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CHARTER COMMUNICATIONS, INC. /MO/

Form 425

May 26, 2015

**Filed pursuant to Rule 425 under the Securities Act of 1933**

**and deemed filed pursuant to Rule 14a-12 of the Securities Exchange Act of 1934**

**Filer: Bright House Networks, LLC**

**Subject Company: Charter Communications, Inc.**

**Exchange Act File No.: 001-33664**

**May 26, 2015**

Dear Fellow Employee,

We are pleased to inform you that Bright House Networks will be combining its operations with our longtime partner Time Warner Cable, as well as with Charter Communications.

Since the announcement that Comcast would not be moving forward with their acquisition of Time Warner Cable, we have been working to find the best path forward for our company. Our relationship with Time Warner Cable is very important to Bright House as it helps to provide access to technology and products which are essential in the competitive marketplace which you all work in every day.

The combination of Time Warner Cable, Charter Communications and Bright House Networks will be the basis for an even stronger company than our previously-announced transaction. The markets Bright House serves and our employees will be an important part of this new company. The new company will serve almost 24 million residential and business customers with assets in many of the country's top markets and will be the second largest cable operator in the US! As such, we will be in a strong position to deliver competitive services, invest in advanced technology, and develop innovative products that will compete with both global and national brands.

Tom Rutledge will be the CEO of the new company. We are proud to tell you Tom recognizes the focus Bright House places on customer care and he told us he intends for this focus to become a pillar of the culture of the new company. This is certainly good news for the employees of Bright House, our local franchises and our customers, and also good news for the employees and customers of Time Warner Cable and Charter. Our employees will play an important part in developing that new culture for the larger company as we move forward. We are so proud of you and all you have done to continue to focus on the care and service of our customers.

Advance/Newhouse will have representation on the Board of Directors and be a significant shareholder in the new company, thus giving us a voice in shaping the company's future.

As with the previous transaction, our transaction is subject to and contingent upon certain government approval and other conditions. We will keep you informed as this process moves forward.

Thank you for all that you do.

With appreciation,

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Steve Miron, CEO and Nomi Bergman, President

## **Important Information For Investors And Shareholders**

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. In connection with the transactions referred to in this material, Charter Communications, Inc. ( Charter ), expects to file a registration statement on Form S-4 with the Securities and Exchange Commission ( SEC ) containing a preliminary joint proxy statement of Charter and Time Warner Cable, Inc. ( Time Warner Cable ) that also constitutes a preliminary prospectus of Charter. After the registration statement is declared effective Charter and Time Warner Cable will mail a definitive proxy statement/prospectus to stockholders of Charter and stockholders of Time Warner Cable. This material is not a substitute for the joint proxy statement/prospectus or registration statement or for any other document that Charter or Time Warner Cable may file with the SEC and send to Charter's and/or Time Warner Cable's stockholders in connection with the proposed transactions. INVESTORS AND SECURITY HOLDERS OF CHARTER AND TIME WARNER CABLE ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders will be able to obtain free copies of the proxy statement/prospectus (when available) and other documents filed with the SEC by Charter or Time Warner Cable through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by Charter will be available free of charge on Charter's website at [charter.com](http://charter.com), in the Investor and News Center near the bottom of the page, or by contacting Charter's Investor Relations Department at 203-905-7955. Copies of the documents filed with the SEC by Time Warner Cable will be available free of charge on Time Warner Cable's website at <http://ir.timewarnercable.com> or by contacting Time Warner Cable's Investor Relations Department at 877-446-3689.

Charter, Time Warner Cable, Bright House Networks LLC ( Bright House ) and their respective directors and certain of their respective executive officers may be considered participants in the solicitation of proxies with respect to the proposed transactions under the rules of the SEC. Information about the directors and executive officers of Charter is set forth in its Annual Report on Form 10-K for the year ended December 31, 2014, which was filed with the SEC on February 24, 2015, and its proxy statement for its 2015 annual meeting of stockholders, which was filed with the SEC on March 18, 2015. Information about the directors and executive officers of Time Warner Cable is set forth in its Annual Report on Form 10-K for the year ended December 31, 2014, which was filed with the SEC on February 13, 2015, as amended April 27, 2015 and its proxy statement for its 2015 annual meeting of stockholders, which was filed with the SEC on May 18, 2015. These documents can be obtained free of charge from the sources indicated above. Information about the directors and executive officers of Bright House will be contained in the proxy statement/prospectus regarding the proposed transactions when it becomes available.

Additional information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will also be included in any proxy statement and other relevant materials to be filed with the SEC when they become available. Investors should read the proxy statement/prospectus carefully when it becomes available before making any voting or investment decisions.

## **Cautionary Statement Regarding Forward-Looking Statements**

Certain statements in this communication regarding the proposed transaction between Charter and Time Warner Cable and the proposed transaction between Bright House and Charter, including any statements regarding the expected timetable for completing the transactions, benefits and synergies of the transactions, future opportunities for the respective companies and products, and any other statements regarding Charter's, Time Warner Cable's and Bright House's future expectations, beliefs, plans, objectives, financial conditions, assumptions or future events or performance that are not historical facts are forward-looking statements made within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements are often, but not always, made through the use of words or phrases such as believe, expect, anticipate, should, planned, will, may, intend, estimated, aim, on track, target, opportunity, tentative, po

create, predict, project, seek, would, could , potential, continue, ongoing, upside, increases, and expressions. All such forward-looking statements involve estimates and assumptions that are subject to risks, uncertainties and other factors that could cause actual results to differ materially from the results expressed in the statements. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking statements are the following: the timing to consummate the proposed transactions; the risk that a condition to closing the proposed transactions may not be satisfied; the risk that a regulatory approval that may be required for the proposed transactions is not obtained or is obtained subject to conditions that are not anticipated; Charter's ability to achieve the synergies and value creation contemplated by the proposed transactions; Charter's ability to promptly, efficiently and effectively integrate acquired operations into its own operations; and the diversion of management time on transaction-related issues. Additional information concerning these and other factors can be found in Charter's and Time Warner Cable's respective filings with the SEC, including Charter's and Time Warner Cable's most recent Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Charter and Time Warner Cable assume no obligation to update any forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.