



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 24, 2005**

**MEDIACOM LLC  
MEDIACOM CAPITAL CORPORATION**

(Exact name of Registrants as specified in their charters)

**New York  
New York**  
(State of incorporation)

**333-57285-01  
333-57285**  
(Commission File Nos.)

**06-1433421  
06-1513997**  
(IRS Employer Identification Nos.)

**100 Crystal Run Road  
Middletown, New York 10941**  
(Address of principal executive offices)

Registrants' telephone number: **(845) 695-2600**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## **TABLE OF CONTENTS**

[Item 8.01 Other Events](#)

[Item 9.01. Financial Statements and Exhibits.](#)

[SIGNATURES](#)

[EX-12: SCHEDULE OF RATIO OF EARNINGS TO FIXED CHARGES](#)

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[Table of Contents](#)

**Item 8.01 Other Events**

The table below sets forth the ratio of earnings to fixed charges for each of the years ended December 31, 2000 through 2004, which is derived from the audited consolidated financial statements of Mediacom LLC.

	<u>Year Ended December 31,</u>				
	<u>2004</u>	<u>2003</u>	<u>2002</u>	<u>2001</u>	<u>2000</u>
Ratio of earnings to fixed charges	1.08	— (a)	— (b)	— (c)	— (d)

(a) The dollar amount of the deficiency of earnings over fixed charges was \$44 million for the year ended December 31, 2003.

(b) The dollar amount of the deficiency of earnings over fixed charges was \$107 million for the year ended December 31, 2002.

(c) The dollar amount of the deficiency of earnings over fixed charges was \$128 million for the year ended December 31, 2001.

(d) The dollar amount of the deficiency of earnings over fixed charges was \$154 million for the year ended December 31, 2000.

**Item 9.01. Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired — None

(b) Pro Forma Financial Information — None

(c) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
12	Schedule of Ratio of Earnings to Fixed Charges

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, each Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 24, 2005

**Mediacom LLC**

By: /s/ Mark E. Stephan \_\_\_\_\_

**Mark E. Stephan**  
Executive Vice President,  
Chief Financial Officer  
and Treasurer

Dated: May 24, 2005

**Mediacom Capital Corporation**

By: /s/ Mark E. Stephan \_\_\_\_\_

**Mark E. Stephan**  
Treasurer and Secretary

**Mediacom LLC**  
**Schedule of Ratio of Earnings to Fixed Charges**  
**For the Year Ended**

	<u>12/31/2004</u>	<u>12/31/2003</u>	<u>12/31/2002</u>	<u>12/31/2001</u>	<u>12/31/2000</u>
	(in thousands, except ratio amounts)				
<b>Earnings:</b>					
Net income (loss) before income taxes	\$ 8,976	\$ (42,490)	\$ (105,107)	\$ (125,682)	\$ (149,224)
Interest expense, net	97,790	98,596	102,458	93,823	68,973
Amortization of capitalized interest	1,356	1,580	497	1,365	702
Amortization of debt issuance costs	5,642	3,320	3,754	3,984	2,992
Interest component of rent expense <sup>(a)</sup>	2,623	2,342	2,136	1,850	1,720
<b>Earnings available for fixed charges</b>	<u>\$ 116,387</u>	<u>\$ 63,348</u>	<u>\$ 3,738</u>	<u>\$ (24,660)</u>	<u>\$ (74,837)</u>
<b>Fixed Charges:</b>					
Interest expense, net	97,790	98,596	102,458	93,823	68,973
Capitalized interest	1,545	3,532	2,723	3,912	5,317
Amortization of debt issuance costs	5,642	3,320	3,754	3,984	2,992
Interest component of rent expense <sup>(a)</sup>	2,623	2,342	2,136	1,850	1,720
<b>Total fixed charges</b>	<u>\$ 107,600</u>	<u>\$ 107,790</u>	<u>\$ 111,071</u>	<u>\$ 103,569</u>	<u>\$ 79,002</u>
<b>Ratio of earnings to fixed charges</b>	<u>1.08</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
<b>Deficiency of earnings over fixed charges</b>	<u>\$ —</u>	<u>\$ (44,442)</u>	<u>\$ (107,333)</u>	<u>\$ (128,229)</u>	<u>\$ (153,839)</u>

(a) One-third of rent expense is the portion deemed representative of the interest factor.