

KARSH BRUCE A
Form 3/A
September 14, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â KARSH BRUCE A | | (Month/Day/Year) | CHARTER COMMUNICATIONS, INC. /MO/ [CHTR] | |
| (Last) | (First) | (Middle) | 09/14/2010 | |
| 333 SOUTH GRAND AVENUE, Â 28TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 09/14/2010 |
| LOS ANGELES, Â CA Â 90071 | | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|--|
| Class A Common Stock | 19,725,105 | I | See Footnotes ⁽¹⁾ ⁽²⁾ ⁽³⁾ |
| Class A Common Stock | 2,536 ⁽⁴⁾ | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|----------------------|----------------------------|---------------------|---|--|
| Common Stock Warrants (CUSIP 16117M123) | 11/30/2009 | 11/30/2014 | Class A Common Stock | 136,202 | \$ 51.28 | I | See Footnotes ⁽⁵⁾ <u>(6)</u> <u>(7)</u> <u>(8)</u> |
| Common Stock Warrants (CUSIP 16117M131) | 11/30/2009 | 11/30/2014 | Class A Common Stock | 292,342 | \$ 46.86 | I | See Footnotes ⁽⁵⁾ <u>(6)</u> <u>(7)</u> <u>(8)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KARSH BRUCE A 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071 | Â X | Â X | Â | Â |

Signatures

/s/ Richard R. Dykhouse,
Attorney-in-Fact

09/14/2010

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

On November 30, 2009, Oaktree Opportunities Investments, L.P., ("OOI") purchased 16,428,631 shares of the Issuer's Class A Common Stock pursuant to the Issuer's joint plan of reorganization (the "Plan") at the price of \$18.75 per share. OOI was issued 3,296,474 shares of the Issuer's Class A Common Stock in exchange for claims pursuant to the Plan.

(2) Each of Oaktree Fund GP, LLC ("GP"), in its capacity as the general partner of OOI; Oaktree Fund GP I, L.P. ("GP I"), in its capacity as the managing member of GP; Oaktree Capital I, L.P. ("Capital I"), in its capacity as the general partner of GP I; OCM Holdings I, LLC ("Holdings I"), in its capacity as the general partner of Capital I; Oaktree Holdings, LLC ("Holdings"), in its capacity as the managing member of Holdings I; Oaktree Capital Group, LLC ("OCG"), in its capacity as the managing member of Holdings; Oaktree Capital Group Holdings, L.P. ("OCGH"), in its capacity as the holder of a majority of the voting units of OCG; and Oaktree Capital Group Holdings GP, LLC ("OCGH GP"), in its capacity as the general partner of OCGH, may be deemed to beneficially own these securities due to their ability to directly or indirectly direct decisions regarding the vote and disposition of securities held by OOI.

(3) These securities may be deemed beneficially owned by Mr. Karsh by virtue of his being a member of OCGH GP. Mr. Karsh disclaims beneficial ownership of these securities except to the extent of his indirect pecuniary interest therein, and the inclusion of these securities in this Form 3 shall not be deemed to be an admission that Mr. Karsh has beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(4) The reporting person is the President of Oaktree Capital Management, L.P. ("Oaktree"), a registered investment adviser under the Investment Advisers Act of 1940, as amended. These shares of restricted stock were granted January 21, 2010 and are held directly by the reporting person for the benefit of OCM FIE, L.P. ("FIE"), a wholly owned subsidiary of Oaktree. Pursuant to the policies of Oaktree, the reporting person must hold these shares of Class A Common Stock on behalf of and for the sole benefit of FIE and is assigning all economic, pecuniary and voting rights to FIE. The reporting person disclaims beneficial ownership of these securities, and the filing of this Form 3 shall not be construed as an admission that such person is the beneficial owner of such securities covered by this Form 3, except to the extent of any indirect pecuniary interest therein.

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(5) In exchange for claims pursuant to the Plan, OCM Opportunities Fund V, L.P. ("OCM V") was issued 42,423 CUSIP 16117M123 common stock warrants and 53,320 CUSIP 16117M131 common stock warrants, OCM Opportunities Fund VI, L.P. ("OCM VI") was issued 93,779 CUSIP 16117M123 common stock warrants and 121,329 CUSIP 16117M131 common stock warrants, OCM Opportunities Fund VII Delaware, L.P. ("OCM VII") was issued 104,553 CUSIP 16117M131 common stock warrants and Oaktree Value Opportunities Fund, L.P. ("VOF") was issued 13,140 CUSIP 16117M131 common stock warrants. Both the CUSIP 16117M123 common stock warrants and the CUSIP 16117M131 common stock warrants are referred to herein as the Class A Common Stock Warrants.

(6) Each of OCM Opportunities Fund V GP, L.P. ("V GP"), in its capacity as the general partner of OCM V; OCM Opportunities Fund VI GP, L.P. ("VI GP"), in its capacity as the general partner of OCM VI; OCM Opportunities Fund VII Delaware GP Inc. ("VII GP"), in its capacity as the general partner of OCM VII; OCM Opportunities Fund VII, L.P. ("Fund VII"), in its capacity as the sole shareholder of VII GP; OCM Opportunities Fund VII GP, L.P. ("Fund VII GP"), in its capacity as the general partner of Fund VII; OCM Opportunities Fund VII GP Ltd. ("Fund VII GP Ltd."), in its capacity as the general partner of Fund VII GP; Oaktree Value Opportunities Fund GP, L.P. ("VOF GP"), in its capacity as the general partner of VOF; Oaktree Value Opportunities Fund GP Ltd. ("VOF GP Ltd."), in its capacity as the general partner of VOF GP; [continued in footnote 7]

(7) [continued from footnote 6] Oaktree Fund GP I, L.P. ("GP I"), in its capacity as the general partner of V GP and VI GP and the sole shareholder of Fund VII GP Ltd. and VOF GP Ltd; Oaktree Capital I, L.P. ("Capital I"), in its capacity as the general partner of GP I; OCM Holdings I, LLC ("Holdings I"), in its capacity as the general partner of Capital I; Oaktree Holdings, LLC ("Holdings"), in its capacity as the managing member of Holdings I; Oaktree Capital Group, LLC ("OCG"), in its capacity as the managing member of Holdings; Oaktree Capital Group Holdings, L.P. ("OCGH"), in its capacity as the holder of a majority of the voting units of OCG; and Oaktree Capital Group Holdings GP, LLC ("OCGH GP"), in its capacity as the general partner of OCGH, may be deemed to beneficially own these securities due to their ability to directly or indirectly direct decisions regarding the vote and disposition of securities held by OCM V, OCM VI, OCM VII or VOF, as applicable.

(8) These securities may be deemed beneficially owned by Mr. Karsh by virtue of his being a member of OCGH GP. Mr. Karsh disclaims beneficial ownership of these securities except to the extent of his indirect pecuniary interest therein, and the inclusion of these securities in this Form 3 shall not be deemed to be an admission that Mr. Karsh has beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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