

ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS. Effective January 15, 2014, the Company adopted new forms of award agreements for grants of stock options and restricted stock units under the Company's 2009 Stock Incentive Plan, as amended (the "Plan").

The new award agreements contain terms similar to previous agreements, with the following changes, among others:

- Awards will vest 100% three years following the grant date;
- The new award agreements expand the circumstances under which awards will pro-rata vest on termination of the award holder's employment; and
- The new award agreements contain confidentiality, non-compete and non-solicitation restrictions.

Effective January 15, 2014, the Company revised certain outstanding forms of award agreements for grants of stock options and restricted stock units under the Plan so that the vesting upon termination of employment provisions will be consistent with those under the new agreements described above.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the forms of the stock option agreement, restricted stock unit agreement and forms of notices of changes to existing award agreements, copies of which are attached to this report and incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

| Exhibit Number | Description |
|----------------|--|
| 10.1* | Form of Stock Option Agreement. |
| 10.2* | Form of Restricted Stock Agreement. |
| 10.3* | Form of Notice of LTIP Award Agreement Changes (RSU Awards) |
| 10.4* | Form of Notice of LTIP Award Agreement Changes (Time-Vesting Option Awards) |
| 10.5* | Form of Notice of LTIP Award Agreement Changes (Restricted Stock Awards) |
| 10.6* | Form of Notice of LTIP Award Agreement Changes (Performance Vesting Option Awards) |

* filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,
Registrant

By: /s/ Kevin D. Howard
Kevin D. Howard
Senior Vice President - Finance, Controller and
Chief Accounting Officer

Date: January 22, 2014

EXHIBIT INDEX

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