CHARTER COMMUNICATIONS, INC. /MO/ Form SC 13G/A February 12, 2014

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

SCHEDULE 13G

(Amendment No. 3)*

Under the Securities Exchange Act of 1934

CHARTER COMMUNICATIONS, INC.

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

16117M305

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x Rule 13d-1(d)

The information required in 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 ("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).

^{*}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 the disclosures provided in a prior cover page.

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). AP Charter Holdings (Sub II), LLC		
2	Check the Appropriate Box if (a) (b)	a Member of a Group (See l o x	instructions)
3	SEC Use Only		
4	Citizenship or Place of Organization Delaware		
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 shares of Class A common stock
Each Reporting Person With:	7		Sole Dispositive Power
reison with.	8		Shared Dispositive Power 0 shares of Class A common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares of Class A common stock		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11	Percent of Class Represented by Amount in Row (9) 0.0%		
12	Type of Reporting Person (See OO	e Instructions)	
		2	

CUSIP No. 16117M305

Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Red Bird, L.P.		
Citizenship or Place of Organization Cayman Islands		
Power		
ng Power Class A common stock		
tive Power		
ositive Power Class A common stock		
Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
Percent of Class Represented by Amount in Row (9) 0.0%		
t		

3

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Blue Bird, L.P.		
2	Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	nstructions)
3	SEC Use Only		
4	Citizenship or Place of Organization Cayman Islands		
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 shares of Class A common stock
Each Reporting Person With:	7		Sole Dispositive Power
2 013011 (1 11111	8		Shared Dispositive Power 0 shares of Class A common stock
9	Aggregate Amount Beneficially 0 shares of Class A common st		g Person
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11	Percent of Class Represented by Amount in Row (9) 0.0%		
12	Type of Reporting Person (See Instructions) PN		

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Green Bird, L.P.		
2	Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	instructions)
3	SEC Use Only		
4	Citizenship or Place of Organization Cayman Islands		
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 shares of Class A common stock
Each Reporting Person With:	7		Sole Dispositive Power
	8		Shared Dispositive Power 0 shares of Class A common stock
9	Aggregate Amount Beneficiall 0 shares of Class A common st		g Person
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11	Percent of Class Represented by Amount in Row (9) 0.0%		
12	Type of Reporting Person (See PN	e Instructions)	

CUSIP No. 16117M305

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). AP Charter Holdings (Sub II MM), LLC		
2	Check the Appropriate Box if a (a) (b)	a Member of a Group (See l o x	instructions)
3	SEC Use Only		
4	Citizenship or Place of Organization Delaware		
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 shares of Class A common stock
Each Reporting Person With:	7		Sole Dispositive Power
reison with	8		Shared Dispositive Power 0 shares of Class A common stock
9	Aggregate Amount Beneficiall 0 shares of Class A common st		g Person
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11	Percent of Class Represented by Amount in Row (9) 0.0%		
12	Type of Reporting Person (See OO	Instructions)	

6

CUSIP No. 16117M305

Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). AP Charter Holdings, L.P.		
Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	instructions)
SEC Use Only		
Citizenship or Place of Organization Delaware		
17		Sole Voting Power
18		Shared Voting Power 0 shares of Class A common stock
19		Sole Dispositive Power
20		Shared Dispositive Power 0 shares of Class A common stock
Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares of Class A common stock		
Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
Percent of Class Represented by Amount in Row (9) 0.0%		
Type of Reporting Person (See PN	Instructions)	
	I.R.S. Identification Nos. of Al AP Charter Holdings, L.P. Check the Appropriate Box if a (a) (b) SEC Use Only Citizenship or Place of Organiz Delaware 17 18 19 20 Aggregate Amount Beneficiall 0 shares of Class A common st Check Box if the Aggregate AP Percent of Class Represented b 0.0% Type of Reporting Person (See	I.R.S. Identification Nos. of Above Persons (Entities Only AP Charter Holdings, L.P. Check the Appropriate Box if a Member of a Group (See I (a) o (b) x SEC Use Only Citizenship or Place of Organization Delaware 17 18 19 20 Aggregate Amount Beneficially Owned by Each Reporting 0 shares of Class A common stock Check Box if the Aggregate Amount in Row (9) Excludes Percent of Class Represented by Amount in Row (9) 0.0% Type of Reporting Person (See Instructions)

7

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Advisors VI, L.P.		
2	Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	nstructions)
3	SEC Use Only		
4	Citizenship or Place of Organization Delaware		
	5		Sole Voting Power
Number of Shares Beneficially	6		Shared Voting Power 0 shares of Class A common stock
Owned by Each Reporting Person With:	7		Sole Dispositive Power
	8		Shared Dispositive Power 0 shares of Class A common stock
9	Aggregate Amount Beneficially 0 shares of Class A common ste		g Person
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11	Percent of Class Represented by Amount in Row (9) 0.0%		
12	Type of Reporting Person (See Instructions) PN		

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Capital Management VI, LLC		
2	Check the Appropriate Box if a (a) (b)	Member of a Group (See Instructions) o x	
3	SEC Use Only		
4	Citizenship or Place of Organiza Delaware	tion	
	5	Sole Voting Power	
Number of Shares Beneficially Owned by	6	Shared Voting Power 0 shares of Class A common stock	
Each Reporting Person With:	7	Sole Dispositive Power	
	8	Shared Dispositive Power 0 shares of Class A common stock	
9	Aggregate Amount Beneficially 0 shares of Class A common sto	Owned by Each Reporting Person	
10	Check Box if the Aggregat		