance Distribution Directive), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC. Consequently no key information document, if required by Regulation (EU) No 1286/2014 (as amended) for offering or selling the Notes or otherwise making them available to retail investors in the EEA, has been or will be prepared.

This prospectus supplement has been prepared on the basis that any offer of the Notes in any Member State of the EEA will be made pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of the Notes. This prospectus supplement is not a prospectus for the purposes of the Prospectus Directive.

Notice to Prospective Investors in the United Kingdom

The underwriters have represented, warranted and agreed that:

they have only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (FSMA)) received by them in connection with the issue or sale of the Notes included in this offering in circumstances in which Section 21(1) of the FSMA does not apply to us; and

they have complied and will comply with all applicable provisions of the FSMA with respect to anything done by them in relation to the Notes included in this offering in, from or otherwise involving the United

Kingdom.

Notice to Prospective Investors in Hong Kong

The Notes may not be offered or sold by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap.32, Laws of

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Hong Kong), or (ii) to professional investors within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a prospectus within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), and no advertisement, invitation or document relating to the Notes may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

Notice to Prospective Investors in Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (the Financial Instruments and Exchange Law) and each underwriter has agreed that it will not offer or sell any Notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

Notice to Prospective Investors in Singapore

This prospectus supplement has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus supplement and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes may not be circulated or distributed, nor may the Notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), (ii) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Singapore Securities and Futures Act Product Classification

Solely for the purposes of our obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the SFA, we have determined, and hereby notify all relevant persons (as defined in Section 309A of the SFA) that the notes are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Notice to Prospective Investors in Canada

The Notes may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 *Prospectus Exemptions* or subsection 73.3(1) of the *Securities Act* (Ontario), and are permitted clients, as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. Any resale of the Notes must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this prospectus supplement (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

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Pursuant to section 3A.3 (or, in the case of securities issued or guaranteed by the government of a non-Canadian jurisdiction, section 3A.4) of National Instrument 33-105 *Underwriting Conflicts* (NI 33-105), the underwriters are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this offering.

Notice to Prospective Investors in Switzerland

This prospectus supplement does not constitute an issue prospectus pursuant to Article 652a or Article 1156 of the Swiss Code of Obligations and the Notes will not be listed on the SIX Swiss Exchange. Therefore, this prospectus supplement may not comply with the disclosure standards of the listing rules (including any additional listing rules or prospectus schemes) of the SIX Swiss Exchange. Accordingly, the Notes may not be offered to the public in or from Switzerland, but only to a selected and limited circle of investors who do not subscribe to the Notes with a view to distribution. Any such investors will be individually approached by the underwriters from time to time.

Notice to Prospective Investors in Taiwan

The Notes have not been and will not be registered with the Financial Supervisory Commission of Taiwan pursuant to relevant securities laws and regulations and may not be sold, issued or offered within Taiwan through a public offering or in circumstances which constitutes an offer within the meaning of the Securities and Exchange Act of Taiwan that requires a registration or approval of the Financial Supervisory Commission of Taiwan. No person or entity in Taiwan has been authorized to offer, sell, give advice regarding or otherwise intermediate the offering and sale of the Notes in Taiwan.

Other Relationships

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include sales and trading, commercial and investment banking, advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. Certain of the underwriters or their respective affiliates from time to time have provided in the past and may provide in the future investment banking, commercial lending and financial advisory services to us and our affiliates in the ordinary course of business.

In addition, in the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the Issuers. The underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments. If any of the underwriters or their affiliates has a lending relationship with us, certain of those underwriters or their affiliates routinely hedge, and certain other of those underwriters or their affiliates are likely to hedge, their credit exposure to us consistent with their customary risk management policies. Typically, these underwriters and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the Notes offered hereby. Any such credit default swaps or short positions could adversely affect future trading prices of the Notes offered hereby. Certain of the underwriters or their affiliates from time to time may be lenders and/or agents under the CCO credit facilities, and such affiliates that are lenders under the revolving credit facility may receive a portion of the net proceeds of this offering.

Additionally, certain of the underwriters or their affiliates may hold a position in the 2019 TWC Notes and may therefore receive a portion of the proceeds of this offering for the repurchase or redemption of such notes.

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Settlement

We expect that delivery of the Notes will be made to investors on or about _____, 2018, which will be the _____ business day following the date of this prospectus supplement (such settlement being referred to as T+ _____). Under Rule 15c6-1 under the Securities Exchange Act of 1934, trades in the secondary market are required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade Notes hereunder prior to the date that is two business days preceding the settlement date will be required, by virtue of the fact that the Notes initially settle in T+ _____, to specify an alternate settlement arrangement at the time of any such trade to prevent a failed settlement. Purchasers of the Notes who wish to trade the Notes during such period should consult their advisors.

LEGAL MATTERS

The validity of the Notes offered in this prospectus supplement will be passed upon for the Issuers by Kirkland & Ellis LLP, New York, New York. Certain legal matters in connection with this offering will be passed upon for the underwriters by Cahill Gordon & Reindel LLP, New York, New York. Cahill Gordon & Reindel LLP represents Charter Communications, Inc. and certain of its subsidiaries in certain matters.

EXPERTS

The consolidated financial statements of CCO Holdings, LLC and subsidiaries as of December 31, 2017 and 2016, and for each of the years in the three-year period ended December 31, 2017, incorporated by reference herein have been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report appearing in CCO Holdings, LLC's Annual Report on Form 10-K filed with the SEC on February 13, 2018, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

The indenture governing the Notes will provide that, regardless of whether they are at any time required to file reports with the SEC, the Issuers will file with the SEC and furnish to the holders of the Notes all such reports and other information as would be required to be filed with the SEC if the Issuers were subject to the reporting requirements of the Exchange Act; *provided*, that so long as CCO Holdings guarantees the obligations under the Notes, the reports of CCO Holdings filed with the SEC shall satisfy this requirement.

This prospectus supplement contains summaries, believed to be accurate in all material respects, of certain terms of certain agreements regarding this offering and the Notes (including but not limited to the indenture governing the Notes and the underwriting agreement), but reference is hereby made to the actual agreements, copies of which will be made available to you upon request to us or the underwriters, for complete information with respect thereto, and all such summaries are qualified in their entirety by this reference. Any such request for the agreements summarized herein should be directed to Investor Relations, CCO Holdings, LLC, 400 Atlantic Street, Stamford, Connecticut, 06901, telephone number (203) 905-7801.

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PROSPECTUS

Charter Communications, Inc.

Charter Communications Operating, LLC

Charter Communications Operating Capital Corp.

CCO Holdings, LLC

CCO Holdings Capital Corp.

Debt Securities

Guarantees of Debt Securities

Charter Communications Operating, LLC (CCO) and Charter Communications Operating Capital Corp. (CCO Capital, and together with CCO, the CCO Issuers), CCO Holdings, LLC (CCO Holdings) and CCO Holdings Capital Corp. (CCO Holdings Capital, and together with CCO Holdings, the CCOH Issuers) or Charter Communications, Inc. (Charter, together with the CCO Issuers and the CCOH Issuers, the Issuers, we, our and us, and each an Issuer from time to time, offer and sell debt securities. Such debt securities may be secured or unsecured. Debt securities issued by the CCO Issuers may be guaranteed by Charter, any of the CCOH Issuers and/or any of the additional Registrant Guarantors named in the Table of Additional Registrant Guarantors (the additional Registrant Guarantors) and secured by assets of the CCO Issuers, Charter, any of the CCOH Issuers and/or any of the additional Registrant Guarantors. Debt securities issued by CCOH Issuers may be guaranteed by Charter, any of the CCO Issuers and/or any of the additional Registrant Guarantors and secured by assets of the CCOH Issuers, Charter, any of the CCO Issuers and/or any of the additional Registrant Guarantors. Debt securities issued by Charter may be guaranteed by any of the CCO Issuers, any of the CCOH Issuers and/or any of the additional Registrant Guarantors and secured by assets of Charter, any of the CCO Issuers, any of the CCOH Issuers and/or any of the additional Registrant Guarantors.

We may offer and sell these debt securities separately or together, in one or more series and in amounts, at prices and on terms described in one or more offerings. When we decide to sell a particular series of these debt securities, the terms of the debt securities, including the initial offering price and the aggregate amount of the offering will be provided in one or more supplements to this prospectus.

The securities may be sold to or through one or more underwriters, dealers and agents, or directly to purchasers, on a continuous or delayed basis. The prospectus supplement for each offering of debt securities will describe in detail the plan of distribution for that offering. For general information about the distribution of securities offered, please see Plan of Distribution in this prospectus.

See **Risk Factors** beginning on page 4 of this prospectus for a discussion of certain risks that you should consider prior to investing in the debt securities.

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

This prospectus is dated December 22, 2017.

You should rely only on the information contained in this prospectus or to which we have referred you. We have not authorized anyone to provide you with information that is different. This prospectus may only be used where it is legal to sell these securities. The information in this prospectus may only be accurate on the date of this prospectus.

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ABOUT THIS PROSPECTUS

This prospectus is part of an automatic shelf registration statement that we filed with the Securities and Exchange Commission (the SEC), as a well-known seasoned issuer as defined in Rule 405 under the Securities Act of 1933 (the Securities Act). By using an automatic shelf registration statement, we may, at any time and from time to time, sell securities under this prospectus in one or more offerings in an unlimited amount. As allowed by the SEC rules, this prospectus does not contain all of the information included in the registration statement. For further information, we refer you to the registration statement, including its exhibits. Statements contained in this prospectus about the provisions or contents of any agreement or other document are not necessarily complete. If the SEC's rules and regulations require that an agreement or document be filed as an exhibit to the registration statement, please see that agreement or document for a complete description of these matters.

This prospectus provides you with a general description of the securities we may offer. Each time we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of the offering and the offered securities. This prospectus, together with applicable prospectus supplements, any information incorporated by reference, and any related free writing prospectuses we file with the SEC, includes all material information relating to these offerings and securities. We may also add, update or change in the prospectus supplement any of the information contained in this prospectus or in the documents that we have incorporated by reference into this prospectus, including without limitation, a discussion of any risk factors or other special considerations that apply to these offerings or securities or the specific plan of distribution. If there is any inconsistency between the information in this prospectus and a prospectus supplement or information incorporated by reference having a later date, you should rely on the information in that prospectus supplement or incorporated information having a later date. We urge you to read carefully this prospectus, any applicable prospectus supplement and any related free writing prospectus, together with the information incorporated herein by reference as described under the heading **Incorporation of Certain Documents By Reference** and the additional information described under the heading **Where You Can Find More Information**, before buying any of the securities being offered.

You should rely only on the information we have provided or incorporated by reference in this prospectus, any applicable prospectus supplement and any related free writing prospectus. We have not authorized anyone to provide you with different information. No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus, any applicable prospectus supplement or any related free writing prospectus.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus includes forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act) regarding, among other things, our plans, strategies and prospects, both business and financial. Although we believe that our plans, intentions and expectations as reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions, including, without limitation, the factors described in the section entitled Risk Factors in this prospectus and in the documents incorporated by reference in this prospectus, including the Annual Report. Many of the forward-looking statements contained in this prospectus may be identified by the use of forward-looking words such as believe, expect, anticipate, should, planned, will, may, intend, estimate, track, target, opportunity, tentative, positioning, designed, create, predict, project, initiatives, seek to continue, ongoing, upside, increases and potential, among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this prospectus are set forth in this prospectus, in our annual report on Form 10-K for the year ended December 31, 2016, and our other periodic reports and other reports or documents that we file from time to time with the SEC, and include, but are not limited to:

our ability to promptly, efficiently and effectively integrate acquired operations;

our ability to sustain and grow revenues and cash flow from operations by offering video, Internet, voice, advertising and other services to residential and commercial customers, to adequately meet the customer experience demands in our markets and to maintain and grow our customer base, particularly in the face of increasingly aggressive competition, the need for innovation and the related capital expenditures;

the impact of competition from other market participants, including but not limited to incumbent telephone companies, direct broadcast satellite operators, wireless broadband and telephone providers, digital subscriber line (DSL) providers, fiber to the home providers, video provided over the Internet by (i) market participants that have not historically competed in the multichannel video business, (ii) traditional multichannel video distributors, and (iii) content providers that have historically licensed cable networks to multichannel video distributors, and providers of advertising over the Internet;

general business conditions, economic uncertainty or downturn, unemployment levels and the level of activity in the housing sector;

our ability to obtain programming at reasonable prices or to raise prices to offset, in whole or in part, the effects of higher programming costs (including retransmission consents);

our ability to develop and deploy new products and technologies, including wireless products, our cloud-based user interface, Spectrum Guide®, and downloadable security for set-top boxes, and any other cloud-based consumer services and service platforms;

the effects of governmental regulation on our business or potential business combination transactions, including costs, disruptions and possible limitations on operating flexibility related to, and our ability to comply with, regulatory conditions applicable to us as a result of the Transactions (as defined below);

any events that disrupt our networks, information systems or properties and impair our operating activities or our reputation;

the ability to retain and hire key personnel;

the availability and access, in general, of funds to meet our debt obligations prior to or when they become due and to fund our operations and necessary capital expenditures, either through (i) cash on hand, (ii) free cash flow, or (iii) access to the capital or credit markets; and

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our ability to comply with all covenants in our indentures and credit facilities any violation of which, if not cured in a timely manner, could trigger a default of our other obligations under cross-default provisions. All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this prospectus.

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WHERE YOU CAN FIND ADDITIONAL INFORMATION

The Issuers have filed with the SEC a registration statement on Form S-3 under the Securities Act to register with the SEC their respective debt securities being offered in this prospectus and any guarantees thereof. This prospectus, which constitutes a part of the registration statement, does not contain all of the information set forth in the registration statement or the exhibits and schedules filed with it. For further information about the Issuers, reference is made to the registration statement and the exhibits and schedules filed with it. Statements contained in this prospectus regarding the contents of any contract or any other document that is filed as an exhibit to the registration statement are not necessarily complete, and each such statement is qualified in all respects by reference to the full text of such contract or other document filed as an exhibit to the registration statement. Charter and CCO Holdings file annual, quarterly and current reports, proxy and registration statements and other information with the SEC. You may read and copy any reports, statements, or other information that Charter and CCO Holdings file, including the registration statement, of which this prospectus forms a part, and the exhibits and schedules filed with it, without charge at the public reference room maintained by the SEC, located at 100 F Street, NE, Washington, D.C. 20549, and copies of all or any part of the registration statement may be obtained from the SEC on the payment of the fees prescribed by the SEC. Please call the SEC at 1-800-SEC-0330 for further information about the public reference room. The SEC also maintains an Internet website that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC. The address of the site is www.sec.gov.

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INCORPORATION BY REFERENCE OF CERTAIN DOCUMENTS

Each of Charter and CCO Holdings files annual, quarterly, special reports and other information with the SEC. This prospectus incorporates by reference certain information of Charter, of CCO Holdings, and of Time Warner Cable filed with the SEC, which means that Charter and the Issuers disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus, and information that Charter and CCO Holdings file later with the SEC will automatically update and supersede this information. Specifically, this prospectus incorporates by reference the documents listed below and any future filings of Charter or CCO Holdings made with the SEC under Section 13 or 15(d) of the Exchange Act (in each case excluding any information furnished but not filed) prior to the termination of this offering:

Charter's Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on February 16, 2017;

Portions of Charter's definitive proxy statement on Schedule 14A filed with the SEC on March 16, 2017 that are incorporated by reference into Charter's Annual Report on Form 10-K for the year ended December 31, 2016;

Charter's Quarterly Reports on Form 10-Q for the three months ended March 31, 2017, filed with the SEC on May 2, 2017, for the three and six months ended June 30, 2017, filed with the SEC on July 27, 2017, and for the three and nine months ended September 30, 2017, filed with the SEC on October 26, 2017;

Charter's Current Reports on Form 8-K filed with the SEC on April 7, 2016, May 18, 2016, May 19, 2016, May 20, 2016, July 29, 2016, January 17, 2017, February 6, 2017, March 9, 2017, March 31, 2017, April 26, 2017, May 1, 2017, May 8, 2017, July 12, 2017, August 14, 2017, September 21, 2017 and October 20, 2017;

CCO Holdings' Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on March 3, 2017;

CCO Holdings' Quarterly Reports on Form 10-Q for the three months ended March 31, 2017, filed with the SEC on May 4, 2017, for the three and six months ended June 30, 2017, filed with the SEC on August 1, 2017, and for the three and nine months ended September 30, 2017, filed with the SEC on October 27, 2017;

CCO Holdings' Current Reports on Form 8-K filed with the SEC on January 17, 2017, February 6, 2017, March 9, 2017, March 31, 2017, April 26, 2017, May 1, 2017, May 8, 2017, June 21, 2017, July 12, 2017, August 14, 2017, September 21, 2017 and October 20, 2017;

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the audited consolidated financial statements of Time Warner Cable Inc. on pages 67 to 130 of Time Warner Cable Inc. s Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on February 12, 2016; and

the unaudited consolidated financial statements of Time Warner Cable Inc. on pages 20 to 46 of Time Warner Cable Inc. s Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, filed with the SEC on April 28, 2016.

The information in the above filings speaks only as of the respective dates thereof, or, where applicable, the dates identified therein. Any statement contained in a document incorporated or deemed to be incorporated by reference into this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or any other subsequently filed document that is deemed to be incorporated by reference into this prospectus modifies or supersedes the statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

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Charter's and CCO Holdings' filings with the SEC, including Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports, are available free of charge on our website at www.charter.com as soon as reasonably practicable after they are filed with, or furnished to, the SEC. Our website and the information contained on that site, or connected to that site, are not incorporated into and are not a part of this prospectus. You may also obtain a copy of these filings at no cost by writing or telephoning us at the following address:

Charter Communications, Inc.

400 Atlantic Street

Stamford, Connecticut 06901

Attention: Investor Relations

Telephone: (203) 905-7801

WE HAVE NOT AUTHORIZED ANYONE TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATION ABOUT THE OFFERING THAT IS DIFFERENT FROM, OR IN ADDITION TO, THAT CONTAINED IN THIS PROSPECTUS OR IN ANY OF THE MATERIALS THAT ARE INCORPORATED INTO THIS PROSPECTUS. THEREFORE, IF ANYONE DOES GIVE YOU INFORMATION OF THIS SORT, YOU SHOULD NOT RELY ON IT. IF YOU ARE IN A JURISDICTION WHERE OFFERS TO EXCHANGE OR SELL, OR SOLICITATIONS OF OFFERS TO EXCHANGE OR PURCHASE, THE SECURITIES OFFERED BY THIS PROSPECTUS ARE UNLAWFUL, OR IF YOU ARE A PERSON TO WHOM IT IS UNLAWFUL TO DIRECT THESE TYPES OF ACTIVITIES, THEN THE OFFER PRESENTED IN THIS PROSPECTUS DOES NOT EXTEND TO YOU.

YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN THIS PROSPECTUS IS ACCURATE AS OF ANY DATE OTHER THAN THE DATE OF THIS PROSPECTUS AND NEITHER THE MAILING OF THIS PROSPECTUS NOR THE ISSUANCE OF THE DEBT SECURITIES PURSUANT TO THIS OFFERING SHALL CREATE AN IMPLICATION TO THE CONTRARY.

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PROSPECTUS SUMMARY

*The following summary highlights information contained elsewhere or incorporated by reference in this prospectus. It does not contain all the information that may be important to you in making an investment decision. You should read this entire prospectus carefully, including the documents incorporated by reference, which are described under *Incorporation by Reference of Certain Documents* and *Where You Can Find Additional Information*. You should also carefully consider, among other things, the matters discussed in the section titled *Risk Factors*.*

CCO Holdings and CCO Holdings Capital are direct subsidiaries of CCH I Holdings, LLC, which is an indirect subsidiary of Charter. Charter and CCO Holdings are each holding companies with no operations of their own. CCO Holdings Capital is a company with no operations of its own and no subsidiaries. CCO and CCO Capital are direct, wholly owned subsidiaries of CCO Holdings. CCO is a holding company with no operations of its own. CCO Capital is a company with no operations of its own and no subsidiaries. CCO Holdings Capital, and CCO Holdings and its direct and indirect subsidiaries, including CCO and its direct and indirect subsidiaries as well as CCO Capital, are managed by Charter. The additional Registrant Guarantors are direct and indirect subsidiaries of CCO.

Charter is a holding company whose principal asset is a controlling equity interest in Charter Communications Holdings, LLC and an indirect owner of CCO under which all of the operations reside. Unless otherwise stated, the discussion in this prospectus of our business and operations includes the business of CCO Holdings and its direct and indirect subsidiaries. Unless otherwise stated, all business data included in this summary is as of September 30, 2017.

The terms *we*, *us* and *our* in this description of our business refer to Charter and its direct and indirect subsidiaries on a consolidated basis. The term *Transactions* refers to (i) the transactions completed pursuant to the Agreement and Plan of Mergers, dated as of May 23, 2015 (the *Merger Agreement*), by and among Time Warner Cable Inc. (*Legacy TWC*), Charter Communications, Inc. prior to the closing of the Merger Agreement (*Legacy Charter*), CCH I, LLC, previously a wholly owned subsidiary of Legacy Charter (now known as Charter Communications, Inc. and referred to herein as *Charter*) and certain other subsidiaries of Charter and (ii) the acquisition of Bright House Networks, LLC (*Legacy Bright House*) pursuant to the Contribution Agreement, dated March 31, 2015, by and among Legacy Charter, New Charter, Advance/Newhouse Partnership, A/NPC Holdings LLC, and Charter Communications Holdings, LLC, as amended.

Our Business

We are the second largest cable operator in the United States and a leading broadband communications services company providing video, Internet and voice services to approximately 27.0 million residential and business customers at September 30, 2017. In addition, we sell video and online advertising inventory to local, regional and national advertising customers and fiber-delivered communications and managed information technology solutions to larger enterprise customers. We also own and operate regional sports networks and local sports, news and community channels and sell security and home management services to the residential marketplace.

Since 2012, Legacy Charter has actively invested in its network and operations and has improved the quality and value of the products and packages that it offers. Through the roll-out of Spectrum pricing and packaging (*SPP*) across Legacy Charter, we have simplified our offers and improved our packaging of products, delivering more value to new and existing customers. Further, through the transition of our Legacy Charter markets to our all-digital platform, we increased our offerings to more than 200 HD channels in most of the Legacy Charter markets and offered Internet speeds of at least 60 or 100 Mbps, among other benefits. We believe

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that this product set combined with improved customer service, as we insource our workforce in our call centers and in our field operations, has led to lower customer churn and longer customer lifetimes.

In September 2016, we began launching SPP to Legacy TWC and Legacy Bright House markets and as of September 30, 2017, we offer SPP in all Legacy TWC and Legacy Bright House markets. In the second half of 2017, we began converting the remaining Legacy TWC and Legacy Bright House analog markets to an all-digital platform. The bulk of this all-digital initiative will take place in 2018. Our corporate organization, as well as our marketing, sales and product development departments, are now centralized. Field operations are managed through eleven regional areas, each designed to represent a combination of designated marketing areas and managed with largely the same set of field employees that were with the three legacy companies prior to completion of the Transactions. Over a multi-year period, Legacy TWC and Legacy Bright House customer care centers will migrate to Legacy Charter's model of using segmented, virtualized, U.S.-based in-house call centers. We are focused on deploying superior products and service with minimal service disruptions as we integrate our information technology and network operations. We expect customer and financial results to trend similarly to Legacy Charter following the implementation of Legacy Charter's operating strategies across the Legacy TWC and Legacy Bright House markets. As a result of implementing our operating strategy across Legacy TWC and Legacy Bright House, we cannot be certain that we will be able to grow revenues or maintain our margins at recent historical rates.

Our Corporate Information

On May 18, 2016, Charter completed its previously reported merger transactions among Charter, Legacy TWC, Legacy Charter, and certain other subsidiaries of Charter. Also on May 18, 2016, Charter completed its previously reported acquisition of Legacy Bright House from Advance/Newhouse Partnership. As a result of the Transactions, Charter became the new public parent company that holds the combined operations of Legacy Charter, Legacy TWC and Legacy Bright House and was renamed Charter Communications, Inc. Substantially all of the operations acquired in the Transactions were contributed down to CCO Holdings or one of its subsidiaries.

Our principal executive offices are located at 400 Atlantic Street, 10th Floor, Stamford, Connecticut 06901. Our telephone number is (203) 905-7801, and we have a website accessible at www.charter.com. Our periodic reports and Current Reports on Form 8-K, and all amendments thereto, are available on this website free of charge as soon as reasonably practicable after they have been filed. The information posted on our website is not incorporated into this prospectus and is not part of this prospectus.

Table of Contents**RATIO OF EARNINGS TO FIXED CHARGES**

The following table sets forth CCO Holdings' and Charter's ratios of earnings to fixed charges on a historical basis for the periods indicated. This information should be read in conjunction with the consolidated financial statements and the accompanying notes incorporated by reference in this prospectus. See "Where You Can Find More Information" and "Incorporation by Reference; Additional Information."

CCO Holdings' Ratio of Earnings to Fixed Charges

| | For the Years Ended December 31, | | | | | For the Nine Months Ended September 30, |
|---|-------------------------------------|------|------|------|------|---|
| | 2012 | 2013 | 2014 | 2015 | 2016 | 2017 |
| Ratio of Earnings to Fixed Charges ⁽¹⁾ | 1.01 | | 1.08 | 1.17 | 1.68 | 1.25 |

(1) Earnings for the year ended December 31, 2013 were insufficient to cover fixed charges by \$57 million. As a result of such deficiency, the ratio is not presented above.

For more information on CCO Holdings' ratio of earnings to fixed charges, see Exhibit 12.1 filed herewith.

Charter's Ratio of Earnings to Fixed Charges

| | For the Years Ended December 31, | | | | | For the Nine Months Ended September 30, |
|---|-------------------------------------|------|------|------|------|---|
| | 2012 | 2013 | 2014 | 2015 | 2016 | 2017 |
| Ratio of Earnings to Fixed Charges ⁽¹⁾ | | | 1.06 | | 1.33 | 1.26 |

(1) Earnings for the years ended December 31, 2012, 2013 and 2015 were insufficient to cover fixed charges by \$47 million, \$49 million and \$331 million, respectively. As a result of such deficiencies, the ratios are not presented above.

For more information on Charter's ratio of earnings to fixed charges, see Exhibit 12.2 filed herewith.

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RISK FACTORS

You should consider carefully all of the information set forth in any accompanying prospectus supplement and the documents incorporated by reference herein, unless expressly provided otherwise, and, in particular, the risk factors described in Charter's and CCO Holdings' Annual Reports on Form 10-K for the year ended December 31, 2016 filed with the SEC and incorporated by reference in this prospectus. The risks described in any document incorporated by reference herein are not the only ones we face, but are considered to be the most material. There may be other unknown or unpredictable economic, business, competitive, regulatory or other factors that could have material adverse effects on our future results. Past financial performance may not be a reliable indicator of future performance and historical trends should not be used to anticipate results or trends in future periods.

USE OF PROCEEDS

We intend to use the net proceeds from the sales of securities as set forth in the applicable prospectus supplement.

PLAN OF DISTRIBUTION

We may sell the offered securities: (a) through agents; (b) through underwriters or dealers; (c) directly to one or more purchasers; or (d) through a combination of any of these methods of sale. We will identify the specific plan of distribution, including any underwriters, dealers, agents or direct purchasers and their compensation in a prospectus supplement.

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EXPERTS

The consolidated financial statements of CCO Holdings, LLC and subsidiaries as of December 31, 2016 and 2015, and for each of the years in the three-year period ended December 31, 2016, have been incorporated by reference herein in reliance upon the report of KPMG LLP, an independent registered public accounting firm, appearing in the CCO Holdings, LLC Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on March 3, 2017, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

The consolidated financial statements of Charter Communications, Inc. and subsidiaries as of December 31, 2016 and 2015, and for each of the years in the three-year period ended December 31, 2016, and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2016 have been incorporated by reference herein in reliance upon the report of KPMG LLP, an independent registered public accounting firm, appearing in the Charter Communications, Inc. Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on February 16, 2017, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

The consolidated financial statements of Time Warner Cable Inc. appearing in Time Warner Cable Inc.'s Annual Report (Form 10-K) for the year ended December 31, 2015, and the effectiveness of Time Warner Cable Inc.'s internal control over financial reporting as of December 31, 2015 have been audited by Ernst & Young LLP, an independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The consolidated financial statements of Bright House Networks, LLC and subsidiaries as of December 31, 2015 and 2014, and for each of the years in the three-year period ended December 31, 2015, have been incorporated by reference herein, in reliance upon the report of KPMG LLP, an independent auditor, appearing in Charter Communications, Inc.'s Current Report on Form 8-K filed with the SEC on April 7, 2016 incorporated by reference herein.

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LEGAL MATTERS

Kirkland & Ellis LLP, New York, New York, will pass upon the validity of the securities offered in this offering.

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\$

Charter Communications Operating, LLC

Charter Communications Operating Capital Corp.

\$ % Senior Secured Notes due 20

\$ 5.750% Senior Secured Notes due 2048

PRELIMINARY PROSPECTUS SUPPLEMENT

Joint Book-Running Managers

Citigroup

Deutsche Bank Securities

Credit Suisse

Mizuho Securities

Morgan Stanley

BofA Merrill Lynch

Goldman Sachs & Co. LLC

RBC Capital Markets

UBS Investment Bank

Wells Fargo Securities

Co-Managers

MUFG

TD Securities

Scotiabank

SMBC Nikko

SunTrust Robinson Humphrey

Credit Agricole CIB

US Bancorp

LionTree

Academy Securities

MFR Securities, Inc.

Ramirez & Co., Inc.

The Williams Capital Group, L.P.

, 2019