

CHARTER COMMUNICATIONS, INC. /MO/

Form 4

May 20, 2016

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 *
Liberty Broadband Corp

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)

12300 LIBERTY BOULEVARD

(Street)

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

05/18/2016

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

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

ENGLEWOOD, CO 80112

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, par value \$0.001 per share	05/18/2016		J ⁽¹⁾	2,364,956 A ⁽¹⁾	28,440,925 ⁽²⁾	I	Held through wholly-owned subsidiaries
Class A Common Stock, par value \$0.001 per share	05/18/2016		A	21,972,648 A \$ 195.6979	21,972,648 D		

Class A
Common
Stock, par value \$.001 per share

05/18/2016

A 3,658,691 A \$ 191.3253 25,631,339 D

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

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(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 Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Liberty Broadband Corp 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112	X X

Signatures

Liberty Broadband Corporation By: /s/ Craig Troyer, Vice President, Deputy General Counsel and Assistant Secretary

05/20/2016

____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).

(1)

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Pursuant to the Contribution Agreement, dated as of May 23, 2015, by and among the reporting person, Liberty Interactive Corporation, Legacy Charter (as defined in the Remarks section), the Issuer and Merger Subsidiary One (as defined in the Remarks section), each share of TWC's (as defined in the Remarks section) common stock held by the reporting person immediately prior to the effective time of the First Company Merger (as defined in the Remarks section) converted into the right to receive one share of the Issuer's Class A Common Stock. Such transactions were approved by the Issuer's board of directors pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

- (2) Includes 26,075,969 shares received by wholly-owned subsidiaries of the reporting person in the Third Merger, which resulted in the Issuer becoming a parent holding company of Legacy Charter and TWC but did not alter the proportionate interests of security holders (as further described in the Remarks section).

Remarks:

Pursuant to that certain Agreement and Plan of Mergers, dated as of May 23, 2015, by and among Time Warner Cable Inc. ("T

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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