

CHARTER COMMUNICATIONS, INC. /MO/  
Form 4/A  
August 15, 2012

**FORM 4**

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

OMB APPROVAL

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Expires: January 31, 2015  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Apollo Management Holdings GP, LLC

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)

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

9 W. 57TH STREET, 43RD FLOOR

08/08/2012

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
08/10/2012

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

NEW YORK, NY 10019

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Class A common stock            | 08/08/2012                           |  | X                              | 19,959 (1) A \$ 46.86   | 31,997,500 (1)  | I  | See footnote (1)                  |

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

**Persons who respond to the collection of 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Apollo Management Holdings GP, LLC<br>9 W. 57TH STREET<br>43RD FLOOR<br>NEW YORK, NY 10019        |               | X         |         |       |
| Apollo Management Holdings, L.P.<br>9 W. 57TH STREET<br>-<br>NEW YORK, NY 10019                   |               | X         |         |       |
| Apollo Principal Holdings I GP, LLC<br>TWO MANHATTANVILLE ROAD<br>SUITE 203<br>PURCHASE, NY 10577 |               | X         |         |       |
| Apollo Principal Holdings I, L.P.<br>TWO MANHATTANVILLE ROAD<br>SUITE 203<br>PURCHASE, NY 10577   |               | X         |         |       |
| Apollo Value Management, L.P.<br>TWO MANHATTANVILLE ROAD<br>PURCHASE, NY 10577                    |               | X         |         |       |
| Apollo Principal Holdings II GP, LLC<br>9 W. 57TH ST.<br>43RD FLOOR<br>NEW YORK, NY 10019         |               | X         |         |       |
| Apollo Capital Management GP, LLC<br>9 WEST 57TH STREET<br>NEW YORK, NY 10019                     |               | X         |         |       |
|   |               | X         |         |       |

Apollo Capital Management, L.P.  
9 WEST 57TH STREET  
NEW YORK, NY 10019

Apollo Alternative Assets, L.P.  
87 MARY STREET, GEORGE TOWN X  
GRAND CAYMAN, E9 KY1-9005

Apollo Principal Holdings II, L.P.  
9 W. 57TH STREET X  
43RD FLOOR  
NEW YORK, NY 10019

## Signatures

[see signatures attached as Exhibit 08/15/2012  
99.1]

\_\_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).

This Amendment to the Form 4 initially filed on August 10, 2012 (the "Form 4"), is filed solely for the purpose of correcting the number of shares that were reported as having been acquired upon exercise of the warrants as reported in the Form 4, and to correct the number of securities beneficially owned following the exercise of the warrants, and does not reflect the acquisition or disposition of any securities. (1) The number of shares of Class A common stock acquired upon exercise of the warrants reflects the number of shares issued based on the cashless exercise of the warrants on August 8, 2012.

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.