

CHARTER COMMUNICATIONS, INC. /MO/
Form 4
May 03, 2013

FORM 4

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

OMB APPROVAL

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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 *
Oaktree Opportunities Investments, L.P.

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)
333 SOUTH GRAND AVENUE, 28TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2013

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

LOS ANGELES, CA 90071

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

(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 Ownership (Instr. 4)
				Code V Amount (D) Price			
CLASS A COMMON STOCK	05/01/2013		S	7,064,036	D \$ 95.5	2,000,000	D (1) (6) (7) (8) (9)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Security (Instr. 3 and 4)
Common Stock Warrants (CUSIP 16117M131)	\$ 46.86	05/01/2013		S	66,460 (2)	11/30/2009 11/30/2014	Class A Common Stock 66
Common Stock Warrants (CUSIP 16117M123)	\$ 51.28	05/01/2013		S	136,202 (3)	11/30/2009 11/30/2014	Class A Common Stock 136

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oaktree Opportunities Investments, L.P. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	X			
Oaktree Fund GP, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	X			
OAKTREE FUND GP I, L.P. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	X			
Oaktree Capital I, L.P. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	X			
OCM HOLDINGS I, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071	X			
	X			

OAKTREE HOLDINGS, LLC
 333 SOUTH GRAND AVENUE, 28TH FLOOR
 LOS ANGELES, CA 90071

Oaktree Capital Group, LLC
 333 SOUTH GRAND AVENUE
 28TH FLOOR X
 LOS ANGELES, CA 90071

Oaktree Capital Group Holdings GP, LLC
 333 SOUTH GRAND AVENUE
 28TH FLOOR X
 LOS ANGELES, CA 90071

Signatures

See signatures included in
 Exhibit 99.1 05/03/2013

__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) The amount reported includes an aggregate of 2,000,000 shares of the Class A Common Stock of which Oaktree Opportunities Investments, L.P. ("OOI") is the direct owner on May 1, 2013.

(2) The amount reported includes an aggregate of 66,460 CUSIP 16117M131 common stock warrants sold to Liberty Media Corporation pursuant to the Stock Purchase Agreement, dated as of March 19, 2013 (the "Purchase Agreement"), of which 13,140 CUSIP 16117M131 common stock warrants were disposed of by Oaktree Value Opportunities Fund, L.P. ("VOF"), and 53,320 CUSIP 16117M131 common stock warrants were disposed of by OCM Opportunities Fund V, L.P. ("OCM V").

(3) The amount reported includes an aggregate of 136,202 CUSIP 16117M123 common stock warrants sold to Liberty Media Corporation pursuant to the Purchase Agreement, of which 93,779 CUSIP 16117M123 common stock warrants were disposed of by OCM Opportunities Fund VI, L.P. ("OCM VI"), and 42,423 CUSIP 16117M123 common stock warrants were disposed of by OCM V.

(4) The amount reported includes an aggregate of 225,882 CUSIP 16117M123 common stock warrants, of which OCM Opportunities Fund VII Delaware, L.P. ("OCM Delaware VII") is the direct owner of 104,553 CUSIP 16117M123 common stock warrants and OCM VI is the direct owner of 121,329 CUSIP 16117M123 common stock warrants as of May 1, 2013.

(5) The general partner of VOF is Oaktree Value Opportunities Fund GP, L.P. ("VOF GP"). The general partner of VOF GP is Oaktree Value Opportunities Fund GP Ltd. ("VOF GP Ltd."). The general partner of OCM V is OCM Opportunities Fund V GP, L.P. ("V GP"). The general partner of OCM VI is OCM Opportunities Fund VI GP, L.P. ("VI GP"). The general partner of OCM Delaware VII is OCM Opportunities Fund VII Delaware GP Inc. ("VII Delaware GP"). The sole shareholder of VII Delaware GP is OCM Opportunities Fund VII, L.P. ("Fund VII"). The general partner of Fund VII is OCM Opportunities Fund VII GP, L.P. ("Fund VII GP"). The general partner of Fund VII GP is OCM Opportunities Fund VII GP Ltd. ("Fund VII GP Ltd.").

(6) The general partner of OOI is Oaktree Fund GP, LLC ("GP"). Oaktree Fund GP I, L.P. ("GP I") is the managing member of GP, the general partner of V GP and VI GP and the sole shareholder of VOF GP Ltd. and Fund VII GP Ltd. The general partner of GP I is Oaktree Capital I, L.P. ("Capital I"). The general partner of Capital I is OCM Holdings I, LLC ("Holdings I"). The managing member of Holdings I is Oaktree Holdings, LLC ("Holdings"). The managing member of Holdings is Oaktree Capital Group, LLC ("OCG"). The duly elected manager of OCG is Oaktree Capital Group Holdings GP, LLC ("OCGH GP" and collectively with OOI, GP, GP I, Capital I, Holdings I, OCG and Holdings, the "Reporting Persons"). (cont'd in FN 7)

(7) (cont'd from FN 6) OCGH GP is a limited liability company managed by an executive committee, the members of which are Howard S. Marks, Bruce A. Karsh, John B. Frank, David M. Kirchheimer, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan and Kevin L. Clayton (the "OCGH GP Members"). In such capacity, the OCGH GP Members may be deemed indirect beneficial owners of the securities reported herein. Except to the extent of their respective pecuniary interest, each OCGH GP Member disclaims beneficial ownership of the securities reported herein, and the filing of this Form 4 shall not be construed as an admission that any such person is the beneficial owner of any securities covered by this Form 4.

(8)

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The Reporting Persons may be deemed directors by virtue of (i) Bruce A. Karsh and Edgar Lee, both of whom are officers or their equivalents of GP I (the managing member of GP, the general partner of V GP and VI GP and the sole shareholder of VOF GP Ltd. and Fund VII GP Ltd), who served as directors appointed on behalf of OOI or (ii) their being assignees of all economic, pecuniary and voting rights of such director's compensation.

- (9) Each Reporting Person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement except to the extent of such person's pecuniary interest therein, and except to the extent of its pecuniary interest, such beneficial ownership is expressly disclaimed by each Reporting Person. Information with respect to each Reporting Person is given solely by such Reporting Person, and no such Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

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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