

Charter Communications Operating LLC

Form S-4

October 07, 2016

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As filed with the Securities and Exchange Commission on October 7, 2016

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Charter Communications Operating, LLC
and
Charter Communications Operating Capital Corp.
(Exact name of registrants as specified in their charters)

CCO Holdings, LLC*

(Exact name of registrant guarantor as specified in its charter)

Delaware	4841	43-1843260
Delaware	4841	20-1044453
Delaware	4841	86-1067239
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

400 Atlantic Street
Stamford, Connecticut 06901

(203) 905-7801

(Address, including zip code, and telephone number, including area code, of registrants and registrant guarantor's principal executive offices)

Richard R. Dykhouse

Executive Vice President, General Counsel and Corporate Secretary

400 Atlantic Street

Stamford, Connecticut 06901

(203) 905-7801

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Christian O. Nagler

Kirkland & Ellis LLP

601 Lexington Avenue

New York, New York 10022-4611

(212) 446-4800

* **The companies listed below in the Table of Additional Registrant Guarantors are also included in this Registration Statement on Form S-4 as additional Registrant Guarantors.**

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee^{(1), (2)}
3.579% Senior Secured Notes due 2020	\$2,000,000,000	100%	\$2,000,000,000	\$231,800
4.464% Senior Secured Notes due 2022	\$3,000,000,000	100%	\$3,000,000,000	\$347,700
4.908% Senior Secured Notes due 2025	\$4,500,000,000	100%	\$4,500,000,000	\$521,550
6.384% Senior Secured Notes due 2035	\$2,000,000,000	100%	\$2,000,000,000	\$231,800
6.484% Senior Secured Notes due 2045	\$3,500,000,000	100%	\$3,500,000,000	\$405,650
6.834% Senior Secured Notes due 2055	\$500,000,000	100%	\$500,000,000	\$57,950
Guarantees of 3.579% Senior Secured Notes due 2020 ⁽³⁾	n/a	n/a	n/a	
Guarantees of 4.464% Senior Secured Notes due 2022 ⁽³⁾	n/a	n/a	n/a	
Guarantees of 4.908% Senior Secured Notes due 2025 ⁽³⁾	n/a	n/a	n/a	
Guarantees of 6.384% Senior Secured Notes due 2035 ⁽³⁾	n/a	n/a	n/a	
Guarantees of 6.484% Senior Secured Notes due 2045 ⁽³⁾	n/a	n/a	n/a	
Guarantees of 6.834% Senior Secured Notes due 2055 ⁽³⁾	n/a	n/a	n/a	
Total	\$15,500,000,000			\$1,796,450

- (1) The amount of the registration fee paid herewith was calculated, pursuant to Rule 457(f) under the Securities Act of 1933, as amended.
- (2) Pursuant to Rule 457(n), no registration fee is payable with respect to the guarantees.
- (3) Guaranteed by CCO Holdings, LLC and the additional Registrant Guarantors listed in the table below.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The following subsidiaries of Charter Communications Operating, LLC will guarantee the notes issued hereunder and are additional Registrant Guarantors under this registration statement. The address, including zip code, and telephone number, including area code, for each of the additional Registrant Guarantors is c/o Charter Communications Operating, LLC, 400 Atlantic Street, Stamford, Connecticut 06901, (203) 905-7801. The primary standard industrial classification number for each of these additional Registrant Guarantors is 4841.

Exact Name of Additional Registrant Guarantor as Specified in Its Charter	Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number
AdCast North Carolina Cable Advertising, LLC	Delaware	06-1611033
Alabanza LLC	Delaware	26-0665775
America's Job Exchange LLC	Delaware	14-1850188
American Cable Entertainment Company, LLC	Delaware	06-1504934
Athens Cablevision, LLC	Delaware	38-2725702
BHN Home Security Services, LLC	Delaware	26-2831653
BHN Spectrum Investments, LLC	Delaware	20-8141882
Bresnan Broadband Holdings, LLC	Delaware	13-4119839
Bresnan Broadband of Colorado, LLC	Colorado	35-2403834
Bresnan Broadband of Montana, LLC	Montana	32-0334681
Bresnan Broadband of Utah, LLC	Utah	30-0667318
Bresnan Broadband of Wyoming, LLC	Wyoming	61-1642737
Bresnan Communications, LLC	Delaware	90-0664229
Bresnan Digital Services, LLC	Delaware	38-3833973
Bresnan Microwave of Montana, LLC	Delaware	36-4691716
Bright House Networks Information Services (Alabama), LLC	Delaware	20-1544201
Bright House Networks Information Services (California), LLC	Delaware	20-1544390
Bright House Networks Information Services (Florida), LLC	Delaware	59-3758339
Bright House Networks Information Services (Indiana), LLC	Delaware	20-1544486
Bright House Networks Information Services (Michigan), LLC	Delaware	20-1544302
Bright House Networks, LLC	Delaware	02-0636401
Cable Equities Colorado, LLC	Delaware	84-1000716
Cable Equities of Colorado Management LLC	Delaware	84-1004751
CC 10, LLC	Delaware	11-3546155

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CC Fiberlink, LLC	Delaware	43-1928509
CC Michigan, LLC	Delaware	13-4029981
CC Systems, LLC	Delaware	43-1925731
CC V Holdings, LLC	Delaware	13-4029965
CC VI Fiberlink, LLC	Delaware	20-0310684

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Exact Name of Additional Registrant Guarantor as Specified in Its Charter	Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number
CC VI Operating Company, LLC	Delaware	43-1864760
CC VII Fiberlink, LLC	Delaware	20-0310704
CC VIII Fiberlink, LLC	Delaware	20-0310844
CC VIII Holdings, LLC	Delaware	38-2558446
CC VIII Operating, LLC	Delaware	38-2558446
CC VIII, LLC	Delaware	13-4081498
CCO Fiberlink, LLC	Delaware	20-0310854
CCO Holdco Transfers VII, LLC	Delaware	47-0970548
CCO LP, LLC	Delaware	47-0981326
CCO NR Holdings, LLC	Delaware	86-1067241
CCO Purchasing, LLC	Delaware	43-1864759
CCO SoCal I, LLC	Delaware	80-0732570
CCO SoCal II, LLC	Delaware	90-0732400
CCO SoCal Vehicles, LLC	Delaware	45-2868853
CCO Transfers, LLC	Delaware	47-0970631
Charter Advanced Services (AL), LLC	Delaware	32-0400319
Charter Advanced Services (CA), LLC	Delaware	80-0890397
Charter Advanced Services (CO), LLC	Delaware	32-0415082
Charter Advanced Services (CT), LLC	Delaware	80-0890773
Charter Advanced Services (GA), LLC	Delaware	38-3897585
Charter Advanced Services (IL), LLC	Delaware	46-1988793
Charter Advanced Services (IN), LLC	Delaware	47-1023144
Charter Advanced Services (KY), LLC	Delaware	47-1034561
Charter Advanced Services (LA), LLC	Delaware	90-0932382
Charter Advanced Services (MA), LLC	Delaware	30-0762559
Charter Advanced Services (MD), LLC	Delaware	81-1622833
Charter Advanced Services (MI), LLC	Delaware	38-3897532
Charter Advanced Services (MN), LLC	Delaware	32-0400643
Charter Advanced Services (MO), LLC	Delaware	32-0400433
Charter Advanced Services (MS), LLC	Delaware	61-1722677

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Charter Advanced Services (MT), LLC	Delaware	32-0414720
Charter Advanced Services (NC), LLC	Delaware	80-0891281
Charter Advanced Services (NE), LLC	Delaware	90-0932594
Charter Advanced Services (NH), LLC	Delaware	30-0763042

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Exact Name of Additional Registrant Guarantor as Specified in Its Charter	Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number
Charter Advanced Services (NV), LLC	Delaware	30-0762819
Charter Advanced Services (NY), LLC	Delaware	36-4752850
Charter Advanced Services (OH), LLC	Delaware	47-1022897
Charter Advanced Services (OR), LLC	Delaware	61-1704031
Charter Advanced Services (PA), LLC	Delaware	47-1022857
Charter Advanced Services (SC), LLC	Delaware	46-1943109
Charter Advanced Services (TN), LLC	Delaware	80-0890880
Charter Advanced Services (TX), LLC	Delaware	46-1943601
Charter Advanced Services (UT), LLC	Delaware	46-3166882
Charter Advanced Services (VA), LLC	Delaware	90-0933316
Charter Advanced Services (VT), LLC	Delaware	90-0932933
Charter Advanced Services (WA), LLC	Delaware	80-0891340
Charter Advanced Services (WI), LLC	Delaware	46-1943751
Charter Advanced Services (WV), LLC	Delaware	47-1034638
Charter Advanced Services (WY), LLC	Delaware	38-3911344
Charter Advanced Services VIII (MI), LLC	Delaware	35-2466192
Charter Advanced Services VIII (MN), LLC	Delaware	90-0932548
Charter Advanced Services VIII (WI), LLC	Delaware	46-1943928
Charter Advertising of Saint Louis, LLC	Delaware	43-1475682
Charter Cable Operating Company, LLC	Delaware	75-2775557
Charter Cable Partners, LLC	Delaware	75-2775562
Charter Communications Entertainment I, LLC	Delaware	43-1720016
Charter Communications Entertainment II, LLC	Delaware	43-1720017
Charter Communications Entertainment, LLC	Delaware	43-1723475
Charter Communications of California, LLC	Delaware	47-0989093
Charter Communications Properties LLC	Delaware	43-1792671
Charter Communications Ventures, LLC	Delaware	43-1901566
Charter Communications VI, L.L.C.	Delaware	43-1854208
Charter Communications VII, LLC	Delaware	43-1867193
Charter Communications, LLC	Delaware	43-1659860

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Charter Distribution, LLC	Delaware	74-3089287
Charter Fiberlink - Alabama, LLC	Delaware	20-0193389
Charter Fiberlink - Georgia, LLC	Delaware	20-0193674
Charter Fiberlink - Illinois, LLC	Delaware	43-1943035

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Exact Name of Additional Registrant Guarantor as Specified in Its Charter	Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number
Charter Fiberlink Maryland II, LLC	Delaware	81-2255084
Charter Fiberlink Michigan, LLC	Delaware	43-1875389
Charter Fiberlink Missouri, LLC	Delaware	43-1928511
Charter Fiberlink Nebraska, LLC	Delaware	81-0547765
Charter Fiberlink Pennsylvania, LLC	Delaware	20-0258623
Charter Fiberlink Tennessee, LLC	Delaware	20-0193707
Charter Fiberlink AR-CCVII, LLC	Delaware	20-0709081
Charter Fiberlink CA-CCO, LLC	Delaware	43-1943040
Charter Fiberlink CC VIII, LLC	Delaware	43-1793439
Charter Fiberlink CCO, LLC	Delaware	43-1876029
Charter Fiberlink CT-CCO, LLC	Delaware	20-0339366
Charter Fiberlink LA-CCO, LLC	Delaware	20-0709283
Charter Fiberlink MA-CCO, LLC	Delaware	20-0258357
Charter Fiberlink MS-CCVI, LLC	Delaware	20-0709405
Charter Fiberlink NC-CCO, LLC	Delaware	20-0258604
Charter Fiberlink NH-CCO, LLC	Delaware	20-0709514
Charter Fiberlink NV-CCVII, LLC	Delaware	20-0474139
Charter Fiberlink NY-CCO, LLC	Delaware	20-0426827
Charter Fiberlink OH-CCO, LLC	Delaware	20-0709711
Charter Fiberlink OR-CCVII, LLC	Delaware	20-0474232
Charter Fiberlink SC-CCO, LLC	Delaware	43-1943037
Charter Fiberlink TX-CCO, LLC	Delaware	43-1943038
Charter Fiberlink VA-CCO, LLC	Delaware	20-0709822
Charter Fiberlink VT-CCO, LLC	Delaware	20-0258644
Charter Fiberlink WA-CCVII, LLC	Delaware	20-0474261
Charter Helicon, LLC	Delaware	43-1855018
Charter Home Security, LLC	Delaware	47-1496418
Charter Leasing Holding Company, LLC	Delaware	47-4669203
Charter Leasing of Wisconsin, LLC	Delaware	47-4657690
Charter RMG, LLC	Delaware	43-1854203

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Charter Stores FCN, LLC	Delaware	03-0475570
Charter Video Electronics, LLC	Delaware	39-1029927
DukeNet Communications Holdings, LLC	Delaware	27-2958210
DukeNet Communications, LLC	Delaware	27-2985707

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Exact Name of Additional Registrant Guarantor as Specified in Its Charter	Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number
Falcon Cable Communications, LLC	Delaware	52-2095705
Falcon Cable Media, a California Limited Partnership	California	95-4455189
Falcon Cable Systems Company II, L.P.	California	95-4582801
Falcon Cablevision, a California Limited Partnership	California	95-4455183
Falcon Community Cable, L.P.	Delaware	95-4455187
Falcon Community Ventures I Limited Partnership	California	95-4455185
Falcon First Cable of the Southeast, LLC	Delaware	95-4258089
Falcon First, LLC	Delaware	95-4258093
Falcon Telecable, a California Limited Partnership	California	95-4455179
Falcon Video Communications, L.P.	Delaware	95-4375518
Helicon Partners I, L.P.	Delaware	22-3337392
Hometown T.V., LLC	Delaware	14-1749551
HPI Acquisition Co. LLC	Delaware	22-3441341
ICI Holdings, LLC	Delaware	13-4074206
Insight Blocker LLC	Delaware	81-2564976
Insight Capital LLC	Delaware	13-4079679
Insight Communications Company, L.P.	Delaware	13-3290944
Insight Communications Midwest, LLC	Delaware	13-4013377
Insight Communications of Central Ohio, LLC	Delaware	13-4017803
Insight Communications of Kentucky, L.P.	Delaware	94-3291448
Insight Interactive, LLC	Delaware	52-2200721
Insight Kentucky Capital, LLC	Delaware	13-4079233
Insight Kentucky Partners I, L.P.	Delaware	94-3291839
Insight Kentucky Partners II, L.P.	Delaware	94-3291449
Insight Midwest Holdings, LLC	Delaware	13-4147884
Insight Midwest, L.P.	Delaware	13-4079232
Insight Phone of Indiana, LLC	Delaware	30-0022765
Insight Phone of Kentucky, LLC	Delaware	30-0022773
Insight Phone of Ohio, LLC	Delaware	20-1397428
Interactive Cable Services, LLC	Delaware	01-0629142

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Interlink Communications Partners, LLC	Delaware	84-1437911
Intrepid Acquisition LLC	Delaware	76-0732702
Long Beach, LLC	Delaware	43-1831549
Marcus Cable Associates, L.L.C.	Delaware	75-2775560

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Exact Name of Additional Registrant Guarantor as Specified in Its Charter	Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number
Marcus Cable of Alabama, L.L.C.	Delaware	43-1548562
Marcus Cable, LLC	Delaware	75-2569103
Midwest Cable Communications, LLC	Delaware	41-0963108
NaviSite LLC	Delaware	52-2137343
New Wisconsin Procurement LLC	Delaware	81-2593009
Oceanic Time Warner Cable LLC	Delaware	45-4593273
Parity Assets LLC	Delaware	45-4854395
Peachtree Cable TV, L.P.	Delaware	None
Peachtree Cable TV, LLC	Delaware	43-1943639
Phone Transfers (AL), LLC	Delaware	47-0982109
Phone Transfers (CA), LLC	Delaware	47-0988500
Phone Transfers (GA), LLC	Delaware	47-0984230
Phone Transfers (NC), LLC	Delaware	47-0988629
Phone Transfers (TN), LLC	Delaware	47-0994648
Phone Transfers (VA), LLC	Delaware	47-0999732
Renaissance Media LLC	Delaware	14-1800030
Rifkin Acquisition Partners, LLC	Delaware	84-1317714
Robin Media Group, LLC	Delaware	54-1342676
Scottsboro TV Cable, LLC	Delaware	38-2691210
The Helicon Group, L.P.	Delaware	22-3248703
Time Warner Cable Business LLC	Delaware	35-2466312
Time Warner Cable Enterprises LLC	Delaware	45-4854395
Time Warner Cable Information Services (Alabama), LLC	Delaware	20-0639409
Time Warner Cable Information Services (Arizona), LLC	Delaware	20-4370232
Time Warner Cable Information Services (California), LLC	Delaware	20-0162970
Time Warner Cable Information Services (Colorado), LLC	Delaware	26-2375439
Time Warner Cable Information Services (Hawaii), LLC	Delaware	20-0162993
Time Warner Cable Information Services (Idaho), LLC	Delaware	20-8254896
Time Warner Cable Information Services (Illinois), LLC	Delaware	26-2375576
Time Warner Cable Information Services (Indiana), LLC	Delaware	20-1618562

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Time Warner Cable Information Services (Kansas), LLC	Delaware	20-0163009
Time Warner Cable Information Services (Kentucky), LLC	Delaware	20-4370430
Time Warner Cable Information Services (Maine), LLC	Delaware	48-1296576
Time Warner Cable Information Services (Massachusetts), LLC	Delaware	20-0639517

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Exact Name of Additional Registrant Guarantor as Specified in Its Charter	Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number
Time Warner Cable Information Services (Michigan), LLC	Delaware	26-2376102
Time Warner Cable Information Services (Missouri), LLC	Delaware	20-0163031
Time Warner Cable Information Services (Nebraska), LLC	Delaware	20-0597251
Time Warner Cable Information Services (New Hampshire), LLC	Delaware	20-0834759
Time Warner Cable Information Services (New Jersey), LLC	Delaware	20-0605091
Time Warner Cable Information Services (New Mexico), LLC	Delaware	20-8244978
Time Warner Cable Information Services (New York), LLC	Delaware	06-1530234
Time Warner Cable Information Services (North Carolina), LLC	Delaware	05-0563203
Time Warner Cable Information Services (Ohio), LLC	Delaware	20-0163449
Time Warner Cable Information Services (Pennsylvania), LLC	Delaware	20-0639607
Time Warner Cable Information Services (South Carolina), LLC	Delaware	20-0163480
Time Warner Cable Information Services (Tennessee), LLC	Delaware	20-0639795
Time Warner Cable Information Services (Texas), LLC	Delaware	20-0095157
Time Warner Cable Information Services (Virginia), LLC	Delaware	20-4370738
Time Warner Cable Information Services (Washington), LLC	Delaware	20-5690377
Time Warner Cable Information Services (West Virginia), LLC	Delaware	20-1620308
Time Warner Cable Information Services (Wisconsin), LLC	Delaware	20-0163685
Time Warner Cable International LLC	Delaware	32-0423657
Time Warner Cable Internet Holdings III LLC	Delaware	30-0800781
Time Warner Cable Internet Holdings LLC	Delaware	80-0845781
Time Warner Cable Internet LLC	Delaware	13-4008284
Time Warner Cable, LLC	Delaware	81-2545593
Time Warner Cable Media LLC	Delaware	27-4633156
Time Warner Cable Midwest LLC	Delaware	45-4593320
Time Warner Cable New York City LLC	Delaware	45-4593291
Time Warner Cable Northeast LLC	Delaware	45-4593341
Time Warner Cable Pacific West LLC	Delaware	45-4593361
Time Warner Cable Services LLC	Delaware	61-1446887
Time Warner Cable Southeast LLC	Delaware	45-4608839
Time Warner Cable Sports LLC	Delaware	45-1560066

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Time Warner Cable Texas LLC	Delaware	45-4608769
TWC Administration LLC	Delaware	90-0882471
TWC Communications, LLC	Delaware	35-2205910
TWC Digital Phone LLC	Delaware	26-0354307

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Exact Name of Additional Registrant Guarantor as

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