

CHARTER COMMUNICATIONS, INC. /MO/
Form DEF 14A
March 20, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Charter Communications, Inc.
(Name of Registrant as Specified in its Charter)

Not Applicable
(Name of Person(s) Filing Proxy Statement if other than the Registrant)

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- No fee required.
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- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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- 1) Amount Previously Paid:

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- 3) Filing Party:

- 4) Date Filed:

March 20, 2012

Dear Stockholder:

You are invited to attend the annual meeting of stockholders of Charter Communications, Inc. (the Company or Charter), which will be held at the The Ritz Carlton Hotel, Denver, 1881 Curtis Street, Denver, Colorado 80202 on Tuesday, May 1, 2012 at 10:00 a. m. (Mountain Daylight Time).

All stockholders of record at the close of business on March 2, 2012 are invited to attend the meeting. For security reasons, however, to gain admission to the meeting you may be required to present identification containing a photograph and to comply with other security measures. Parking at the Hotel for the Annual Meeting will be complimentary. Please inform the attendant you are attending the Charter Annual Meeting.

Details of the business to be conducted at the annual meeting are provided in the attached Notice of Annual Meeting and Proxy Statement.

Whether or not you attend the annual meeting, it is important that your shares be represented and voted at the meeting. Therefore, I urge you to sign, date, and promptly return the enclosed proxy in the postage-paid envelope that is provided, or you may vote via the Internet pursuant to the instructions on the proxy card. If you decide to attend the annual meeting, you will have the opportunity to vote in person.

On behalf of the Board of Directors, I would like to express our appreciation for your continued interest in the affairs of the Company.

Sincerely,

Thomas M. Rutledge
President and Chief Executive Officer

Charter Communications, Inc.

12405 Powerscourt Drive

St. Louis, Missouri 63131

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
OF
CHARTER COMMUNICATIONS, INC.

Date: May 1, 2012
Time: 10:00 a.m. (Mountain Daylight Time)
Place: The Ritz Carlton Hotel, Denver
1881 Curtis Street
Denver, Colorado 80202

Matters to be voted on:

- 1 To elect eleven Class A directors, nominated by our board of directors and named in this proxy statement;
- 2 To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ended December 31, 2012; and
- 3 To vote on any other matters properly brought before the stockholders at the meeting.
The proxy statement more fully describes these proposals.

By order of the Board of Directors,

RICHARD R. DYKHOUSE
Corporate Secretary

March 20, 2012

CHARTER COMMUNICATIONS, INC.

PROXY STATEMENT

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on May 1, 2012. The 2012 notice and proxy statement and the 2011 annual report to stockholders are available at www.proxyvote.com.

This proxy statement and the Notice of Internet Availability of Proxy Materials were first mailed to stockholders on or about March 20, 2012.

Questions and Answers about Voting and the Annual Meeting

What matters will be voted on at the annual meeting?

As a holder of Class A common stock, you are being asked to vote, on the following:

Proposal 1: To elect eleven Class A directors, nominated by our board of directors and named in this proxy statement;

Proposal 2: To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ended December 31, 2012; and

Proposal 3: To vote on any other matters properly brought before the stockholders at the meeting.

How does the board of directors recommend that I vote?

The board of directors recommends that you vote:

FOR the election of the eleven Class A directors, nominated by our board of directors and named in this proxy statement; and

FOR the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ended December 31, 2012.

What if other matters come up at the annual meeting?

The items listed on the Notice of Annual Meeting of Stockholders are the only matters that we know will be voted on at the annual meeting. Your proxy gives discretionary authority to the persons named on the proxy card to vote on other matters. On such other business as may properly come before the meeting, your shares will be voted in the discretion and judgment of the proxy holder.

Who has been nominated for election as directors at the annual meeting?

The board of directors has nominated eleven directors for election. The eleven directors who have been nominated by the board of directors and agreed to serve as directors are: Messrs. Conn, Glatt, Jacobson, Karsh, Lee, Marcus, Markley, Merritt, Parker, Rutledge and Zinterhofer. All but Mr. Marcus are current directors.

Who can vote at the annual meeting?

Holders of a total of 100,514,716 shares of Class A common stock, as of the close of business on March 2, 2012 (the Record Date), are entitled to vote at the annual meeting. Each holder of Class A common stock is entitled to one vote per share. The enclosed proxy card indicates the number of Class A shares that our records show you are entitled to vote.

What is the difference between being a stockholder of record and a beneficial owner?

You are a stockholder of record if at the close of business on the Record Date, your shares were registered in your name with Computershare Shareowner Services, our transfer agent and registrar.

You are a beneficial owner if at the close of business on the Record Date, your shares were held by a brokerage firm or other nominee and not directly in your name, but are held in street name. As the beneficial owner of your shares, you have the right to direct your broker or other nominee how to vote your shares, i.e., for or against the proposals to be considered at the annual meeting. If you do not provide your broker or nominee with instructions on how to vote your shares, your broker or nominee will be able to vote your shares with respect to some of the proposals, but not all. See, *What if I do not provide instructions on how to vote my shares,* below.

What do I do if my shares are held in street name ?

If your shares are held in the name of your broker or other nominee, you should return your proxy in the envelope provided by such broker or nominee or instruct the person responsible for holding your shares to execute a proxy on your behalf. In either case, your shares will be voted according to your instructions.

What if I do not provide instructions on how to vote my shares?

If you are a stockholder of record and you submit a proxy, but do not provide voting instructions, your shares will be voted for the election of the Company's director nominees and **FOR** the proposals as described above.

If you are a beneficial owner and you do not provide the broker or other nominee which holds your shares with voting instructions, the broker or nominee has discretionary authority to vote for certain proposals, but not others pursuant to the rules of NASDAQ and the Securities and Exchange Commission (SEC). Brokers and other nominees have the discretion to vote on routine matters such as Proposal 2, but not on non-routine matters such as Proposal 1. Therefore, if you do not provide voting instructions to the broker or nominee that holds your shares, the broker or nominee may only vote for Proposal 2 and any other routine matters properly presented for a vote at the annual meeting.

What is the quorum required for the meeting?

We will hold the annual meeting if holders of shares having a majority of the voting power of the Class A common stock as of the Record Date either sign and return their proxy cards, vote via the Internet or attend the meeting. If you sign and return your proxy card or vote via the Internet, your shares will be counted to determine whether we have a quorum, even if you fail to indicate your vote.

Abstentions and broker non-votes will be counted as present for purposes of determining whether a quorum exists at the annual meeting.

What is a broker non-vote ?

A broker non-vote occurs when a broker or other nominee holding shares for a beneficial owner votes on one proposal but does not vote on another proposal because the broker or other nominee does not have discretionary voting power for that particular proposal and has not received voting instructions from the beneficial owner.

What is the vote required for the proposals on the agenda?

The affirmative vote of the holders of a majority of Class A shares cast is required for (i) the election of the Class A directors, and (ii) the ratification of the appointment of KPMG as our independent registered public accounting firm, Proposals 1 and 2, respectively. Under our Certificate of Incorporation and Bylaws, for purposes of determining whether votes have been cast, abstentions and broker non-votes will not be counted.

A stockholder may vote to abstain on any of the proposals. If you vote to abstain, your shares will be counted as present at the meeting for purposes of determining a quorum on all matters, but will not be considered to be votes cast with respect to such matters. Abstentions will not be voted and will have the effect of a vote against the proposals. If an executed proxy is returned by a broker holding shares in street name that indicates that the broker does not have discretionary authority as to certain shares to vote on one or more matters (a broker non-vote), such shares will be considered present at the meeting for purposes of determining a quorum on all matters, but will not be considered to be votes cast with respect to such matters. Therefore, broker non-votes will have the effect of a vote against the proposals. In addition, in the election of directors, a stockholder may withhold such stockholder's vote.

What are my choices in the proposals on the agenda?

On Proposal 1, you can vote your shares FOR, or you can withhold your vote for the Class A director nominees. On Proposal 2, you can (1) vote for a proposal, (2) vote against a proposal, or (3) abstain from voting.

How do I vote by proxy?

Follow the instructions on the enclosed proxy card. Sign and date the proxy card and mail it back to us in the enclosed envelope. If you receive more than one proxy card it may mean that you hold shares in more than one account. Sign and return all proxy cards to ensure that all of your shares are voted. The proxy holder named on the proxy card will vote your shares as you instruct. If you sign and return the proxy card but do not indicate your vote, the proxy holder will vote on your behalf FOR each of the Proposals as noted above.

Can I vote via the Internet?

Stockholders with shares registered in their names with Computershare Shareowner Services, our transfer agent, may authorize a proxy via the Internet at the following address www.proxyvote.com. A number of brokerage firms and banks participate in a program that permits Internet voting. If your shares are held in an account at a brokerage firm or bank that participates in such a program, you may direct the vote of those shares by following the instructions on the voting form enclosed with the proxy from the brokerage firm or bank.

Proxies submitted via the Internet must be received by 11:59 p.m. (EDT) on April 30, 2012. Please refer to your voting instruction form and/or your proxy card for specific voting instructions. If you vote this year's proxy via the Internet, you may also elect to receive future proxy and other materials electronically by following the instructions when you vote. Making this election will save the Company the cost of producing and mailing these documents.

Can I change my vote after I return my proxy card?

Yes. At any time before the vote at the annual meeting, you can change your vote either by giving our Corporate Secretary a written notice revoking your proxy card, or by signing, dating and submitting a new proxy card. We will honor the latest dated proxy card which has been received prior to the closing of the voting. You may also attend the meeting and vote in person.

Can I vote in person at the annual meeting rather than by completing the proxy card?

Although we encourage you to complete and return the proxy card to ensure that your vote is counted, you can attend the annual meeting and vote your shares in person. If you wish to attend the annual meeting and vote your shares in person and you are the beneficial owner of your shares, you must obtain the documents required to vote your shares in person at the annual meeting from your broker, or nominee.

Who will count the votes?

Broadridge Financial Solutions, Inc. has been appointed to receive and tabulate stockholder votes and to act as the inspector of election and certify to the election results.

Who is soliciting my vote?

The board of directors is soliciting your vote.

Who pays for this proxy solicitation?

The Company pays for the proxy solicitation. We will ask banks, brokers and other nominees and fiduciaries to forward the proxy material to the beneficial owners of the Class A common stock and to obtain the authority of executed proxies. We will reimburse them for their reasonable expenses.

Proposal No. 1: Election of Class A Directors

(Item 1 on Proxy Card)

The Company currently has eleven directors, each of whom is elected on an annual basis. The board of directors is soliciting your vote for the Class A directors to be elected at the annual meeting of stockholders. Once elected, each of the directors will hold office until his or her successor is elected, or he or she resigns or is otherwise removed.

THE BOARD OF DIRECTORS RECOMMENDS VOTING FOR THE CLASS A DIRECTOR NOMINEES.

Information about the Class A Director Nominees

The following information concerns the eleven individuals who have been nominated by the board of directors for election by the Class A stockholders. Except for Mr. Marcus, who has been nominated by the board to replace Robert Cohn, each of the following individuals currently serves as a Class A director.

Directors	Position(s)
W. Lance Conn	Director
Darren Glatt	Director
Craig A. Jacobson	Director
Bruce A. Karsh	Director
Edgar Lee	Director
Jeffrey A. Marcus	Director
John D. Markley, Jr	Director
David C. Merritt	Director
Stan Parker	Director
Thomas M. Rutledge.	Director, President and Chief Executive Officer
Eric L. Zinterhofer	Chairman of the Board of Directors

W. Lance Conn, 43, was elected to the board of directors of Charter on November 30, 2009. Mr. Conn previously served on Charter's board of directors since September 2004. From July 2004 to May 2009, Mr. Conn served as the President of Vulcan Capital, the investment arm of Vulcan, Inc. Prior to joining Vulcan, Inc., Mr. Conn was employed by America Online, Inc., an interactive online services company, from March 1996 to May 2003. From September 1994 to February 1996, Mr. Conn was an attorney with Shaw, Pittman, Potts & Trowbridge LLP in Washington, D.C. Mr. Conn served as an officer of Charter Investment, Inc. prior to and during the time of its Chapter 11 bankruptcy proceedings filed concurrently with Charter's Chapter 11 proceedings. Mr. Conn holds a J.D. degree from the University of Virginia, a M.A. degree in history from the University of Mississippi and an A.B. degree in history from Princeton University. We believe Mr. Conn's qualifications to sit on Charter's board include his experience in the media business and as a director.

Darren Glatt, 36, was elected to the board of directors of Charter on November 30, 2009. Mr. Glatt is a partner at Apollo Management, L.P. and has been with Apollo since 2006. During his tenure at Apollo, Mr. Glatt has focused on investments in the media, communications and leisure sectors. Prior to Apollo, Mr. Glatt was a member of the Media Group at Apax Partners from 2004 to 2006, a member of the Media Group at the Cypress Group from 2000 to 2002 and a member of the Mergers & Acquisitions Group at Bear, Stearns & Co. from 1998 to 2000. Mr. Glatt also serves on the board of directors of CKX Entertainment Holdings, Inc., PlayPower Holdings, Inc., Principal Maritime Holdings, LLC and Veritable Maritime Holdings, LLC. Mr. Glatt received his MBA from the Harvard Business School and graduated summa cum laude from George Washington University's School of Business & Public Management. We believe Mr. Glatt's qualifications to sit on Charter's board include his experience in the media, banking and investment industries.

Craig A. Jacobson, 59, was elected to the board of directors of Charter on July 27, 2010. Mr. Jacobson is a founding partner at the law firm of Hansen, Jacobson, Teller, Hoberman, Newman, Warren, Richman, Rush and Kaller, L.L.P., where he has practiced entertainment law for the past 25 years. Mr. Jacobson is a member of the Board of Directors of Expedia, Inc., Aver Media, a privately held Canadian lending institution, and Eventful, Inc., a privately held digital entertainment and live event service company. Mr. Jacobson was a director of Ticketmaster from August 2008 until its merger with Live-Nation, Inc. in January 2010. Mr. Jacobson received his Bachelor of Arts degree from Brown University in 1974, where he was a member of Phi Beta Kappa, and his J.D. degree with Honors from George Washington University School of Law in 1979. We believe Mr. Jacobson's qualifications to sit on Charter's board include his media and business experience.

Bruce A. Karsh, 56, was elected to the board of directors of Charter on November 30, 2009. Since 1995, Mr. Karsh has served as President and co-founder of Oaktree Capital Management, L.P., formerly Oaktree Capital Management, LLC, a Los Angeles-based investment management firm. Prior to co-founding Oaktree, Mr. Karsh was a Managing Director of Trust Company of the West (TCW) and its affiliate, TCW Asset Management Company, and the portfolio manager of the Special Credits Funds for seven years. Prior to joining TCW, Mr. Karsh worked as Assistant to the Chairman of Sun Life Insurance Company of America and of SunAmerica, Inc., its parent. Prior to that, he was an attorney with the law firm of O'Melveny & Myers. Mr. Karsh holds an A.B. degree in Economics from Duke University and a J.D. from the University of Virginia School of Law. Mr. Karsh serves as the Chairman of the Board of Directors for Duke University's investment management company and serves as a director of Oaktree Capital Group, LLC, LBI Media Holdings, Inc. and LBI Media, Inc. We believe Mr. Karsh's qualifications to sit on Charter's board include his business and investment experience.

Edgar Lee, 36, was elected to the board of directors of Charter on January 18, 2011. He is Senior Vice President of Oaktree Capital Management, L.P. Mr. Lee joined Oaktree Capital Management in 2007. From 2005 to 2007, Mr. Lee was an Associate Director in the TMT Investment Banking division of UBS Investment Bank in Los Angeles. Prior to UBS, Mr. Lee was an Associate in the Fixed Income Division at Lehman Brothers Inc. Mr. Lee received a B.A. in Economics from Swarthmore College and a M.P.P. with a concentration in Applied Economics from Harvard University. We believe Mr. Lee's qualifications to sit on Charter's board include his business and investment experience.

Jeffrey A. Marcus, 65, Mr. Marcus joined Crestview Partners, L.P. in 2004 as a Managing Director. He is a media and communications entrepreneur who previously served as the President and Chief Executive Officer of AMFM, Inc., (formerly Chancellor Media Corporation), one of the nation's largest radio broadcasting companies. Mr. Marcus was also the founder and chief executive officer of Marcus Cable Company, which was the largest privately held cable company in the United States at the time of its sale in 1998. Mr. Marcus also founded an earlier cable company, Marcus Communications, Inc., which was merged into Western Tele-Communications, Inc. Mr. Marcus served as the chief executive officer of the merged and renamed company, WestMarc Communications, Inc. until 1988. In 1989, the company was sold to Tele-Communications, Inc. Mr. Marcus is currently a director of Cumulus Media, Inc., CWGS Enterprises, LLC, OneLink Communications (MCNA Cable Holdings LLC and San Juan Cable LLC) and Insight Communications Company, Inc. and has served on public and private company boards of directors, including Brinker International, Inc., AMFM Inc. and WestMarc Communications, Inc. Mr. Marcus received his B.A. in Economics from the University of California Berkeley. We believe Mr. Marcus' qualifications to sit on Charter's board include his cable and business experience.

John D. Markley, Jr., 46, was elected to the board of directors of Charter on November 30, 2009. Mr. Markley has served as Managing Director of Bear Creek Capital Management, an investment firm focused on public and private companies in the communications, media and technology industries, since 2009. From 1996 to 2009, Mr. Markley was a partner at Columbia Capital, a venture capital firm. Prior to Columbia Capital, Mr. Markley was at the Federal Communications Commission where he developed US Government spectrum policy, and with Kidder, Peabody, an investment firm. Mr. Markley is currently a director of Broadsoft, a publicly traded company, and numerous private companies. Mr. Markley received a B.A. degree from Washington & Lee University and an M.B.A degree from Harvard Business School. We believe Mr. Markley's qualifications to sit on Charter's board include his experience in the telecommunications and media industries.

David C. Merritt, 57, was elected to the board of directors of Charter on December 15, 2009, and was also appointed as Chairman of Charter's Audit Committee at that time. Mr. Merritt previously served on Charter's board and Audit Committee since 2003. Effective March 2009, he is the president of BC Partners, Inc., a financial advisory firm. From October 2007 to March 2009, Mr. Merritt served as Senior Vice President and Chief Financial Officer of iCRETE, LLC. From October 2003 to September 2007, Mr. Merritt was a Managing Director of Salem Partners, LLC, an investment banking firm. Mr. Merritt is a director of Outdoor Channel Holdings, Inc. and of Calpine Corporation and currently serves as Chairman of the Audit Committee of each company. He is also a director of Buffet Restaurants Holdings, Inc. From 1975 to 1999, Mr. Merritt was an audit and consulting partner of KPMG serving in a variety of capacities during his years with the firm, including national partner in charge of the media and entertainment practice. Mr. Merritt holds a B.S. degree in Business and Accounting from California State University Northridge. We believe Mr. Merritt's qualifications to sit on Charter's board include his many years of experience with a major accounting firm, as a director and audit committee member, and in the media industry.

Stan Parker, 36, was elected to the board of directors of Charter on January 18, 2011. He is a senior partner of Apollo Global Management LLC, having joined the firm as an associate in 2000. Prior to that time, Mr. Parker was employed by Salomon Smith Barney, Inc. in its Financial Entrepreneurs Group within the Investment Banking Division. Mr. Parker also serves on the board of directors of Affinion Group, CEVA Logistics, Momentive Performance Materials and CKX Entertainment Holdings, Inc. Mr. Parker holds a B.S. degree in Economics from The Wharton School of Business at the University of Pennsylvania. We believe Mr. Parker's qualifications to sit on Charter's board include his business and investment experience.

Thomas M. Rutledge, 58, was appointed as a director and President and Chief Executive Officer of the Company effective on February 13, 2012. Prior to joining Charter, Mr. Rutledge served as Chief Operating Officer of Cablevision from April 2004 until December 2011. A 34-year cable industry veteran, Mr. Rutledge previously served as president of Time Warner Cable. He began his career in 1977 at American Television and Communications (ATC), a predecessor company of Time Warner Cable. Mr. Rutledge currently serves on the

board of the National Cable and Telecommunications Association (NCTA). He served as Chairman of the NCTA from 2008-2010, and currently serves on the boards of CableLabs, C-SPAN and the CTAM Educational Foundation. In 2011, he received NCTA's Vanguard Award for Distinguished Leadership, the cable industry's highest honor. He is a member of the Cable Hall of Fame and was inducted into the Broadcasting and Cable Hall of Fame in 2011. He received a B.A. in economics from California University in California, Pennsylvania in 1977. We believe Mr. Rutledge's qualifications to sit on Charter's board include his many years of experience as an executive in the media industry.

Eric L. Zinterhofer, 40, was elected to the board of directors of Charter on November 30, 2009 and as non-executive Chairman of the board on December 1, 2009. In 2010, Mr. Zinterhofer founded Searchlight Capital Partners, LLC, a private equity firm. Previously, he served as a senior partner at Apollo Management, L.P. and was with Apollo from 1998 until May 2010. From 1994 to 1996, Mr. Zinterhofer was a member of the Corporate Finance Department at Morgan Stanley Dean Witter & Co. From 1993 to 1994, Mr. Zinterhofer was a member of the Structured Equity Group at J.P. Morgan Investment Management. Mr. Zinterhofer is a director of Central European Media Enterprises Ltd., Dish TV India Ltd, and Hunter Boot Ltd.. In the past five years, Mr. Zinterhofer was a director of iPCS, Inc, Unity Media SCA and Affinion Group, Inc. Mr. Zinterhofer received B.A. degrees in Honors Economics and European History from the University of Pennsylvania and received an M.B.A. from Harvard Business School. We believe Mr. Zinterhofer's qualifications to sit on Charter's board include his experience as a director and in the banking and investment industries.

Board of Directors and Committees of the Board of Directors

Our board of directors meets regularly throughout the year on an established schedule. The board also holds special meetings and acts by written consent from time to time as necessary. The Company held an annual stockholders' meeting in 2011, which all directors attended. Members of the board of directors are encouraged to attend the annual meeting each year. In 2011, the full board of directors held 12 meetings and acted 5 times by written consent. No incumbent director attended fewer than 81% of the total number of meetings of the board and of committees on which he served.

The board of directors delegates authority to act with respect to certain matters to board committees whose members are appointed by the board. The committees of the board of directors include the following: Audit Committee, Compensation and Benefits Committee, Nominating and Corporate Governance Committee, Section 162(m) Committee and Finance Committee. The Audit, Compensation and Benefits, Finance and Nominating and Governance Committees each has a charter which is available on our website, www.charter.com.

Charter's Audit Committee consisted of Messrs. Merritt, Jacobson and Markley in 2011. Mr. Markley joined the Audit Committee in January, 2011. Mr. Merritt is Chairman of the Audit Committee. Charter's board of directors has determined that, in its judgment, Mr. Merritt is an audit committee financial expert within the meaning of the applicable federal regulations. All members of the Audit Committee were determined by the board in 2011 to be independent in accordance with the listing standards of the NASDAQ Global Select Market and Rule 10A-3 of the Securities Exchange Act of 1934, as amended. The Audit Committee met eight times in 2011.

The Compensation and Benefits Committee, which has a written charter approved by the board, reviews and approves the Company's compensation of the senior management of the Company and its subsidiaries. During 2011, the Committee was comprised of Messrs. Conn and Zinterhofer as well as Robert Cohn, who is not standing for re-election. Mr. Conn is Chairman of the Committee. All members of the Compensation and Benefits Committee were determined by the board in 2011 to be independent in accordance with the listing standards of the NASDAQ Global Select Market. The Compensation and Benefits Committee met six times in 2011 and executed three unanimous consents in lieu of meetings.

The Nominating and Corporate Governance Committee members in 2011 were Messrs. Karsh, Glatt and Lee. When Mr. Markley was appointed to the Audit Committee, he was replaced on the Nominating and Corporate Governance Committee by Mr. Lee. In April 2011, Mr. Glatt replaced Mr. Parker on the Committee. Mr. Karsh is Chairman of the Committee. All members of the Nominating and Governance Committee were determined by the board in 2011 to be independent in accordance with the listing standards of the NASDAQ Global Select Market. The Nominating and Corporate Governance Committee met four times in 2011.

The Section 162(m) Committee reviews the Company's compensation for purposes of qualifying as performance-related compensation and thus meeting the provisions under Internal Revenue Code 162(m) for deductibility. In 2011, the Committee was comprised of Messrs. Cohn and Markley and it met one time.

The Finance Committee reviews the Company's financing activities and approves the terms and conditions of certain financing transactions referred to it by the board, in consultation with the Company's legal and financial advisors. The Finance Committee in 2011 consisted of Messrs. Lee, Merritt and Parker, Messrs. Lee and Parker having been appointed in March 2011. The Finance Committee met eleven times during the year and executed two unanimous consents in lieu of meetings.

From time to time, the board may create ad hoc committees for specific projects or transactions. In 2011, the board appointed an ad hoc Human Resources Committee to consider transition issues for President and Chief Executive Officer. The Search Committee was appointed after Mr. Lovett announced his resignation in October 2011. The Human Resources Committee was comprised of Messrs. Karsh, Merritt, Parker and Zinterhofer and it met three times in 2011. The Search Committee was comprised of Messrs. Glatt, Karsh, Lee, Parker and Zinterhofer and it met once in 2011. The board also appointed the ad hoc Special Equity Committee to review the proposed repurchase of the Company's common stock from various parties including certain affiliates. This committee consisted of Messrs. Cohn, Jacobson, Markley and Merritt and met three times in 2011.

The Company's Nominating and Corporate Governance Committee of the board of directors has determined that Messrs. Cohn, Conn, Jacobson, Markley and Merritt are independent directors under NASDAQ rules. Messrs. Glatt, Karsh, Lee, Marcus, Parker and Zinterhofer are independent under the NASDAQ rules; however, their status or relationship with an affiliate of the Company prohibits an independence finding under SEC rules for Audit Committee membership purposes. Mr. Rutledge was appointed to the board of directors effective on February 13, 2012. Mr. Rutledge is the President and Chief Executive Officer of the Company and is thus not independent.

Nomination and Qualifications of Directors

Candidates for director are nominated by the board of directors, based on the recommendation of the Nominating and Corporate Governance Committee. Charter's Corporate Governance Guidelines provide that, among other things, candidates for new board members to be considered by the Charter's board of directors should be individuals from diverse business and professional backgrounds with unquestioned high ethical standards and professional achievement, knowledge and experience. Candidates should include diversity of gender, race and national origin, education, professional experience and differences in viewpoints and skills. The Nominating and Corporate Governance Committee does not have a formal policy with respect to diversity; however, the board of directors and the Nominating and Corporate Governance Committee believe that it is essential that board members represent diverse viewpoints. In considering candidates for the Board, the Nominating and Corporate Governance Committee considers the entirety of each candidate's credentials in the context of these standards. In addition, director candidates must be individuals with the time and commitment necessary to perform the duties of a board member and other special skills that complement or supplement the skill sets of current directors. Mr. Marcus was recommended for nomination as a director by non-management directors.

Stockholders may nominate persons to be directors by following the procedures set forth in our Bylaws. These procedures require the stockholder to deliver timely notice to the Corporate Secretary at our principal

executive offices. That notice must contain the information required by the Bylaws about the stockholder proposing the nominee and about the nominee. No stockholder nominees have been proposed for this year's meeting.

Stockholders also are free to suggest persons for the board of directors to consider as nominees. The board of directors will consider those individuals if adequate information is submitted in a timely manner (see Stockholders Proposal for 2013 Annual Meeting below for deadline requirements) in writing to the board of directors at the Company's principal executive offices, in care of the General Counsel. The board of directors may, however, give less serious consideration to individuals not personally known by the current board members.

Board Leadership Structure and Risk Oversight

We separate the roles of Chief Executive Officer (CEO) and Chairman of the Board in recognition of the differences between the two roles. The CEO is responsible for setting the strategic direction for the Company and the day to day leadership and performance of the Company, while the Chairman of the Board provides guidance to the CEO and presides over meetings of the full board. We could decide to combine these positions in the future.

The full board of directors oversees the various risks to the Company, delegating to the various committees specific responsibilities. The Audit Committee reviews our Enterprise Risk Management (ERM) Program on a regular basis. The Audit Committee meets regularly with members of management in executive session, as well as with the Chief Compliance Officer, the Senior Director of Internal Audit Services and representatives of our independent outside accounting firm. The Compensation and Benefits Committee oversees our compensation policies and practices, including reviewing our incentive and equity-based compensation plans and benefits plans. The Nominating and Corporate Governance Committee oversees corporate governance, including recommending board and committee nominations, the corporate guidelines and director independence.

Stockholder Contact with Directors

Individuals may communicate directly with members of the board of directors or members of the board's standing committees by writing to the following address:

Charter Communications, Inc.

12405 Powerscourt Drive

St. Louis, Missouri 63131

Attn: Corporate Secretary

The Corporate Secretary will summarize all correspondence received, subject to the standards below, and periodically forward summaries to the board. Members of the board may at any time request copies of any such correspondence. Communications may be addressed to the attention of the board, a standing committee of the board, or any individual member of the board or a committee. Communication that is primarily commercial in nature, relates to an improper or irrelevant topic, or requires investigation to verify its content may not be forwarded.

2011 Director Compensation

During the first quarter of 2011, the prior year's non-employee director compensation package was in effect. On April 26, 2011, the board of directors approved a new non-employee director compensation package. The new 2011 plan includes an annual retainer of \$90,000 in cash and an annual award of \$90,000 in restricted stock reflecting an increase of \$10,000 for each of the cash annual retainer and the restricted stock award from the previous year. In addition to the annual retainer, under the 2011 plan, the Audit Committee chair receives \$20,000 per year, the Compensation and Benefits Committee chair receives \$10,000 per year, and the chair of the Nominating and Corporate Governance Committee receives \$10,000 per year (reflecting an increase of \$2,500

from the previous year's package). Each Audit Committee member (including the chair) receives \$20,000 per year (reflecting an increase of \$5,000 from the previous year's package), each Compensation and Benefits Committee member (including the chair) receives \$15,000 per year (reflecting an increase of \$5,000 from the previous year's package), each Finance Committee member receives \$15,000 per year (reflecting an added retainer from the previous year) and each Nominating and Corporate Governance Committee member (including the chair) receives \$10,000 per year.

Messrs. Glatt and Parker (as to Apollo Management, L.P.) and Messrs. Karsh and Lee (as to Oaktree Capital Management, L.P.) each requested that all cash compensation they received for their participation on Charter's board of directors or committees of the board be paid directly to their respective employers in accordance with their internal policies. Further, Messrs. Glatt and Parker have declined the equity portion of their compensation for participation on Charter's board of directors. Messrs. Karsh and Lee accepted and retained the equity portion of their board compensation.

Directors who are employees do not receive additional compensation for board of directors participation. Mr. Lovett, Charter's former President, CEO and board member, was the only director who was also an employee during 2011.

The following table sets forth information as of December 31, 2011 regarding the compensation to those non-employee members of the board of directors listed below for services rendered for the fiscal year ended December 31, 2011.

Name	Fees Earned or Paid in	Stock	Total (\$)
	Cash (\$)	Awards (\$)	
	(1)	(2)	
Robert Cohn	100,220	122,256	222,476
W. Lance Conn	110,220	122,256	232,476
Darren Glatt	89,313		89,313
Craig Jacobson	105,220	122,256	227,476
Bruce Karsh	105,220	122,256	227,476
Edgar Lee(3)	102,104	111,728	213,832
John D. Markley, Jr.	104,866	122,256	227,122
William McGrath(3)	21,875		21,875
David Merritt	135,440	122,256	257,696
Stan Parker(3)	99,604		99,604
Christopher Temple(3)	23,750		23,750
Eric Zinterhofer	100,220	122,256	222,476

- (1) Cash compensation to the directors is paid in advance on a quarterly basis. All directors received the annual retainer for 2011; however, the retainer was pro-rated in the 2nd quarter of 2011 to reflect the increases in the annual retainers that were approved by the board on April 26, 2011. As a result, the total annual retainer for 2011 was \$86,813. In addition, the annual retainers for Messrs. Lee and Parker (who joined the board in January 2011) and Messrs. McGrath and Temple (who left the board in January 2011) were pro-rated to reflect their respective partial year of service. In addition to the annual retainer, Mr. Cohn received \$13,407 for his service on the Compensation and Benefits Committee. In addition to the annual retainer, Mr. Conn received \$10,000 for his service as the Compensation and Benefits Committee chair and \$13,407 for his service as a member of that Committee. In addition to the annual retainer, Mr. Glatt received \$2,500 for his service during the 4th quarter as a member of the Nominating and Governance Committee. In addition to the annual retainer, Mr. Jacobson received compensation for his service on the Audit Committee equal to \$18,407. In addition to the annual retainer, Mr. Karsh received \$9,204 for his service as chair of the Nominating and Governance Committee as well as \$9,203 for his service as a member of that committee. In addition to his pro-rated annual retainer of \$83,035, Mr. Lee received \$8,849 for his service on the Nominating and Governance Committee and \$10,220 for his service on the Finance Committee. In addition

to the annual retainer, Mr. Markley received \$1,875 for his service during the 1st quarter on the Nominating and Governance Committee and \$16,178 for his service during the 2nd, 3rd and 4th quarters on the Audit Committee. For his service on the board during the 1st quarter, Mr. McGrath received \$20,000 for his annual retainer and \$1,875 for his service on the Nominating and Governance Committee. In addition to the annual retainer, Mr. Merritt received \$20,000 for his service as chair of the Audit Committee as well as \$18,407 for his service as a member of that committee and \$10,220 for his service on the Finance Committee. In addition to his pro-rated annual retainer of \$83,035, Mr. Parker received \$6,349 for the 1st, 2nd and 3rd quarters for the Nominating and Governance Committee and \$10,220 for his service during the 2nd, 3rd and 4th quarters on the Finance Committee. For his service on the board during the 1st quarter, Mr. Temple received \$20,000 for his annual retainer and \$3,750 for his service on the Audit Committee. In addition to the annual retainer, Mr. Zinterhofer received \$13,407 for his service on the Compensation and Benefits Committee.

(2) Amounts attributed to the annual restricted stock grant for all directors vesting one year after the date of grant, with a fair value on the date of grant (April 26, 2011) of approximately \$90,000 pro-rated for service prior to April 26, 2011. The grant date fair value amount was calculated in accordance with accounting guidance related to share-based payment transactions with employees (FASB Topic 718). For more information on FASB Topic 718, see *Impact of Tax and Accounting* under Compensation Discussion and Analysis. All restricted stock granted to the directors during 2011 valued above will vest on April 26, 2012.

(3) Messrs. McGrath and Temple resigned as directors in January 2011 and Messrs. Lee and Parker were elected to fill those vacancies.

Indemnification

Our Bylaws provide that all directors are entitled to indemnification to the maximum extent permitted by law from and against any claims, damages, liabilities, losses, costs or expenses incurred in connection with or arising out of the performance by them of their duties for us or our subsidiaries.

Executive Officers

CEO Transition. On October 11, 2011, Charter announced that Michael J. Lovett, the Company's former President and Chief Executive Officer, would be resigning from his positions at the Company following a transition period. On that date, Charter and Mr. Lovett also entered into a Transition Agreement (the *Lovett Transition Agreement*); pursuant to which Mr. Lovett agreed to continue to serve as President and Chief Executive Officer and a director of the Company during a transition period. For further information on the Lovett Transition Agreement, see *Separation and Related Arrangements* below. On December 19, 2011, Charter announced that Thomas M. Rutledge had been appointed President and Chief Executive Officer of Charter effective February 13, 2012 and would also become a member of the Board of Directors of Charter at that time.

Our executive officers as of the date hereof, listed below, are elected by the board of directors annually, and each serves until his or her successor is elected and qualified or until his or her earlier resignation or removal.

Executive Officers	Position
Thomas M. Rutledge	President, Chief Executive Officer and Director
Christopher L. Winfrey	Executive Vice President and Chief Financial Officer
Donald F. Detampel	Executive Vice President, Technology and President, Commercial Services
Robert E. Quicksilver	Executive Vice President, Chief Administrative Officer
Steven E. Apodaca	President, Operations
James M. Heneghan	President, Charter Media
Richard R. Dykhouse	Senior Vice President, General Counsel and Corporate Secretary
Kevin D. Howard	Senior Vice President Finance, Controller and Chief Accounting Officer

Information regarding our executive officers, other than Mr. Rutledge who serves as a director, is set forth below.

Christopher L. Winfrey, 36, *Executive Vice President and Chief Financial Officer*. Mr. Winfrey joined Charter as Executive Vice President and Chief Financial Officer on November 1, 2010. Prior to joining Charter, Mr. Winfrey served as Chief Financial Officer and Managing Director of Unitymedia GmbH from March 2006 through October 2010. Mr. Winfrey was also appointed Managing Director of Unitymedia Management GmbH, Unitymedia Hessen Verwaltung GmbH and Unitymedia NRW GmbH in March 2006 and arena Sport Rechte und Marketing GmbH in April 2008. From December 2002 through December 2005, Mr. Winfrey served as Senior Vice President – Corporate Finance and Development at Cablecom GmbH. Mr. Winfrey was previously Director of Financial Planning and Analysis of NTL’s continental European operations and a Senior Associate in the private equity group at Communications Equity Associates. Mr. Winfrey graduated from the University of Florida, with a B.S. degree in Accounting. He also received his MBA from the University of Florida.

Donald F. Detampel, 56, *Executive Vice President, Technology and President, Commercial Services*. Mr. Detampel joined Charter as Executive Vice President and President, Commercial Services in October 2010 and was appointed Executive Vice President, Technology and President, Commercial Services in April 2011. Prior to joining Charter, Mr. Detampel served as Senior Vice President, Business Services at Comcast Corporation from March 2010 through August 2010. Prior to that, Mr. Detampel served as an Executive Chairman and director of New Global Telecom, Inc. from May 2008 through February 2010. Mr. Detampel served as President and Chief Executive Officer and board director of Raindance Communications, Inc., a publicly traded multimedia conferencing company, from February 2004 through April 2006. Mr. Detampel currently serves on the boards of directors of Alpine Access, Inc. and Peer 1 Networks, Inc. and also on the advisory board of Advanced Data Centers, Inc. Mr. Detampel received B.S. degrees, magna cum laude, in mathematics and physics, from St. Norbert College.

Robert E. Quicksilver, 57, *Executive Vice President and Chief Administrative Officer*. Mr. Quicksilver joined Charter as Executive Vice President and Chief Administrative Officer on September 6, 2011. Prior to joining Charter, Mr. Quicksilver was a partner with the law firm, Patton Boggs, LLP in Washington, D.C., from November 2010 through September 2011. Prior to that, Mr. Quicksilver was an independent consultant for the internet industry from February 2010 through October 2010. From July 2007 through January 2010, Mr. Quicksilver served as chief content officer of TidalTV, an online video aggregation and advertising optimization platform. Prior to that, Mr. Quicksilver served as an independent consultant to internet companies, including Yahoo! Media Group, from November 2005 to June 2007. From August 1999 to August 2005, Mr. Quicksilver served as President, Network Distribution at FOX Broadcasting Company. Mr. Quicksilver received a B.A. degree, summa cum laude from Dartmouth College and a J.D. degree, magna cum laude, from the University of Michigan Law School.

Steven E. Apodaca, 45, *President, Operations*. Mr. Apodaca was promoted to his current position in June 2010. Prior to that, he served as Senior Vice President – President, West Operations from December 2008 through June, 2010, Vice President of Operations Support from September 2005 to December 2008, Interim President of the former West Division from Feb 2007 to May 2007 and Interim Senior Vice President – Operations for the former Great Lakes Division from April 2005 to September 2005. Mr. Apodaca joined Charter as Vice President of Marketing for the former Great Lakes Division in 2003. Mr. Apodaca received a B.S. degree in marketing from the University of Northern Colorado and an M.B.A from Colorado State University.

James M. Heneghan, 53, *President, Charter Media*. Mr. Heneghan was promoted to his current position in July 2010. Prior to his promotion, he served as Senior Vice President of Advertising Sales, Senior Vice President of Marketing and Advertising Sales, Vice President of Charter Media and Vice President of Advertising Sales of the Western Operating Division during his tenure at Charter which began in March 2001. Before joining Charter, Mr. Heneghan was Corporate Director of Advertising Sales for Cable One. Prior to Cable One, he served six years in several capacities with Cable One’s parent company, The Washington Post, in

newspaper advertising sales. He also worked with the DDB Needham and J. Walter Thompson advertising agencies. Mr. Heneghan earned a Bachelor's degree in Economics and Political Science from Bucknell University in Lewisburg, Pennsylvania.

Richard R. Dykhouse, 48, *Senior Vice President, General Counsel and Corporate Secretary*. Mr. Dykhouse was promoted to his current position on January 4, 2011 having previously been a Vice President of Charter since 2006 serving most recently as Vice President, Associate General Counsel and Corporate Secretary. Prior to joining Charter, Mr. Dykhouse was Senior Counsel and Assistant Secretary for CNH Global, N.V. from 2004 to 2006 and was an attorney for Conseco, Inc. from 1994 to 2003 serving in the corporate law group with his last position as a Senior Vice President, Legal. Mr. Dykhouse received a bachelor's degree in finance from Olivet Nazarene University, an M.B.A. from Indiana University and a J.D. degree from Indiana University School of Law - Indianapolis.

Kevin D. Howard, 42, *Senior Vice President - Finance, Controller and Chief Accounting Officer*. Mr. Howard was promoted to his position as Senior Vice President - Finance, Controller and Chief Accounting Officer in December 2009. From August 1, 2010 through October 31, 2010, Mr. Howard served as Interim Chief Financial Officer. From April 2006 to December 2009, Mr. Howard served as Vice President, Controller and Chief Accounting Officer. Prior to that, he served as Vice President of Finance from April 2003 until April 2006 and as Director of Financial Reporting since joining Charter in April 2002. Mr. Howard began his career at Arthur Andersen LLP in 1993 where he held a number of positions in the audit division prior to leaving in April 2002. Mr. Howard served as an executive officer of Charter during the pendency of its Chapter 11 cases in 2009. Mr. Howard received a bachelor's degree in finance and economics from the University of Missouri - Columbia and is a certified public accountant and certified managerial accountant.

Executive Compensation

Compensation Committee Interlocks and Insider Participation

During 2011, no member of Charter's Compensation and Benefits Committee was an officer or employee of Charter or any of its subsidiaries during 2011. Mr. Zinterhofer served as the non-executive Chairman of the Board in 2011.

During 2011, (1) none of Charter's executive officers served on the compensation committee of any other company that has an executive officer currently serving on Charter's board of directors or Compensation and Benefits Committee and (2) none of Charter's executive officers served as a director of another entity, one of whose executive officers served on the Compensation and Benefits Committee.

Report of the Compensation and Benefits Committee

The following report does not constitute soliciting materials and is not considered filed or incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, unless we specifically state otherwise.

The Compensation and Benefits Committee has reviewed and discussed with management the Compensation Discussion and Analysis (CD&A) set forth below including the accompanying tables and recommended to the board of directors that it be included in this proxy statement.

W. LANCE CONN, Chairman

ROBERT COHN

ERIC ZINTERHOFER

Compensation Discussion and Analysis

The following discussion and analysis of compensation arrangements of our Named Executive Officers (including our Chief Executive Officer, Chief Financial Officer, and other executive officers appearing in the Summary Compensation Table) should be read together with the compensation tables and related disclosures set forth elsewhere in this proxy statement.

Role of the Compensation and Benefits Committee

The Compensation and Benefits Committee of our board of directors is responsible for overseeing our overall compensation structure, policies and programs and assessing whether our compensation structure results in appropriate compensation levels and incentives for executive management and employees.

Our CEO annually reviews the performance of each of the other Named Executive Officers. He recommends to the Compensation and Benefits Committee salary adjustments, annual cash bonuses and equity incentive compensation applying specific performance metrics that have been approved by the Compensation and Benefits Committee at the beginning of each year for the other Named Executive Officers. The Compensation and Benefits Committee has, on occasion, requested the CEO to be present at Compensation and Benefits Committee meetings where executive compensation and Charter and individual performance are discussed and evaluated. The CEO is invited for the purpose of providing insight or suggestions regarding executive performance objectives and/or achievements, and the overall competitiveness and effectiveness of our executive compensation program. Although the Compensation and Benefits Committee considers the CEO's recommendations along with analysis provided by the Compensation and Benefits Committee's compensation consultants, it retains full discretion to set all compensation for our Named Executive Officers, except that the Compensation and Benefits Committee's recommendations for the CEO's compensation goes before Charter's full board of directors, with non-employee directors voting on the approval of any recommendations, subject to any employment agreements.