

TIME WARNER ENTERTAINMENT COMPANY, L. P.
Form 8-A12B
June 21, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR (g) OF THE

SECURITIES EXCHANGE ACT OF 1934

TIME WARNER CABLE INC.
TIME WARNER ENTERTAINMENT COMPANY, L.P.
TW NY CABLE HOLDING INC.

(Exact name of registrant as specified in its charter)

| | |
|---|--|
| Delaware | 84-1496755 |
| Delaware | 13-3666692 |
| Delaware (State of incorporation or organization) | 20-2819687 (I.R.S. Employer Identification No.) |

60 Columbus Circle

New York, New York
(Address of principal executive offices)

10023
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which

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to be so registered
5 1/4% Senior Notes due 2042

each class is to be registered
New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates (if applicable): 333-173760

Securities to be registered pursuant to Section 12(g) of the Act: None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are the 51/4% Senior Notes due 2042 (the "Debt Securities") of Time Warner Cable Inc. (the "Registrant"). For a description of the Debt Securities, reference is made to: (i) the information set forth under the heading "Description of the Debt Securities and the Guarantees" in the Prospectus, dated April 28, 2011, included in the Registrant's Registration Statement on Form S-3 (File No. 333-173760) under the Securities Act of 1933, as amended (the "Securities Act"), as filed with the Securities and Exchange Commission (the "SEC") on April 28, 2011 (the "Registration Statement") and (ii) the information set forth under the heading "Description of the Notes" in the Registrant's Prospectus Supplement, dated June 20, 2012, pursuant to Rule 424(b) under the Securities Act, as filed with the SEC on June 20, 2012, each of which is incorporated by reference herein.

Item 2. Exhibits.

- 1.1 Indenture, dated April 9, 2007 among the Registrant, Time Warner Entertainment Company, L.P., TW NY Cable Holding Inc. and The Bank of New York Mellon, as trustee, as supplemented by the first supplemental indenture, dated as of April 9, 2007 (incorporated herein by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K, dated April 9, 2007 and filed on April 9, 2007 (File No. 001-33335)).
- 1.2 Officer's Certificate of the Registrant, dated June 20, 2012, and form of Debt Security attached as Exhibit A thereto.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: June 21, 2012

TIME WARNER CABLE INC.

TIME WARNER ENTERTAINMENT COMPANY, L.P.

TW NY CABLE HOLDING INC.

By: /s/ Matthew Siegel
Name: Matthew Siegel
Title: Senior Vice President,

Treasurer

EXHIBIT INDEX

| Exhibit Number | Description of Exhibit |
|----------------|---|
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| 1.2 | Officer's Certificate of the Registrant, dated June 20, 2012, and form of Debt Security attached as Exhibit A thereto. |