

Newhouse Michael A
Form 4
August 07, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Newhouse Michael A

2. Issuer Name **and** Ticker or Trading
Symbol

CHARTER COMMUNICATIONS,
INC. /MO/ [CHTR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

08/06/2018

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O CHARTER
COMMUNICATIONS, INC., 400
ATLANTIC STREET

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

STAMFORD, CT 06901

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying S (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Call option (obligation to sell)	\$ 371.5202	08/06/2018		S/K	1,500,000	<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock
Call option (obligation to sell)	\$ 371.5202	08/06/2018		S/K	1,500,000	<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock
Call option (obligation to sell)	\$ 408.2063	08/06/2018		S/K	1,500,000	<u>(1)(3)</u>	<u>(1)(3)</u>	Common Stock
Call option (obligation to sell)	\$ 408.2063	08/06/2018		S/K	1,500,000	<u>(1)(3)</u>	<u>(1)(3)</u>	Common Stock
Put option (right to sell)	\$ 247.486	08/06/2018		P/K	1,500,000	<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock
Put option (right to sell)	\$ 247.486	08/06/2018		P/K	1,500,000	<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock
Put option (right to sell)	\$ 247.486	08/06/2018		P/K	1,500,000	<u>(1)(3)</u>	<u>(1)(3)</u>	Common Stock
Put option (right to sell)	\$ 247.486	08/06/2018		P/K	1,500,000	<u>(1)(3)</u>	<u>(1)(3)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Newhouse Michael A
C/O CHARTER COMMUNICATIONS, INC. X
400 ATLANTIC STREET
STAMFORD, CT 06901

Signatures

/s/ Michael A.
Newhouse 08/07/2018

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On August 6, 2018, Advance/Newhouse Partnership ("A/N") established a credit facility backed by an equity collar transaction and an aggregate of 6,000,000 Class B Common Units of Charter Communications Holdings, LLC ("Units") to provide financial flexibility to support its ongoing estate planning and its investment program and for other general corporate purposes. A/N entered into Share Collar

(1) Transactions (the "Transactions") with unaffiliated banks, pursuant to which A/N wrote European call options and purchased European put options over an aggregate of 6,000,000 shares of Class A common stock (the "Common Stock") of Charter Communications, Inc. (the "Issuer"). The Transactions will be settled in cash unless A/N elects physical settlement, in which case it expects to exchange Units for Class A Common Stock sufficient to satisfy its obligations under the Transactions.

(2) The Transaction expires evenly over a series of expiration dates from August 16, 2021 to August 31, 2021, inclusive.

(3) The Transaction expires evenly over a series of expiration dates from August 15, 2023 to August 30, 2023, inclusive.

On the relevant expiration date, the call option will automatically be exercised (and the put option will expire unexercised) if the volume weighted average price of the Common Stock on the relevant expiration date (the "Reference Price") is greater than or equal to the call

(4) option strike price; the put option will automatically be exercised (and the call option will expire unexercised) if the Reference Price is less than or equal to the put option strike price; and the call option and the put option will each expire unexercised if the Reference Price is greater than the put option strike price but less than the call option strike price.

(5) The Transaction is a "zero-cost collar", in which no premium was exchanged for either the call option or the put option.

The Reporting Person, by virtue of his affiliations with Advance Long-Term Management Trust, a New Jersey trust ("ALTMT"), Advance Publications, Inc., a New York corporation ("API"), and Newhouse Broadcasting Corporation ("NBCo"), and affiliation with and interest in other non-controlling holders of equity of API and NBCo, may be deemed to beneficially own the shares of Common

(6) Stock and Class B Common Units of Charter Holdings owned directly by A/N. ALTMT is the general partner of Newhouse Family Holdings, L.P., a Delaware limited partnership, which owns all of the voting shares of API. API and NBCo indirectly own all of the partnership interests of A/N.

The Reporting Person disclaims beneficial ownership of the shares of Common Stock and Class B Common Units of Charter Holdings

(7) owned by A/N and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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