

CHARTER COMMUNICATIONS, INC. /MO/  
Form 3  
September 14, 2010

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

OMB APPROVAL

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**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Oaktree Capital Group Holdings, L.P.		(Month/Day/Year)	CHARTER COMMUNICATIONS, INC. /MO/ [CHTR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
333 SOUTH GRAND AVENUE,Â 28TH FLOOR			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
LOS ANGELES,Â CAÂ 90071			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> 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)
Class A Common Stock	19,725,105	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>
Class A Common Stock	2,536	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u>

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

SEC 1473 (7-02)

**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.**

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock Warrants (CUSIP 16117M123)	11/30/2009	11/30/2014	Class A Common Stock	136,202	\$ 51.28	I	See footnotes <sup>(1)</sup> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>
Common Stock Warrants (CUSIP 16117M131)	11/30/2009	11/30/2014	Class A Common Stock	292,342	\$ 46.86	I	See footnotes <sup>(1)</sup> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oaktree Capital Group Holdings, L.P. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	â X	â X	â	â
Oaktree Fund GP, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	â X	â X	â	â
OCM Opportunities Fund V GP, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	â X	â X	â	â
OCM Opportunities Fund VI GP, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	â X	â X	â	â
OCM Opportunities Fund VII Delaware GP Inc. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	â X	â X	â	â
OCM OPPORTUNITIES FUND VII L P WALKER HOUSE MARY ST P O BOX 908GT GEO TOWN GRAND CAY CAY ISL, E9 00000	â X	â X	â	â
OCM Opportunities Fund VII GP, L.P. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	â X	â X	â	â

OCM Opportunities Fund VII GP Ltd.  
333 SOUTH GRAND AVENUE  
28TH FLOOR  
LOS ANGELES, CA 90071

Â X    Â X    Â    Â

Oaktree Value Opportunities Fund GP, L.P.  
333 SOUTH GRAND AVENUE  
28TH FLOOR  
LOS ANGELES, CA 90071

Â X    Â X    Â    Â

Oaktree Value Opportunities Fund GP Ltd.  
333 SOUTH GRAND AVENUE  
28TH FLOOR  
LOS ANGELES, CA 90071

Â X    Â X    Â    Â

## Signatures

See signatures included in  
Exhibit 99.1

09/14/2010

\*\*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).

(1) On November 30, 2009, Oaktree Opportunities Investments, L.P. ("OOI") purchased 16,428,631 shares of the Issuer's Class A Common Stock pursuant to the Issuer's joint plan of reorganization (the "Plan") at the price of \$18.75 per share. OOI was issued 3,296,474 shares of the Issuer's Class A Common Stock in exchange for claims pursuant to the Plan.

(2) In exchange for claims pursuant to the Plan, OCM Opportunities Fund V, L.P. ("OCM V") was issued 42,423 CUSIP 16117M123 common stock warrants and 53,320 CUSIP 16117M131 common stock warrants, OCM Opportunities Fund VI, L.P. ("OCM VI") was issued 93,779 CUSIP 16117M123 common stock warrants and 121,329 CUSIP 16117M131 common stock warrants, OCM Opportunities Fund VII Delaware, L.P. ("OCM VII") was issued 104,553 CUSIP 16117M131 common stock warrants and Oaktree Value Opportunities Fund, L.P. ("VOF") was issued 13,140 CUSIP 16117M131 common stock warrants. Both the CUSIP 16117M123 common stock warrants and the CUSIP 16117M131 common stock warrants are referred to herein as the Class A Common Stock Warrants.

(3) This Form 3 is also filed by: (i) OOI, in its capacity as the direct owner of 19,725,105 shares of Class A Common Stock, (ii) OCM FIE, L.P. ("FIE"), in its capacity as the assignee of all economic, pecuniary and voting rights to 2,536 shares of restricted stock granted January 21, 2010 and scheduled to fully vest on November 30, 2010, (iii) OCM V, in its capacity as the direct owner of 95,743 Class A Common Stock Warrants, (iv) OCM VI, in its capacity as the direct owner of 215,108 Class A Common Stock Warrants, (v) OCM VII, in its capacity as the direct owner of 104,553 Class A Common Stock Warrants and (vi) VOF, in its capacity as the direct owner of 13,140 Class A Common Stock Warrants.

(4) This Form 3 is also filed by: (i) Oaktree Fund GP, LLC ("GP"), in its capacity as the general partner of OOI and FIE; (ii) OCM Opportunities Fund V GP, L.P. ("V GP"), in its capacity as the general partner of OCM V; (iii) OCM Opportunities Fund VI GP, L.P. ("VI GP"), in its capacity as the general partner of OCM VI; (iv) OCM Opportunities Fund VII Delaware GP Inc. ("VII GP"), in its capacity as the general partner of OCM VII; (v) OCM Opportunities Fund VII, L.P. ("Fund VII"), in its capacity as the sole shareholder of VII GP; (vi) OCM Opportunities Fund VII GP, L.P. ("Fund VII GP"), in its capacity as the general partner of Fund VII; (vii) OCM Opportunities Fund VII GP Ltd. ("Fund VII GP Ltd."), in its capacity as the general partner of Fund VII GP; (viii) Oaktree Value Opportunities Fund GP, L.P. ("VOF GP"), in its capacity as the general partner of VOF and (ix) Oaktree Value Opportunities Fund GP Ltd. ("VOF GP Ltd."), in its capacity as the general partner of VOF GP.

(5) This Form 3 is also filed by: (i) Oaktree Fund GP I, L.P. ("GP I"), in its capacity as the managing member of GP, the general partner of V GP and VI GP and the sole shareholder of Fund VII GP Ltd. and VOF GP Ltd.; (ii) Oaktree Capital I, L.P. ("Capital I"), in its capacity as the general partner of GP I; (iii) OCM Holdings I, LLC ("Holdings I"), in its capacity as the general partner of Capital I; (iv) Oaktree Holdings, LLC ("Holdings"), in its capacity as the managing member of Holdings I; (v) Oaktree Capital Group, LLC ("OCG"), in its capacity as the managing member of Holdings; [continued in footnote 6]

(6) [continued from footnote 5] (vi) Oaktree Capital Group Holdings, L.P. ("OCGH"), in its capacity as the holder of a majority of the voting units of OCG; and (vii) Oaktree Capital Group Holdings GP, LLC ("OCGH GP," and together with OOI, FIE, OCM V, OCM

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VI, OCM VII, VOF, GP, V GP, VI GP, VII GP, Fund VII, Fund VII GP, Fund VII GP Ltd., VOF GP, VOF GP Ltd., GP I, Capital I, Holdings I, Holdings, OCG and OCGH, each a "Reporting Person" and collectively, the "Reporting Persons"), in its capacity as the general partner of OCGH. Information with respect to each Reporting Person is given solely by such Reporting Person, and no such Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

- (7) Each Reporting Person, other than OOI, OCM V, OCM VI, OCM VII and VOF with respect to their direct holdings and FIE with respect to its assigned holdings, disclaims beneficial ownership of all shares and warrants reported herein except to the extent of their respective pecuniary interest therein, and the filing of this Form 3 shall not be construed as an admission that any such Reporting Person is the beneficial owner of any shares covered by this Form 3.

- (8) OCGH GP is a limited liability company managed by an executive committee, the members of which are Howard S. Marks, Bruce A. Karsh, John B. Frank, David M. Kirchheimer, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan and Kevin L. Clayton (the "OCGH GP Members"). In such capacity, the OCGH GP Members may be deemed indirect beneficial owners of the securities reported herein. Except to the extent of their respective pecuniary interest, each OCGH GP Member disclaims beneficial ownership of the securities reported herein, and the filing of this Form 3 shall not be construed as an admission that any such person is the beneficial owner of any securities covered by this Form 3.

- (9) The Reporting Persons may be deemed directors by virtue of (i) their right under the Plan to appoint one member of the initial board of directors for each 10% of the Issuer's Class A Common Stock held or (ii) their being an assignee of all economic, pecuniary and voting rights of such director's compensation. Bruce A. Karsh was elected to serve on the Issuer's board of directors on November 30, 2009.

- (10) Bruce A. Karsh holds these 2,536 shares of restricted stock for the benefit of FIE. Pursuant to the policies of the Reporting Persons, Mr. Karsh must hold the shares on behalf of and for the benefit of FIE and is assigning all economic, pecuniary and voting rights to FIE. The Reporting Persons, other than FIE, disclaim beneficial ownership of these securities, and the filing of this Form 3 shall not be construed as an admission that such persons are beneficial owners of such securities covered by this Form 3, except to the extent of any indirect pecuniary interest therein.

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**Remarks:**

This Form 3 is being filed in three parts due to the electronic system's limitation of 10 Reporting  
All filings relate to the same series of transactions described above. Part 2 of 3.

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.