

CHARTER COMMUNICATIONS, INC. /MO/
 Form 3
 May 25, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Â Newhouse Michael A
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 05/18/2016

3. Issuer Name and Ticker or Trading Symbol
 CHARTER COMMUNICATIONS, INC. /MO/ [CHTR]

4. Relationship of Reporting Person(s) to Issuer

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

C/O CHARTER COMMUNICATIONS, INC., Â 400 ATLANTIC STREET
 (Street)

(Check all applicable)

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

STAMFORD, Â CT Â 06901
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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

| | | | | | |
|---|---|---|---|---|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|--|

| | Expiration Date | | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------------------|------------------|---|--------------------------|---------------------------------------|---|
| Charter Communications Holdings, LLC Class B Common Units | 05/18/2016 ⁽¹⁾⁽²⁾ | Â ⁽³⁾ | Charter Communications Class A Common Stock 30,995,834 ⁽³⁾ | \$ ⁽³⁾ | I | Indirect Interest in a Partnership ^{(1) (2)} |
| Charter Communications Holdings Convertible Preferred Units | 05/18/2016 ⁽¹⁾⁽²⁾ | Â ⁽⁴⁾ | Charter Communications Class A Common Stock 9,333,500 ⁽⁴⁾ | \$ 267.85 ⁽⁴⁾ | I | Indirect Interest in a Partnership ^{(1) (2)} |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Newhouse Michael A C/O CHARTER COMMUNICATIONS, INC. 400 ATLANTIC STREET STAMFORD, CT 06901 | Â X | Â | Â | Â |

Signatures

/s/Daniel J. Bollinger as attorney-in-fact for Michael A.
Newhouse

05/24/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Advance Newhouse Partnership, a New York Partnership ("A/N") acquired the Class B Common Units (the "Class B Common Units") and the Convertible Preferred Units the ("Convertible Preferred Units") of Charter Holdings Communications, Inc. ("Charter Holdings") on May 18, 2016. The Reporting Person is both a trustee and a beneficiary of the Advance Long-Term Management Trust, a New Jersey Trust ("ALTMT"), Co-President and a director of Advance Publications, Inc., a New York corporation ("API"), and Executive Vice President and a director of Newhouse Broadcasting Corporation, a New York corporation ("NBCo"). 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, by virtue of his affiliations with ALTMT, API and NBCo and affiliation with and interest in other non-controlling holders of equity of API and NBCo, may be deemed to beneficially own the Class B Common Units, Convertible Preferred Units and one share of Class B Common Stock owned directly by A/N. A/N is entitled to voting rights with respect to the Class B Common Units and the Convertible Preferred Units through ownership of one share of Class B Common Stock, par value \$0.001, of the Issuer. The Reporting Person disclaims beneficial ownership of the Class B Common Units and the Convertible Preferred Units 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.

The 30,995,834 Class B Common Units owned by A/N are convertible, at the Issuer's option, into either (i) shares of Class A Common Stock of the Issuer ("Class A Common Stock") on a one-for-one basis or (ii) cash based on a recent market price of the Class A Common Stock.

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- Each of the 25,000,000 Convertible Preferred Units with face amount of \$100 are convertible by A/N and certain related parties into
- (4) 0.37334 of a Class B Common Unit and by any other person into 0.37334 of a share of Class A Common Stock, representing a conversion price of \$267.85, subject to customary anti-dilution adjustments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.