

CHARTER COMMUNICATIONS, INC. /MO/  
Form SC 13D  
May 11, 2012  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934

(Amendment No. \_\_\_\_\_)\*

Charter Communications, Inc.  
(Name of Issuer)

Class A Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

16117M305  
(CUSIP Number)

Ross A. Oliver  
Crestview Partners  
667 Madison Avenue  
New York, NY 10065  
(212) 906-0700

Copies to:  
Paul R. Kingsley  
Davis Polk & Wardwell LLP  
450 Lexington Avenue  
New York, New York 10017

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

May 1, 2012  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. x

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

CUSIP No. 16117M305

1. Names of Reporting Persons.

Crestview, L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power  
0

NUMBER OF  
SHARES

8. Shared Voting Power

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

11,203,955

9. Sole Dispositive Power

0

10. Shared Dispositive Power

11,203,955

11. Aggregate Amount Beneficially Owned by Each Reporting Person

11,203,955

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

11.1%

14. Type of Reporting Person (See Instructions)

CO



CUSIP No. 16117M305

1. Names of Reporting Persons.

Encore, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7.

Sole Voting Power

NUMBER OF

3,403,023

SHARES

8.

Shared Voting Power

BENEFICIALLY

0

OWNED BY EACH

Sole Dispositive Power

REPORTING PERSON<sup>9</sup>.

WITH

10.

3,403,023

Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,403,023

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

3.4%

14. Type of Reporting Person (See Instructions)

CO



CUSIP No. 16117M305

1. Names of Reporting Persons.

Crestview Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7.

Sole Voting Power

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON<sup>9</sup>.  
WITH

8.

Shared Voting Power

3,403,023

Sole Dispositive Power

0

10.

Shared Dispositive Power

3,403,023

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,403,023

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

3.4%

14. Type of Reporting Person (See Instructions)

PN





CUSIP No. 16117M305

1. Names of Reporting Persons.

Crestview Partners (PF), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7.

Sole Voting Power

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON<sup>9</sup>.  
WITH

8.

Shared Voting Power

3,403,023

Sole Dispositive Power

0

10.

Shared Dispositive Power

3,403,023

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,403,023

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

3.4%

14. Type of Reporting Person (See Instructions)

PN



CUSIP No. 16117M305

1. Names of Reporting Persons.

Crestview Holdings (TE), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7.

Sole Voting Power

0

NUMBER OF  
SHARES

8.

Shared Voting Power

BENEFICIALLY  
OWNED BY EACH

3,403,023

REPORTING PERSON9.  
WITH

Sole Dispositive Power

0

10.

Shared Dispositive Power

3,403,023

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,403,023

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

3.4%

14. Type of Reporting Person (See Instructions)

PN



CUSIP No. 16117M305

1. Names of Reporting Persons.

Encore (ERISA), Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Cayman Islands

7.

Sole Voting Power

0

NUMBER OF  
SHARES

8.

Shared Voting Power

BENEFICIALLY  
OWNED BY EACH

3,403,023

REPORTING PERSON9.  
WITH

Sole Dispositive Power

0

10.

Shared Dispositive Power

3,403,023

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,403,023

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

3.4%

14. Type of Reporting Person (See Instructions)

CO



CUSIP No. 16117M305

1. Names of Reporting Persons.

Crestview Partners (ERISA), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

7.

Sole Voting Power

0

NUMBER OF  
SHARES

8.

Shared Voting Power

BENEFICIALLY  
OWNED BY EACH

3,403,023

REPORTING PERSON9.  
WITH

Sole Dispositive Power

0

10.

Shared Dispositive Power

3,403,023

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,403,023

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

3.4%

14. Type of Reporting Person (See Instructions)

PN





CUSIP No.

16117M305