

CHARTER COMMUNICATIONS, INC. /MO/

Form 3

May 27, 2016

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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 ADVANCE/NEWHOUSE
PARTNERSHIP

(Last) (First) (Middle)

5823 WIDEWATERS
PARKWAY,Â

(Street)

EAST
SYRACUSE,Â NYÂ 13057

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
05/18/20163. Issuer Name **and** Ticker or Trading Symbol
CHARTER COMMUNICATIONS, INC. /MO/ [CHTR]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X 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)

**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)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Exercisable Expiration
Date Title3. Title and Amount of Securities
Underlying Derivative Security
(Instr. 4)Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of
Indirect
Beneficial
Ownership
(Instr. 5)

Reporting Owners

Signatures

Reporting Owners

__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) 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") disclosed on this Form 3 on May 18, 2016. 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.
- (2) Upon exchange by A/N, the 30,995,834 Class B Common Units owned by A/N will be exchangeable, at the Issuer's option, into either (i) shares of Class A Common Stock on a one-for-one basis or (ii) cash based on the volume-weighted average price of the Class A Common Stock for the two consecutive trading days immediately prior to the date of delivery of an exchange notice by A/N.
- (3) Each of the 25,000,000 Convertible Preferred Units with face amount of \$100 is convertible, in the hands of A/N and its affiliates, into 0.37334 of a Class B Common Unit and, in the hands of 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.

^

Remarks:

Each^ of^ Newhouse^ Broadcasting^ Corporation^ ("NBCo"),^ Advance^ Publications,^ Inc.^ ("API"),^ Newhouse^ F

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.