

CHARTER COMMUNICATIONS, INC. /MO/
Form SC 13D/A
December 29, 2017

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

SCHEDULE 13D

(Amendment No. 5)*

Under the Securities Exchange Act of 1934

CHARTER COMMUNICATIONS, INC.

(Name of Issuer)

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

(Title of Class of Securities)

16119P108

(CUSIP Number)

Richard N. Baer, Esq.

Chief Legal Officer

Liberty Broadband Corporation

12300 Liberty Boulevard

Englewood, CO 80112

(720) 875-5700

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

Edgar Filing: CHARTER COMMUNICATIONS, INC. /MO/ - Form SC 13D/A

December 21, 2017

(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.

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: 16119P108

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

Liberty Broadband Corporation
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/> (1)
 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
54,072,264 (2) |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
16,023,840 (2) (3) (4) |
| | 9. | Sole Dispositive Power
54,072,264 (2) |
| | 10. | Shared Dispositive Power
16,023,840 (2) (3) (4) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
70,096,104 (2) (3) (4)
 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)
25.01% (2) (3) (4) (5)
 14. Type of Reporting Person (See Instructions)
CO

-
- (1) The Second Amended and Restated Stockholders Agreement, dated as of May 23, 2015, as amended (the "Stockholders Agreement"), by and among Charter Communications, Inc. ("Legacy Charter"), CCH I, LLC (now known as Charter Communications, Inc., the "Issuer" or "Charter"), Advance/Newhouse Partnership ("A/N") and Liberty Broadband Corporation ("Liberty" or the "Reporting Person") contains provisions relating to the ownership and voting of the Issuer's Class A common stock by the Reporting Person. The Reporting Person expressly disclaims the existence of any membership in a group with A/N.
- (2) Subject to certain restrictions contained in the Stockholders Agreement. See Item 6.
- (3) Includes 5,358,401 shares of the Issuer's Class A common stock owned by wholly-owned subsidiaries of Liberty Interactive Corporation ("LIC") subject to the Proxy and Right of First Refusal Agreement, dated May 23, 2015, as amended, by and between the Reporting Person and LIC (the "LIC Proxy/ROFR Agreement"), pursuant to which LIC granted an irrevocable proxy to the Reporting Person to vote all shares of the Issuer's Class A common stock beneficially owned by LIC, subject to certain limitations, and a right of first refusal over transfers of the Issuer's Class A common stock in certain circumstances.
- (4) As of December 21, 2017, includes 10,665,439 shares of Class A common stock (including on an as-converted and as-exchanged basis) owned by A/N subject to the Proxy and Right of First Refusal Agreement, dated as of May 18, 2016, by and among the Reporting Person, A/N and for limited purposes, Legacy Charter and the Issuer (the "A/N Proxy/ROFR Agreement"). Pursuant to the A/N Proxy/ROFR Agreement, A/N granted Liberty a 5-year irrevocable proxy to vote, subject to certain limitations, up to that number of shares of Class A common stock and the share of Class B common stock of the Issuer (which entitles A/N to vote on any matter submitted for a vote of the holders of Class A common stock such number of votes equal to the number of shares of Class A common stock into which the Common Units (as defined below) and convertible preferred units of Charter Holdco (as defined below) held by A/N and its affiliates are convertible or exchangeable, as applicable, in each case, assuming only shares of Class A common stock are delivered upon conversion or exchange) held by A/N (such shares, the "Proxy Shares"), that, combined with shares of the Issuer's Class A common stock owned by the Reporting Person and shares it has the right to vote pursuant to the LIC Proxy/ROFR Agreement, result in Liberty having voting power in the Issuer equal to 25.01% of the outstanding voting power of the Issuer; provided, that the number of Proxy Shares is capped at a number of shares having not more than 7.0% of the outstanding voting power of the Issuer. The number of Proxy Shares will vary from time to time based upon, among other things, the number of shares and voting power of the Issuer outstanding from time to time, the number of shares subject to the LIC Proxy/ROFR Agreement, the number of shares repurchased by the Issuer including from A/N pursuant to the repurchase arrangement referred to herein and the number of shares of the Issuer's Class A common stock owned by the Reporting Person. However, the maximum voting power of the Proxy Shares is subject to a cap of 7.0% of the outstanding voting power of the Issuer from time to time. A/N also granted Liberty a right of first refusal, in certain circumstances, for the five year term of the A/N Proxy/ROFR Agreement over the first and last common units (the "Common Units" which are exchangeable into shares of the Issuer's Class A common stock) of Charter Communications Holdings, LLC ("Charter Holdco") or shares of the Issuer's Class A common stock issued upon exchange of Common Units, proposed to be transferred by A/N that, in each case, represent 7.0% of the outstanding voting power of the Issuer calculated immediately following the completion of the Issuer's acquisition of Bright House Networks, LLC on May 18, 2016.
- (5) For purposes of calculating beneficial ownership of the Reporting Person, the total number of shares of Class A common stock deemed outstanding is 283,398,634, which amount includes (i) 248,610,434 shares of the Issuer's Class A common stock reported as outstanding as of September 30, 2017 by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017, filed with the SEC on October 26, 2017, and (ii) 31,661,871 shares of the Issuer's Class A common stock into which Common Units and preferred units of Charter Holdco are convertible or exchangeable, based on Amendment No. 2 to A/N's Schedule 13D filed on December 22, 2017 and without giving effect to the exchange referenced in such Amendment to A/N's 13D of 1,263,497 Common Units in exchange for 1,263,497 shares of Class A Common Stock pursuant to the A/N-Charter Letter Agreement (as defined herein).

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

SCHEDULE 13D

(Amendment No. 5)

Statement of

LIBERTY BROADBAND CORPORATION

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

in respect of

CHARTER COMMUNICATIONS, INC.

This statement 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** or **Charter**). The statement on Schedule 13D originally filed with the Securities and Exchange Commission (the **SEC**) by Liberty Broadband Corporation, a Delaware corporation (**Liberty** or the **Reporting Person**), on November 13, 2014, as amended by Amendment No. 1 filed with the SEC on April 6, 2015, Amendment No. 2 filed with the SEC on June 1, 2015, Amendment No. 3 filed with the SEC on May 26, 2016 and Amendment No. 4 filed with the SEC on December 30, 2016 (together, the **Schedule 13D**), is hereby further amended and supplemented to include the information set forth herein. This amended statement on Schedule 13D/A constitutes Amendment No. 5 to the Schedule 13D (this **Amendment**, and together with the Schedule 13D, this **Statement**). Capitalized terms used but not defined herein have the meanings given to such terms in the Schedule 13D. Except as set forth herein, the Schedule 13D is unmodified.

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:

Edgar Filing: CHARTER COMMUNICATIONS, INC. /MO/ - Form SC 13D/A

As a result of the Repurchase Arrangement described herein, the Reporting Person's right of first refusal to repurchase additional shares of Common Stock under the A/N Proxy/ROFR Agreement (as defined below) may arise on a monthly basis during the term of the Repurchase Arrangement. The Reporting Person anticipates that its decision whether or not to exercise its right of first refusal in any month will take into consideration a variety of factors, including, but not limited to, the following: the Issuer's business and prospects; other developments concerning the Issuer and its businesses generally; other business opportunities available to the Reporting Person; developments with respect to the business of the Reporting Person; changes in law and government regulations; general economic conditions; money and stock market conditions, including the market price of the securities of the Issuer and the price at which the Reporting Person would be entitled to exercise its right of first refusal; and the Reporting Person's then current percentage ownership of the Issuer. Notwithstanding the foregoing, any course of action taken by the Reporting Person will be subject to the restrictions set forth in the Stockholders Agreement as described in Item 6 of the Schedule 13D.

Subject to the foregoing and except as described in this Amendment and the Schedule 13D or contained in the agreements incorporated by reference as Exhibits hereto, the Reporting Person does not have and, to the best of the Reporting Person's knowledge, none of its directors or executive officers have, any current plans or proposals that relate to or would result in any of the actions set forth in clauses (a) through (j) of Item 4 of Schedule 13D.

Notwithstanding anything contained herein, the Reporting Person specifically reserves the right to change its intention with respect to any or all of such matters. In reaching any decision as to its course of action (as well as to the specific elements thereof), the Reporting Person currently expects that it would take into consideration a variety of factors, including, but not limited to, the following: the Issuer's business and prospects; other developments concerning the Issuer and its businesses generally; other business opportunities available to the Reporting Person; developments with respect to the business of the Reporting Person; changes in law and government regulations; general economic conditions; and money and stock market conditions, including the market price of the securities of the Issuer; provided that any course of action taken by the Reporting Person will be subject to the contractual restrictions described in Item 6 of this Amendment and the Schedule 13D.

The information contained in Item 6 of this Amendment is incorporated by reference into this Item.

Item 5. Interest in Securities of the Issuer

The information contained in Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) The Reporting Person is the beneficial owner of 70,096,104 shares of Common Stock. The 70,096,104 shares of Common Stock constitute 25.01% of the 283,398,634 shares of Common Stock deemed outstanding for purposes of this Amendment, which amount includes (i) 248,610,434 shares of the Issuer's Common Stock reported as outstanding as of September 30, 2017 by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017, filed with the SEC on October 26, 2017, and (ii) 31,661,871 shares of the Issuer's Common Stock into which the Class B common units (the "Common Units") and convertible preferred units (the "Preferred Units") of Charter Holdco are convertible or exchangeable, based on Amendment No. 2 to A/N's Schedule 13D filed on December 22, 2017 and without giving effect to the exchange on December 21, 2017 of 1,263,497 Common Units in exchange for 1,263,497 shares of Class A Common Stock pursuant to the A/N-Charter Letter Agreement (as defined herein). Mr. John C. Malone beneficially owns 1,088 shares of Common Stock, of which 524 shares are unvested restricted shares. Mr. Gregory B. Maffei beneficially owns 1,870 shares of Common Stock, of which 873 are unvested restricted shares. Mr. Richard N. Baer beneficially owns 94 shares of Common Stock. Mr. J. David Wargo beneficially owns 25,045 shares of Common Stock held in various accounts managed by Mr. Wargo, as to which shares Mr. Wargo has disclaimed beneficial ownership.

(b) The Reporting Person has the sole power to vote or to direct the voting of 54,072,264 shares of Common Stock beneficially owned by it and has the sole power to dispose or direct the disposition of such shares, subject to the terms of the Stockholders Agreement. The Reporting Person has the shared power to vote or to direct the voting of 16,023,840 shares of Common Stock and shared power to dispose or direct the disposition of such shares, subject to the following qualifications:

(i) 5,358,401 shares of the Issuer's Common Stock are owned by wholly-owned subsidiaries of Liberty Interactive Corporation ("LIC") which are subject to the Proxy and Right of First Refusal Agreement, dated May 23, 2015, as amended, by and between the Reporting Person and LIC (the "LIC Proxy/ROFR Agreement"), pursuant to which LIC granted an irrevocable proxy to the Reporting Person to vote all shares of the Issuer's Common Stock beneficially owned by LIC, subject to certain limitations, and a right of first refusal over transfers of the Common Stock in certain circumstances; and

(ii) 10,665,439 shares of Common Stock (including shares issuable on an as-converted and as-exchanged basis) are owned by A/N subject to the Proxy and Right of First Refusal Agreement, dated as of May 18, 2016, by and among the Reporting Person, A/N and for limited purposes, Legacy Charter and the Issuer (the "A/N Proxy/ROFR Agreement"). Pursuant to the A/N Proxy/ROFR Agreement, A/N granted the Reporting Person a 5-year irrevocable proxy to vote, subject to certain limitations, up to that number of shares of Common Stock and the share of Class B

common stock of the Issuer (which entitles A/N to vote on any matter submitted for a vote of the holders of Common Stock such number of votes equal to the number of shares of Common Stock into which the Common Units and Preferred Units held by A/N and its affiliates are convertible or exchangeable, as applicable, in each case, assuming only shares of Common Stock are delivered upon conversion or exchange) held by A/N (such shares, the Proxy Shares), that,

combined with shares owned by the Reporting Person and shares it has the right to vote pursuant to the LIC Proxy/ROFR Agreement, result in the Reporting Person having voting power of the Issuer equal to 25.01% of the outstanding voting power of the Issuer; provided, that the number of Proxy Shares will be capped at a number of shares having not more than 7.0% of the outstanding voting power of the Issuer. The number of Proxy Shares will vary from time to time based upon, among other things, the number of shares of the Issuer and the voting power thereof outstanding from time to time, the number of shares subject to the LIC Proxy/ROFR Agreement, the number of shares repurchased by the Issuer including from A/N pursuant to the Repurchase Arrangement and the number of shares of the Common Stock owned by the Reporting Person. However, the maximum voting power of the Proxy Shares is subject to a cap of 7.0% of the outstanding voting power of the Issuer from time to time. A/N also granted to the Reporting Person a right of first refusal, in certain circumstances, for the five year term of the A/N Proxy/ROFR Agreement over the first and last Common Units or shares of Common Stock issued upon exchange of Common Units proposed to be transferred by A/N that, in each case, represent 7.0% of the outstanding voting power of the Issuer calculated immediately following the completion of the Issuer's acquisition of Bright House Networks, LLC on May 18, 2016. Sales of Common Stock or Common Units by A/N to the Issuer in connection with the Repurchase Arrangement will be subject to such right of first refusal by the Reporting Person.

(c) Mr. Richard N. Baer acquired beneficial ownership of 12 shares of Common Stock on October 26, 2017 for \$312.50 per share. The Common Stock was purchased through a separately managed account by a money manager. Other than as disclosed in this Statement, 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 in the past sixty days.

(d) Not applicable.

(e) Not applicable.

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:

A/N-Charter Letter Agreement

On December 21, 2017, Charter and A/N entered into a letter agreement (the "A/N-Charter Letter Agreement") modifying certain terms of the Letter Agreement, dated as of December 23, 2016, between Charter and A/N (the "Original Letter Agreement").

Pursuant to the A/N-Charter Letter Agreement, on December 21, 2017, A/N delivered to Charter Holdco an exchange notice under Section 2.1(a) of the Exchange Agreement whereby A/N exchanged 1,263,497 Common Units for 1,263,497 shares of Common Stock (the "2017 Exchange"). The 2017 Exchange was subject to Liberty's right of first refusal pursuant to the A/N Proxy/ROFR Agreement, which Liberty waived pursuant to the Waiver and Consent Letter (as defined below).

As a result of the repurchases of outstanding shares of Common Stock by Charter and sales of Common Units and shares of Common Stock by A/N pursuant to the Original Letter Agreement, the number of shares of Common Stock representing Proxy Shares is currently 10,665,439. The 2017 Exchange increased the number of shares of Common Stock outstanding, but will not affect the number of Proxy Shares.

Pursuant to the A/N-Charter Letter Agreement, following the 2017 Exchange, the Repurchase Arrangement set forth in the Original Letter Agreement, under which A/N will sell and Charter will buy a number of shares of Common Stock or Common Units representing A/N's pro rata amount of the aggregate number of shares of Common Stock repurchased by Charter in the previous calendar month, may be terminated or suspended by each of A/N and Charter at any time after the aggregate purchase price for the repurchases of shares of Common Stock or Common Units from A/N by Charter has reached \$400 million.

The foregoing summary of the A/N-Charter Letter Agreement is qualified by reference to the full text of such document, which document is incorporated herein by reference and included as an exhibit to this Statement.

Waiver and Consent Letter

On December 21, 2017, Liberty entered into a Waiver and Consent Letter (the "Waiver and Consent Letter") with Charter and A/N.

Pursuant to the Waiver and Consent Letter, Liberty consented to the amendment and modification of the terms of the Original Letter Agreement by the A/N-Charter Letter Agreement. In addition, Liberty waived its right of first refusal with respect to the Common Units exchanged by A/N to Charter in connection with the 2017 Exchange.

The parties agreed that the Original Letter Agreement as amended and modified by the A/N-Charter Letter Agreement remains in full force and effect and that the Waiver and Consent Letter shall apply in all respects to the Original Letter Agreement, as amended and modified by the A/N-Charter Letter Agreement.

The foregoing summary of the Waiver and Consent Letter is qualified by reference to the full text of such document, which document is incorporated herein by reference and included as an exhibit to this Statement.

Item 7. Material to be Filed as Exhibits

The information contained in Item 7 of the Schedule 13D is hereby amended and restated in its entirety as follows:

7(a) Investment Agreement, dated May 23, 2015, by and among Charter Communications, Inc., CCH I, LLC and Liberty Broadband Corporation (incorporated by reference to Exhibit 10.1 to Liberty Broadband Corporation's Current Report on Form 8-K (File No. 001-36713), filed with the Securities and Exchange Commission on May 29, 2015 (the "May 29, 2015 8-K")).

7(b) Voting Agreement, dated May 23, 2015, by and between Time Warner Cable Inc. and Liberty Broadband Corporation (incorporated by reference to Exhibit 10.2 to the May 29, 2015 8-K).

7(c) Contribution Agreement, dated May 23, 2015, by and among Liberty Broadband Corporation, Liberty Interactive Corporation, Charter Communications, Inc. CCH I, LLC and Nina Corporation I, Inc. (incorporated by

reference to Exhibit 10.3 to the May 29, 2015 8-K).

7(d) Proxy and Right of First Refusal Agreement, dated as of May 23, 2015, by and between Liberty Broadband Corporation and Liberty Interactive Corporation (incorporated by reference to Exhibit 10.4 to the May 29, 2015 8-K).

7(e) Amended and Restated Investment Agreement, dated May 28, 2015, by and among Liberty Broadband Corporation, Liberty Interactive Corporation, JANA Nirvana Master Fund, L.P., JANA Master Fund, Ltd., and Coatue Offshore Master Fund, Ltd. (incorporated by reference to Exhibit 10.5 to the May 29, 2015 8-K).

7(f) Amended and Restated Investment Agreement, dated May 29, 2015, by and between Liberty Broadband Corporation and Quantum Partners LP (incorporated by reference to Exhibit 10.6 to the May 29, 2015 8-K).

7(g) Amended and Restated Investment Agreement, dated May 28, 2015, by and among Liberty Broadband Corporation, Soroban Master Fund LP and Soroban Opportunities Master Fund LP (incorporated by reference to Exhibit 10.7 to the May 29, 2015 8-K).

7(h) Amended and Restated Assignment and Assumption Agreement, dated May 28, 2015, by and among Liberty Broadband Corporation, Liberty Interactive Corporation, Soroban Master Fund LP, and

Soroban Opportunities Master Fund LP (incorporated by reference to Exhibit 10.8 to the May 29, 2015 8-K).

7(i) Stockholders Agreement, dated as of March 19, 2013, by and between Charter Communications, Inc. and Liberty Media Corporation (incorporated by reference to Exhibit 10.1 to Liberty Media Corporation's Quarterly Report on Form 10-Q filed on May 9, 2013).

7(j) Amendment to Stockholders Agreement, dated as of September 29, 2014, by and among Charter Communications, Inc., Liberty Media Corporation and Liberty Broadband Corporation (incorporated by reference to Exhibit 7(d) to Liberty Media Corporation's Schedule 13D in respect of common stock of Charter Communications, Inc., filed with the Securities and Exchange Commission on October 10, 2014).

7(k) Second Amended and Restated Stockholders Agreement, dated as of May 23, 2015, by and among Charter Communications, Inc., CCH I, LLC, Liberty Broadband Corporation and Advance/Newhouse Partnership (incorporated by reference to Annex C to CCH I, LLC's Registration Statement on Form S-4 (File No. 333-205240), filed with the Securities and Exchange Commission on June 26, 2015).

7(l) Form of Proxy and Right of First Refusal Agreement by and among Liberty Broadband Corporation, Advance/Newhouse Partnership and, for the limited purposes set forth therein, Charter Communications, Inc. and CCH I, LLC (incorporated by reference to Exhibit 10.9 to the May 29, 2015 8-K).

7(m) Assistant Secretary's Certificate (previously filed as Exhibit 7(e) to the Schedule 13D of the Reporting Person, filed on November 13, 2014).

7(n) Amendment No. 1 to the Proxy and Right of First Refusal Agreement, dated May 13, 2016, by and among Liberty Broadband Corporation, Liberty Interactive Corporation and LV Bridge, LLC (previously filed as Exhibit 7(n) to the Schedule 13D of the Reporting Person, filed on May 26, 2016).

7(o) Proxy and Right of First Refusal Agreement, dated as of May 18, 2016, by and among Liberty Broadband Corporation, Advance/Newhouse Partnership and for limited purposes Charter Communications, Inc. and CCH I, LLC (incorporated by reference to Exhibit 10.1 to Liberty Broadband Corporation's Current Report on Form 8-K (File No. 001-36713), filed with the Securities and Exchange Commission on May 20, 2016).

7(p) Letter Agreement to the Second Amended and Restated Stockholders Agreement, dated May 18, 2016, by and among Liberty Broadband Corporation, Advance/Newhouse Partnership, CCH I, LLC and Charter

Communications, Inc. (previously filed as Exhibit 7(p) to the Schedule 13D of the Reporting Person, filed on May 26, 2016).

7(q) Registration Rights Agreement, dated as of May 18, 2016, by and among Liberty Broadband Corporation, Advance/Newhouse Partnership and Charter Communications, Inc. (incorporated by reference to Exhibit 10.3 to Charter Communications, Inc.'s Current Report on Form 8-K (File No. 001-33664), filed with the Securities and Exchange Commission on May 20, 2016).

7(r) Waiver Letter, dated as of December 23, 2016, by and among Liberty Broadband Corporation, Charter Communications, Inc. and Advance/Newhouse Partnership (incorporated by reference to Exhibit 99.2 to Charter Communications, Inc.'s Current Report on Form 8-K (File No. 001-33664), filed with the Securities and Exchange Commission on December 28, 2016).

7(s) Waiver and Consent Letter, dated as of December 21, 2017, by and among Liberty Broadband

Corporation, Charter Communications, Inc. and Advance/Newhouse Partnership (incorporated by reference to Exhibit 7(p) to Advance/Newhouse Partnership's Amendment No. 2 to Schedule 13D in respect of common stock of Charter Communications, Inc. (File No. 005-57191), filed with the Securities and Exchange Commission on December 22, 2017).

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: December 29, 2017

LIBERTY BROADBAND CORPORATION

By:	/s/ Craig Troyer	
	Name:	Craig Troyer
	Title:	Senior Vice President, Deputy General Counsel and Assistant Secretary

EXHIBIT INDEX

Exhibit No.	Description
7(a)	Investment Agreement, dated May 23, 2015, by and among Charter Communications, Inc., CCH I, LLC and Liberty Broadband Corporation (incorporated by reference to Exhibit 10.1 to Liberty Broadband Corporation's Current Report on Form 8-K (File No. 001-36713), filed with the Securities and Exchange Commission on May 29, 2015 (the May 29, 2015 8-K)).
7(b)	Voting Agreement, dated May 23, 2015, by and between Time Warner Cable Inc. and Liberty Broadband Corporation (incorporated by reference to Exhibit 10.2 to the May 29, 2015 8-K).
7(c)	Contribution Agreement, dated May 23, 2015, by and among Liberty Broadband Corporation, Liberty Interactive Corporation, Charter Communications, Inc. CCH I, LLC and Nina Corporation I, Inc. (incorporated by reference to Exhibit 10.3 to the May 29, 2015 8-K).
7(d)	Proxy and Right of First Refusal Agreement, dated as of May 23, 2015, by and between Liberty Broadband Corporation and Liberty Interactive Corporation (incorporated by reference to Exhibit 10.4 to the May 29, 2015 8-K).
7(e)	Amended and Restated Investment Agreement, dated May 28, 2015, by and among Liberty Broadband Corporation, Liberty Interactive Corporation, JANA Nirvana Master Fund, L.P., JANA Master Fund, Ltd., and Coatue Offshore Master Fund, Ltd. (incorporated by reference to Exhibit 10.5 to the May 29, 2015 8-K).
7(f)	Amended and Restated Investment Agreement, dated May 29, 2015, by and between Liberty Broadband Corporation and Quantum Partners LP (incorporated by reference to Exhibit 10.6 to the May 29, 2015 8-K).
7(g)	Amended and Restated Investment Agreement, dated May 28, 2015, by and among Liberty Broadband Corporation, Soroban Master Fund LP and Soroban Opportunities Master Fund LP (incorporated by reference to Exhibit 10.7 to the May 29, 2015 8-K).
7(h)	Amended and Restated Assignment and Assumption Agreement, dated May 28, 2015, by and among Liberty Broadband Corporation, Liberty Interactive Corporation, Soroban Master Fund LP, and Soroban Opportunities Master Fund LP (incorporated by reference to Exhibit 10.8 to the May 29, 2015 8-K).
7(i)	Stockholders Agreement, dated as of March 19, 2013, by and between Charter Communications, Inc. and Liberty Media Corporation (incorporated by reference to Exhibit 10.1 to Liberty Media Corporation's Quarterly Report on Form 10-Q filed on May 9, 2013).
7(j)	Amendment to Stockholders Agreement, dated as of September 29, 2014, by and among Charter Communications, Inc., Liberty Media Corporation and Liberty Broadband Corporation (incorporated by reference to Exhibit 7(d) to Liberty Media Corporation's Schedule 13D in respect of common stock of Charter Communications, Inc., filed with the Securities and Exchange Commission on October 10, 2014).
7(k)	Second Amended and Restated Stockholders Agreement, dated as of May 23, 2015, by and among Charter Communications, Inc., CCH I, LLC, Liberty Broadband Corporation and Advance/Newhouse Partnership (incorporated by reference to Annex C to CCH I, LLC's Registration Statement on Form S-4 (File No. 333-205240), filed with the Securities and Exchange Commission on June 26, 2015).

- 7(l) Form of Proxy and Right of First Refusal Agreement by and among Liberty Broadband Corporation, Advance/Newhouse Partnership and, for the limited purposes set forth therein, Charter Communications, Inc. and CCH I, LLC (incorporated by reference to Exhibit 10.9 to the May 29, 2015 8-K).
- 7(m) Assistant Secretary's Certificate (previously filed as Exhibit 7(e) to the Schedule 13D of the Reporting Person, filed on November 13, 2014).
- 7(n) Amendment No. 1 to the Proxy and Right of First Refusal Agreement, dated May 13, 2016, by and among Liberty Broadband Corporation, Liberty Interactive Corporation and LV Bridge, LLC (previously filed as Exhibit 7(n) to the Schedule 13D of the Reporting Person, filed on May 26, 2016).
- 7(o) Proxy and Right of First Refusal Agreement, dated as of May 18, 2016, by and among Liberty Broadband Corporation, Advance/Newhouse Partnership and for limited purposes Charter Communications, Inc. and CCH I, LLC (incorporated by reference to Exhibit 10.1 to Liberty Broadband Corporation's Current Report on Form 8-K (File No. 001-36713), filed with the Securities and Exchange Commission on May 20, 2016).
- 7(p) Letter Agreement to the Second Amended and Restated Stockholders Agreement, dated May 18, 2016, by and among Liberty Broadband Corporation, Advance/Newhouse Partnership, CCH I, LLC and Charter Communications, Inc. (previously filed as Exhibit 7(p) to the Schedule 13D of the Reporting Person, filed on May 26, 2016).
- 7(q) Registration Rights Agreement, dated as of May 18, 2016, by and among Liberty Broadband Corporation, Advance/Newhouse Partnership and Charter Communications, Inc. (incorporated by reference to Exhibit 10.3 to Charter Communications, Inc.'s Current Report on Form 8-K (File No. 001-33664), filed with the Securities and Exchange Commission on May 20, 2016).
- 7(r) Waiver Letter, dated as of December 23, 2016, by and among Liberty Broadband Corporation, Charter Communications, Inc. and Advance/Newhouse Partnership (incorporated by reference to Exhibit 99.2 to Charter Communications, Inc.'s Current Report on Form 8-K (File No. 001-33664), filed with the Securities and Exchange Commission on December 28, 2016).
- 7(s) Waiver and Consent Letter, dated as of December 21, 2017, by and among Liberty Broadband Corporation, Charter Communications, Inc. and Advance/Newhouse Partnership (incorporated by reference to Exhibit 7(p) to Advance/Newhouse Partnership's Amendment No. 2 to Schedule 13D in respect of common stock of Charter Communications, Inc. (File No. 005-57191), filed with the Securities and Exchange Commission on December 22, 2017).