

CHARTER COMMUNICATIONS, INC. /MO/

Form 10-Q/A

August 02, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2011

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-33664

Charter Communications, Inc.  
(Exact name of registrant as specified in its charter)

|                                                                   |                                               |
|-------------------------------------------------------------------|-----------------------------------------------|
| Delaware                                                          | 43-1857213                                    |
| (State or other jurisdiction of<br>incorporation or organization) | (I.R.S. Employer<br>Identification<br>Number) |

12405 Powerscourt Drive  
St. Louis, Missouri 63131  
(Address of principal executive offices including zip code)

(314) 965-0555  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of “accelerated filer,” “large accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒ Accelerated filer  
Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

APPLICABLE ONLY TO REGISTRANTS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☒ No ☐

Number of shares of Class A common stock outstanding as of June 30, 2011: 110,023,072

## EXPLANATORY NOTE

The sole purpose of this Amendment to the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2011, is to furnish a corrected Interactive Data File exhibit required by Item 601(b)(101) of Regulation S-K. No other changes have been made to the Form 10-Q, and this Amendment has not been updated to reflect events occurring subsequent to the filing of the Form 10-Q.

## ITEM 6. EXHIBITS.

| Exhibit | Description                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|---------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.1*   | Form of Non-Qualified Price Vesting Stock Option Agreement for Chief Executive Officer dated April 26, 2011.                                                                                                                                                                                                                                                                                                                                                                          |
| 10.2*   | Form of Non-Qualified Price Vesting Stock Option Agreement dated April 26, 2011.                                                                                                                                                                                                                                                                                                                                                                                                      |
| 10.3*   | Form of Non-Qualified Time Vesting Stock Option Agreement dated April 26, 2011.                                                                                                                                                                                                                                                                                                                                                                                                       |
| 10.4*   | Form of Restricted Stock Unit Agreement dated April 26, 2011.                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 10.5*   | Amended and Restated 2009 Stock Incentive Plan dated as of July 26, 2011.                                                                                                                                                                                                                                                                                                                                                                                                             |
| 12.1*   | Computation of Ratio of Earnings to Fixed Charges.                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 31.1*   | Certificate of Chief Executive Officer pursuant to Rule 13a-14(a)/Rule 15d-14(a) under the Securities Exchange Act of 1934.                                                                                                                                                                                                                                                                                                                                                           |
| 31.2*   | Certificate of Chief Financial Officer pursuant to Rule 13a-14(a)/Rule 15d-14(a) under the Securities Exchange Act of 1934.                                                                                                                                                                                                                                                                                                                                                           |
| 32.1*   | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer).                                                                                                                                                                                                                                                                                                                                     |
| 32.2*   | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Financial Officer).                                                                                                                                                                                                                                                                                                                                     |
| 101**   | The following financial statements from Charter Communications, Inc.'s Quarterly Report on Form 10-Q for the three and six months ended June 30, 2011, filed with the Securities and Exchange Commission on August 2, 2011, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Operations; (iii) the Consolidated Statements of Cash Flows and (iv) the Notes to Consolidated Financial Statements. |

\* Filed with the Charter Communications, Inc.'s Quarterly Report on Form 10-Q filed August 2, 2011

\*\* Furnished herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, Charter Communications, Inc. has duly caused this quarterly report to be signed on its behalf by the undersigned, thereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,  
Registrant

Dated: August 2, 2011

By: /s/ Kevin D. Howard

Name: Kevin D. Howard

Title: Senior Vice President - Finance, Controller  
and Chief Accounting Officer