

CHARTER COMMUNICATIONS, INC. /MO/
Form 4
May 17, 2017

FORM 4

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

OMB APPROVAL

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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 *
ADVANCE/NEWHOUSE PARTNERSHIP

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)
6350 COURT STREET,
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2017

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

EAST SYRACUSE, NY 13057-1211
(City) (State) (Zip)

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

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title |
|---|-----------------------|------------|---|---|---------------------|--------------------|---|
| | | | Code | V | | | |
| Class B Common Units of Charter Communications Holdings, LLC | <u>(1)</u> 05/16/2017 | D | 285,069 <u>(2)</u> | | 05/18/2016 | <u>(1)</u> | Charter Communicat Class A Com Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ADVANCE/NEWHOUSE PARTNERSHIP 6350 COURT STREET EAST SYRACUSE, NY 13057-1211 | X | X | | |
| ADVANCE PUBLICATIONS, INC 950 FINGERBOARD ROAD STATEN ISLAND, NY 10305 | X | X | | |
| NEWHOUSE FAMILY HOLDINGS, L.P. ONE WORLD TRADE CENTER NEW YORK, NY 10007 | X | X | | |
| ADVANCE LONG-TERM MANAGEMENT TRUST C/O ROBINSON MILLER LLC ONE NEWARK CENTER, 19TH FLOOR NEWARK, NJ 07102 | X | X | | |
| NEWHOUSE BROADCASTING CORP 6350 COURT STREET EAST SYRACUSE, NY 13057-1211 | X | X | | |

Signatures

| | |
|--|------------|
| Advance/Newhouse Partnership, By: /s/ Michael A. Newhouse, Vice President | 05/17/2017 |
| **Signature of Reporting Person | Date |
| Advance Publications, Inc., By: /s/ Michael A. Newhouse, Co-President | 05/17/2017 |
| **Signature of Reporting Person | Date |
| Advance Long-Term Management Trust, By: /s/ Michael A. Newhouse, Trustee | 05/17/2017 |
| **Signature of Reporting Person | Date |
| Newhouse Broadcasting Corporation, By: /s/ Michael A. Newhouse, Executive Vice President | 05/17/2017 |
| **Signature of Reporting Person | Date |
| | 05/17/2017 |

Newhouse Family Holdings, L.P., By: Advance Long-Term Management Trust, as General Partner, By: /s/ Michael A. Newhouse, Trustee

__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).

The Class B Common Units of Charter Communications Holdings, LLC ("Charter Holdings") are exchangeable by Advance/Newhouse Partnership, a New York partnership ("A/N") at any time into either, at the Issuer's option, (i) shares of Class A Common Stock of the Issuer on a one-for-one basis or (ii) an amount of cash based on the volume-weighted average price of the Class A Common Stock for the two consecutive trading days prior to the date of delivery of A/N's Exchange Notice (as such term is defined under and pursuant to that certain exchange agreement, dated as of May 18, 2016, between, among others, the Issuer, Charter Holdings and A/N) per Class B Common Unit exchanged and have no expiration date.
- (1) Sold to the Issuer in an exempt transaction pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended.
 - (2) Represents the Average Public Per Share Repurchase Price (as such term is defined in Annex A to that certain letter agreement, dated as of December 23, 2016, between the Issuer, Charter Holdings and A/N).
 - (3)

Remarks:

Each of Newhouse Broadcasting Corporation, Advance Publications, Inc., Newhouse Family Holdings, L.P. and Advance Long-Term Management Trust

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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