

CHARTER COMMUNICATIONS, INC. /MO/
Form SC 13D/A
November 06, 2014

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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 4)***

CHARTER COMMUNICATIONS, INC.

(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$.001 PER SHARE

(Title of Class of Securities)

16117M305

(CUSIP Number)

Richard N. Baer, Esq.

Senior Vice President and General Counsel

Liberty Media Corporation

12300 Liberty Boulevard

Englewood, CO 80112

(720) 875-5400

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

November 4, 2014

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(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. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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, as amended (the 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 Number: 16117M305

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only)

Liberty Media Corporation
 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 Item 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 With | 8. | Shared Voting Power | 0 |
| | 9. | Sole Dispositive Power | 0 |
| | 10. | Shared Dispositive Power | 0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
0
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

Excludes shares beneficially owned by the executive officers and directors of the Reporting Person.
 13. Percent of Class Represented by Amount in Row (11)
0
 14. Type of Reporting Person (See Instructions)
CO

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A

(Amendment No. 4)

Statement of

LIBERTY MEDIA CORPORATION

Pursuant to Section 13(d) of the
Securities Exchange Act of 1934

in respect of

CHARTER COMMUNICATIONS, INC.

Item 1. Security and Issuer

This Report on Schedule 13D/A relates to the Class A common stock, par value \$.001 per share (the **Common Stock**), of Charter Communications, Inc., a Delaware corporation (the **Issuer**). The Report on Schedule 13D originally filed with the Commission by Liberty Media Corporation, a Delaware corporation (the **Reporting Person** or **Liberty**), on May 10, 2013, as amended by Amendment No. 1 filed with the Commission on April 29, 2014, Amendment No. 2 filed with the Commission on May 9, 2014 and Amendment No. 3 filed with the Commission on October 10, 2014 (collectively, the **Schedule 13D**), is hereby further amended and supplemented to include the information set forth herein. This amended statement on Schedule 13D/A (the **Amendment**) constitutes Amendment No. 4 to the Schedule 13D and is the final amendment to the Schedule 13D and is an exit filing for the Reporting Person. Capitalized terms not defined herein have the meanings given to such terms in the Schedule 13D.

Item 4. Purpose of Transaction

The information contained in Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information:

On November 4, 2014, the Reporting Person completed its previously announced spin-off (the Spin-Off) of its subsidiary, Liberty Broadband Corporation (Broadband), which, at the time of the Spin-Off, held, among other things, 100% of the Reporting Person s interest in the Issuer, the Reporting Person s 100% ownership interest in TruePosition, Inc. and a minority equity investment in Time Warner Cable Inc. (collectively, the Spin-Off Assets). The Spin-Off was accomplished through the distribution, by means of a dividend, by the Reporting Person to the holders of its common stock of all of the outstanding shares of Broadband s common stock. As a result of the Spin-Off, Broadband became a separate publicly traded company and holds all of the Spin-Off Assets.

Item 5. Interest in Securities of the Issuer

The information contained in Item 5 of the Schedule 13D is hereby amended and supplemented by adding the following information:

(a) and (b) The responses of the Reporting Person to rows (7) through (13) of the second page of this Amendment are incorporated herein by reference. The information contained in Item 4 of this Amendment is incorporated by reference.

(c) Other than as disclosed in this Report, no transactions were effected by the Reporting Person, or to the knowledge of the Reporting Person, any Schedule 1 person, with respect to the Common Stock during the 60 days preceding the date hereof.

(d) Not applicable.

(e) November 4, 2014.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The information contained in Item 6 of the Schedule 13D is hereby amended and supplemented by adding the following information:

The information contained in Item 4 of this Amendment is incorporated by reference.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: November 6, 2014

LIBERTY MEDIA CORPORATION

By: /s/ Richard N. Baer
Name:
Title:

Richard N. Baer
Senior Vice President and General
Counsel
