SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2001

Commission File Number: 0-29227

Mediacom Communications Corporation
(Exact name of Registrant as specified in its charter)

Delaware	06-1566067
(State of incorporation)	(I.R.S. Employer Identification Number)

100 Crystal Run Road
Middletown, NY 10941
(Address of principal executive offices)

(845) 695-2600
(Registrant's telephone number)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

Yes X No

As of July 31, 2001, there were 90,538,955 shares of Class A common stock and 29,342,990 shares of Class B common stock outstanding.

MEDIACOM COMMUNICATIONS CORPORATION AND SUBSIDIARIES

FORM 10-Q
FOR THE PERIOD ENDED JUNE 30, 2001

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You should carefully review the information contained in this Quarterly Report and in other reports or documents that we file from time to time with the Securities and Exchange Commission (the "SEC"). In this Quarterly Report, we state our beliefs of future events and of our future financial performance. In some cases, you can identify those so-called "forward-looking statements" by words such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of those words and other comparable words. You should be aware that those statements are only our predictions. Actual events or results may differ materially. In evaluating those statements, you should specifically consider various factors, including the risks discussed in our Annual Report on Form 10-K for the year-ended December 31, 2000 and other reports that we file from time to time with the SEC. Those factors may cause our actual results to differ materially from any of our forward-looking statements. All forward-looking statements attributable to us or a person acting on our behalf are expressly qualified in their entirety by this cautionary statement.

PART I

ITEM 1. FINANCIAL STATEMENTS

MEDIACOM COMMUNICATIONS CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(All dollar amounts in 000's)

	June 30, 2001	December 31, 2000
ASSETS	(Unaudited)	
Cash and cash equivalents	$ 8,161	$ 4,152
Restricted cash	418,667	-
Marketable securities	264,924	-
Subscriber accounts receivable, net of allowance for doubtful accounts of $935 and $932, respectively	12,672	13,500
Prepaid expenses and other assets	8,742	4,255
Investments	6,168	3,985
Investment in cable television systems:		
Inventory	19,889	14,131
Property, plant and equipment, at cost	1,019,785	841,549
Less - accumulated depreciation	(269,776)	(204,617)
Property, plant and equipment, net	750,009	636,932
Intangible assets, net of accumulated amortization of $161,628 and $125,181, respectively	874,414	686,009
Total investment in cable television systems	1,644,312	1,337,072
Other assets, net of accumulated amortization of $7,876 and $5,749, respectively	44,431	17,008
Total assets	$2,408,077	$1,379,972
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Debt	$1,635,500	$ 987,000
Accounts payable and accrued expenses	89,334	81,140
Subscriber advances	2,494	3,886
Deferred revenue	10,145	40,510
Other liabilities	10,710	5,815
Total liabilities	$1,748,183	$1,118,351
STOCKHOLDERS' EQUITY		
Class A common stock, $.01 par value; 300,000,000 shares authorized; 90,521,623 and 60,601,001 shares issued and outstanding, respectively	906	606
Class B common stock, $.01 par value; 100,000,000 shares authorized; 29,342,990 shares issued and outstanding	293	293
Additional paid in capital	973,584	538,642
Accumulated comprehensive loss	(88)	(414)
Accumulated deficit	(314,801)	(277,506)
Total stockholders' equity	659,894	261,621
Total liabilities and stockholders' equity	$2,408,077	$1,379,972

The accompanying notes to consolidated financial statements are an integral part of these statements.

MEDIACOM COMMUNICATIONS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE LOSS
(All amounts in 000's, except per share data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2001	2000	2001	2000
Revenues	$ 93,067	$ 82,595	$183,401	$160,035
Costs and expenses:				
Service costs	32,573	28,232	64,050	54,867
Selling, general and administrative expenses	14,834	13,893	30,004	27,282
Corporate expenses	1,950	1,511	3,467	2,931
Depreciation and amortization	53,123	43,470	104,080	84,151
Non-cash stock charges relating to corporate expenses	688	914	1,883	26,986
Operating loss	(10,101)	(5,425)	(20,083)	(36,182)
Interest expense, net	22,426	16,157	43,159	34,580
Other expenses (income)	129	414	(27,714)	871
Net loss before income taxes	(32,656)	(21,996)	(35,528)	(71,633)
Provision (benefit) for income taxes	62	(3,288)	125	1,301
Net loss before cumulative change in accounting principle	(32,718)	(18,708)	(35,653)	(72,934)
Cumulative effect of change in accounting principle	-	-	1,642	-
Net loss	$(32,718)	$(18,708)	$(37,295)	$(72,934)
Unrealized gain (loss) on investments	1,012	(12,208)	326	(10,691)
Comprehensive loss	$(31,706)	$(30,916)	$(36,969)	$(83,625)
Basic and diluted loss per share:				
Before cumulative effect of accounting change	$(0.35)	$(0.21)	$(0.39)	$(0.94)
Cumulative effect of accounting change	-	-	(0.02)	-
	$(0.35)	$(0.21)	$(0.41)	$(0.94)
Weighted average common shares outstanding	92,921	89,974	91,447	77,599

The accompanying notes to consolidated financial statements are an integral part of these statements.

MEDIACOM COMMUNICATIONS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
(All dollar amounts in 000's)
(Unaudited)

	Six Months Ended June 30, 2001	Six Months Ended June 30, 2000
CASH FLOWS PROVIDED BY OPERATING ACTIVITIES:		
Net loss	$ (37,295)	$ (72,934)
Adjustments to reconcile net loss to net cash flows from operating activities:		
Depreciation and amortization	104,080	84,151
Provision for deferred income taxes	-	1,263
Change in fair value of swaps	3,039	-
Vesting of management stock	1,883	2,514
Other non-cash stock charges relating to corporate expenses	-	24,474
Elimination and amortization of deferred SoftNet revenue	(30,244)	(947)
Changes in assets and liabilities, net of effects from acquisitions:		
Subscriber accounts receivable	828	1,989
Prepaid expenses and other assets	(4,487)	77
Accounts payable and accrued expenses	16,389	3,296
Subscriber advances	(1,392)	(1,043)
Deferred revenue	(121)	342
Net cash flows provided by operating activities	52,680	43,182
CASH FLOWS USED IN INVESTING ACTIVITIES:		
Capital expenditures	(108,497)	(82,100)
Cash deposited in escrow	(418,667)	-
Investments in marketable securities	(264,924)	-
Acquisitions of cable television systems	(308,116)	(31,646)
Other, net	(936)	(1,319)
Net cash flows used in investing activities	(1,101,140)	(115,065)
CASH FLOWS PROVIDED BY FINANCING ACTIVITIES:		
New borrowings	1,119,500	139,000
Repayment of debt	(471,000)	(422,000)
Net proceeds from sale of Class A common stock	433,019	354,293
Proceeds from employees exercising stock options	51	-
Issuance of common stock in employee stock purchase plan	289	-
Repurchase of Class A common stock	-	(658)
Financing costs	(29,390)	(194)
Net cash flows provided by financing activities	1,052,469	70,441
Net increase (decrease) in cash and cash equivalents	4,009	(1,442)
CASH AND CASH EQUIVALENTS, beginning of period	4,152	4,473
CASH AND CASH EQUIVALENTS, end of period	$ 8,161	$ 3,031
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for interest	$ 30,500	$ 42,079

The accompanying notes to consolidated financial statements
are an integral part of these statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(1) Organization

Mediacom Communications Corporation ("MCC," and collectively with its direct and indirect subsidiaries, the "Company") is involved in the acquisition and development of cable television systems serving principally non-metropolitan markets in the United States. Through these cable systems, the Company provides entertainment, information and telecommunications services to its subscribers. As of June 30, 2001, the Company had acquired and was operating cable systems in 22 states, principally Alabama, California, Florida, Illinois, Indiana, Iowa, Kentucky, Minnesota, Missouri and North Carolina.

MCC, a Delaware corporation organized in November 1999, completed an initial public offering on February 9, 2000. Prior to the initial public offering, MCC had no assets, liabilities, contingent liabilities or operations. Immediately prior to the completion of its initial public offering, MCC issued shares of its Class A and Class B common stock in exchange for all of the outstanding membership interests in Mediacom LLC, a New York limited liability company organized in July 1995. As a result of this exchange, Mediacom LLC became a wholly-owned subsidiary of MCC.

On February 26, 2001, the Company entered into four separate definitive asset purchase agreements with AT&T Broadband, LLC under which various affiliates of AT&T Broadband agreed to sell to the Company certain cable television systems in the states of Georgia, Illinois, Iowa and Missouri (the "AT&T systems"), subject to several closing conditions. See Notes 3 and 8.

Mediacom Broadband LLC ("Mediacom Broadband"), a wholly-owned subsidiary of MCC, was organized as a Delaware limited liability company in April 2001 for the purpose of acquiring the AT&T systems. Mediacom Broadband Corporation, a Delaware corporation wholly-owned by Mediacom Broadband, was organized in May 2001 for the sole purpose of acting as co-issuer with Mediacom Broadband of $400.0 million aggregate principal amount of the 11% senior notes due July 15, 2013. Mediacom Broadband Corporation does not conduct operations of its own.

(2) Statement of Accounting Presentation and Other Information

Basis of Preparation of Consolidated Financial Statements

The consolidated financial statements presented for periods prior to the initial public offering of MCC are the consolidated financial statements of Mediacom LLC. Certain reclassifications have been made to the prior year's presentation and amounts to conform to the current year's presentation and amounts.

The consolidated financial statements as of June 30, 2001 and 2000 are unaudited. However, in the opinion of management, such statements include all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results for the periods presented. The accounting policies followed during such interim periods reported are in conformity with generally accepted accounting principles and are consistent with those applied during annual periods. For additional disclosures, including a summary of the Company's accounting policies, the interim financial statements should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2000 (File No. 0-29227). The results of operations for the interim periods are not necessarily indicative of the results that might be expected for future interim periods or for the full year ending December 31, 2001.

Recent Accounting Pronouncements

In June 1998, Statement of Financial Accounting Standards No. 133 ("SFAS 133"), "Accounting for Derivative Instruments and Hedging Activities," was issued effective January 1, 2001. This statement establishes the accounting and reporting standards for derivatives and hedging activity. Upon adoption of SFAS 133, all derivatives are required to be recognized in the statement of financial position as either assets or liabilities and measured at fair value. The Company recorded an after tax charge of approximately $1.6 million, as a change in accounting principle, in the first quarter of 2001.

In June 2001, Statement of Financial Accounting Standards No. 142 ("SFAS 142"), "Accounting for Goodwill and other Intangible Assets," was issued effective January 1, 2002. This statement establishes that goodwill is no longer subject to amortization over its useful life. The new rule also states that an acquired intangible asset must be separately recognized if it is obtained through contractual or other legal rights, or if the asset can be sold, licensed, transferred, exchanged or rented, regardless of the intent to do so. The Company has not yet determined the impact that SFAS 142 may have on its results of operations and the consolidated financial statements.

(3) Acquisitions

On June 29, 2001, the Company acquired cable systems serving approximately 94,000 basic subscribers in the state of Missouri from affiliates of AT&T Broadband, LLC, for a purchase price of approximately $308.8 million. The purchase price has been preliminarily allocated as follows: approximately $84.4 million to property, plant and equipment and approximately $224.4 million to intangible assets. Such allocations are subject to adjustments based upon the final appraisal information received by the Company. This acquisition was financed with a portion of the net proceeds from the Company's public offering of 29.9 million shares of Class A of common stock, which was completed on June 27, 2001. See Note 1.

During 2000, the Company completed nine acquisitions of cable systems serving approximately 53,000 basic subscribers for an aggregate purchase price of $109.2 million, including a $2.5 million deferred conditional payment to a seller. The cable systems serve communities in the states of Alabama, Illinois, Iowa, Kentucky, Minnesota and South Dakota. The aggregate purchase price has been allocated as follows: approximately $48.2 million to property, plant and equipment, and approximately $58.5 million to intangible assets. Additionally, approximately $2.7 million of direct acquisition costs have been allocated to property, plant and equipment and intangible assets. These acquisitions were financed with borrowings under the Company's subsidiary credit facilities.

These acquisitions were accounted for using the purchase method of accounting, and accordingly, the purchase price of each of these acquired systems have been allocated to the assets acquired and liabilities assumed at their estimated fair values at their respective dates of acquisition.

Unaudited Pro Forma Information

The Company has reported the operating results of the acquired systems from the dates of their respective acquisition. The unaudited pro forma operating results presented below give pro forma effect to the acquisitions of the acquired systems as if such transactions had been consummated on January 1, 2000. This financial information has been prepared for comparative purposes only and does not purport to be indicative of the operating results which actually would have resulted had the acquisitions of the acquired systems been consummated at the beginning of the period presented.

	Six Months Ended June 30, 2001	Six Months Ended June 30, 2000
	(dollars in thousands, except per share amounts)	
Revenues	$212,102	$195,105
Operating expenses and costs:		
Service costs	78,565	71,563
Selling, general and administrative expenses	32,461	31,412
Corporate expenses	5,198	3,775
Depreciation and amortization	117,406	102,659
Non-cash stock charges relating to corporate expenses	1,883	26,986
Operating loss	(23,411)	(41,290)
Net loss	$(49,255)	$(93,376)
Basic and diluted loss per share	$(0.54)	$(1.20)

(4) Loss Per Share

The Company calculates loss per share in accordance with Statement of Financial of Accounting Standards No. 128 ("SFAS 128"), "Earnings per Share." SFAS 128 computes basic loss per share by dividing the net loss by the weighted average number of shares of common stock outstanding during the period. Diluted loss per share is computed by dividing the net loss by the weighted average number of shares of common stock outstanding during the period plus the effects of any potentially dilutive securities. Since the Company has reported a net loss for the periods, the effects of the inclusion of stock options and convertible debt would be anti-dilutive and therefore, in accordance with SFAS 128, are not included in the computation of diluted loss per share.

The following table summarizes the Company's calculation of basic and diluted loss per share for the three and six months ended June 30, 2001 and 2000:

	Three Months Ended June 30, 2001	Three Months Ended June 30, 2000	Six Months Ended June 30, 2001	Six Months Ended June 30, 2000
	(in thousands, except per share amounts)			
Net loss	$(32,718)	$(18,708)	$(37,295)	$(72,934)
Basic and diluted loss per share:				
Before cumulative effect of accounting change	$ (0.35)	$ (0.21)	$ (0.39)	$ (0.94)
Cumulative effect of accounting change	-	-	(0.02)	-
	$ (0.35)	$ (0.21)	$ (0.41)	$ (0.94)
Weighted average common shares outstanding	92,921	89,974	91,447	77,599

For the six months ended June 30, 2000, the weighted average shares outstanding was based, in part, on the conversion ratio used to exchange the Mediacom LLC membership units for shares of MCC common stock upon MCC's initial public offering in February 2000.

(5) Debt

As of June 30, 2001 and December 31, 2000, debt consisted of:

	June 30, 2001	December 31, 2000
	(dollars in thousands)	
Bank credit facilities	$ 238,000	$662,000
8 1/2% senior notes	200,000	200,000
7 7/8% senior notes	125,000	125,000
9 1/2% senior notes(a)	500,000	-
11% senior notes(b)	400,000	-
5 1/4% convertible senior notes(c)	172,500	-
	$1,635,500	$987,000

Debt Issued in 2001

(a) On January 24, 2001, Mediacom LLC and its wholly-owned subsidiary, Mediacom Capital Corporation jointly issued $500.0 million aggregate principal amount of 9 1/2% senior notes due January 2013 (the "9 1/2% Senior Notes"). The 9 1/2% Senior Notes are unsecured obligations of Mediacom LLC, and the indenture for the 9 1/2% Senior Notes stipulates, among other things, restrictions on incurrence of indebtedness, distributions, mergers and asset sales and has cross-default provisions related to other debt of Mediacom LLC. Mediacom LLC was in compliance with the indenture governing the 9 1/2% Senior Notes as of June 30, 2001.

(b) On June 29, 2001, Mediacom Broadband and Mediacom Broadband Corporation jointly issued $400.0 million aggregate principal amount of 11% senior notes due July 2013 (the "11% Senior Notes"). The 11% Senior Notes are unsecured obligations of Mediacom Broadband, and the indenture for the 11% Senior Notes stipulates, among other things, restrictions on incurrence of indebtedness, distributions, mergers and asset sales and has cross-default provisions related to other debt of Mediacom Broadband. The 11% Senior Notes were also subject to a special mandatory redemption if all of the acquisitions of the AT&T systems had not been consummated on or prior to specified date, at a price equal to 101% of the principal amount thereof, together with accrued and unpaid interest to the date of redemption.

Mediacom Broadband placed the net proceeds of the offering of the 11% Senior Notes, along with the additional amount of cash necessary to fund the special mandatory redemption, including the accrued interest, in an escrow account, pending application of the escrow funds by Mediacom Broadband for the payment of (i) a portion of the purchase price for the acquisitions of the AT&T systems and related fees and expenses or (ii) in the event of a special mandatory redemption of the 11% Senior Notes, the redemption price in connection therewith. The escrow funds were required to be invested in cash or cash equivalents and are classified as restricted cash on the Company's consolidated balance sheets as of June 30, 2001. Pursuant to the escrow agreement, the escrow funds were released to Mediacom Broadband on July 18, 2001 and applied towards the purchase price for the acquisitions of the AT&T systems and to pay related fees and expenses, in connection with the completion of such acquisitions on the same date. See Notes 1, 3, and 8.

(c) On June 27, 2001, the Company issued $172.5 million aggregate principal amount of 5 1/4% convertible senior notes ("Convertible Senior Notes") due July 2006. The Convertible Senior Notes are convertible at any time at the option of the holder into the Company's Class A common stock at an initial conversion rate of 53.4171 shares per $1,000 principal amount of notes, which is equivalent to a price of $18.72 per share. The conversion rate is subject to adjustment.

The average interest rate on outstanding debt under the bank credit facilities was 7.0% and 8.3% for the three months ended June 30, 2001 and December 31, 2000, respectively, before giving effect to the interest rate swap agreements discussed below.

The Company uses interest rate swap agreements in order to fix the interest rate for the duration of the contract as a hedge against interest rate volatility. As of June 30, 2001, the Company had entered into interest rate exchange agreements (the "Swaps") with various banks pursuant to which the interest rate on $170.0 million is fixed at a weighted average swap rate of approximately 6.7%, plus the average applicable margin over the Eurodollar Rate option under the bank credit agreements. Under the terms of the Swaps, which expire from 2002 through 2004, the Company is exposed to credit loss in the event of nonperformance by the other parties to the Swaps. However, the Company does not anticipate nonperformance by the counterparties.

The stated maturities of all debt outstanding as of June 30, 2001 are as follows (dollars in thousands):

2002	$ 750
2003	2,000
2004	2,000
2005	2,000
2006	174,500
Thereafter	1,454,250
	$1,635,500

(6) SoftNet

As of December 31, 2000, deferred revenue resulting from the Company's receipt of shares of SoftNet Systems, Inc. common stock amounted to approximately $30.2 million, net of amortization taken. As of January 31, 2001, the Company formally terminated its relationship with SoftNet in all material respects. The Company recognized revenue of approximately $0.3 million and $0.9 million for the six months ended June 30, 2001 and 2000, respectively. As a result of the termination of the SoftNet relationship in the first quarter of 2001, the Company recognized the remaining deferred revenue of approximately $30.0 million as other income in the consolidated statements of operations.

(7) Stockholders' Equity

On June 27, 2001, the Company completed a public offering of 29.9 million shares of its Class A Common Stock at $15.22 per share. The net proceeds, after underwriting discounts and other expenses of approximately $22.1 million, were $433.0 million. Net proceeds from this offering were used to fund a portion of the purchase price for the acquisitions of the AT&T systems. See Notes 3 and 8.

(8) Subsequent Events

On July 18, 2001, Mediacom Broadband acquired cable systems serving approximately 706,000 basic subscribers in the states of Georgia, Illinois and Iowa from affiliates of AT&T Broadband, LLC, for an aggregate price of approximately $1.79 billion. See Notes 1 and 3.

On July 18, 2001, pursuant to the escrow agreement governing the 11% Senior Notes, the escrow funds comprising the net proceeds of the offering of such notes, along with the additional amounts representing the special mandatory redemption, were released to the Company. Such escrow funds were applied toward the purchase price for the acquisitions of the AT&T systems. See Note 5.

On July 18, 2001, the Company completed a $1.4 billion senior secured credit facility for the operating subsidiaries of Mediacom Broadband. Borrowings under this facility, in the amount of $855.0 million, were used to fund a portion of the purchase price for the acquisitions of the AT&T systems. See Notes 1 and 3.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Introduction

The Company does not believe the discussion and analysis of its historical financial condition and results of operations set forth below are indicative, nor should they be relied upon as an indicator, of its future performance because of certain significant past events. Those events include numerous acquisitions and several financing transactions.

Organization

Mediacom Communications Corporation ("MCC") was organized as a Delaware corporation in November 1999 and completed an initial public offering in February 2000. Immediately prior to the completion of its initial public offering, MCC issued shares of common stock in exchange for all of the outstanding membership interests in Mediacom LLC, a New York limited liability company. Mediacom LLC commenced operations in March 1996.

Until MCC's initial public offering in February 2000, Mediacom Management Corporation, a Delaware corporation, provided management services to the operating subsidiaries of Mediacom LLC and received annual management fees. Mediacom Management utilized these fees to compensate its employees as well as to fund its corporate overhead. Such management fees were 2% of the Company's annual gross revenues. The management agreements were terminated upon the date of MCC's initial public offering. At that time, Mediacom Management's employees became the Company's employees and its corporate overhead became the Company's corporate overhead. These expenses are reflected as corporate expenses in the consolidated statements of operations.

Acquisitions

The Company has significantly expanded its business through acquisitions. All acquisitions have been accounted for under the purchase method of accounting and, therefore, the Company's historical results of operations include the results of operations for each acquired system subsequent to its respective acquisition date.

AT&T Acquisitions

On February 26, 2001, the Company entered into four separate definitive asset purchase agreements with AT&T Broadband, LLC under which various affiliates of AT&T Broadband agreed to sell to the Company certain cable television systems in the states of Georgia, Illinois, Iowa and Missouri (the "AT&T systems"), subject to several closing conditions.

On June 29, 2001, the Company completed the acquisition of AT&T cable systems serving approximately 94,000 basic subscribers in the state of Missouri (the "Missouri systems"). The purchase price for the Missouri systems was approximately $309 million, after preliminary closing adjustments. This transaction comprises cable systems serving Columbia, Jefferson City and Springfield, Missouri.

On July 18, 2001, the Company completed the acquisitions of AT&T cable systems serving approximately 706,000 basic subscribers in the states of Georgia, Illinois and Iowa. The aggregate purchase price for these cable systems was approximately $1.79 billion, after preliminary closing adjustments. These transactions include cable systems serving the cities and surrounding communities of Albany, Columbus, Tifton and Valdosta, Georgia; Charleston, Carbondale, Effingham, Marion, Moline and Rock Island, Illinois; and Ames, Cedar Rapids, Clinton, Davenport, Des Moines, Dubuque, Fort Dodge, Iowa City, Mason City and Waterloo, Iowa.

2000 Acquisitions

In 2000, the Company completed nine acquisitions of cable systems serving a total of approximately 53,000 basic subscribers (the "2000 Acquisitions"). The table below sets forth information regarding the 2000 Acquisitions.

Predecessor Owner	Acquisition Date	Purchase Price (in millions)	Basic Subscribers as of Acquisition Date
Rapid Communications Partners, L.P.	April 2000	$ 8.0	6,000
MidAmerican Cable Systems, L.P.	April 2000	8.0	5,000
TriCable, Inc	May 2000	1.8	1,000
Spirit Lake Cable TV, Inc.	June 2000	10.8	5,000
South Kentucky Services Corporation	July 2000	2.1	1,000
Dowden Midwest Cable Partners, L.P.	August 2000	1.2	1,000
Illinet Communications of Central Illinois, LLC	October 2000	15.8	8,000
Satellite Cable Services, Inc.	October 2000	27.5	12,000
AT&T Broadband, LLC-Alabama	December 2000	34.0	14,000
		$109.2	53,000

General

EBITDA represents operating loss before depreciation and amortization and non-cash stock charges relating to corporate expenses. EBITDA:

- is not intended to be a performance measure that should be regarded as an alternative either to operating income or net income as an indicator of operating performance, or to the statement of cash flows as a measure of liquidity;

- is not intended to represent funds available for debt service, dividends, reinvestment or other discretionary uses; and

- should not be considered in isolation or as a substitute for measures of performance prepared in accordance with generally accepted accounting principles.

EBITDA is included herein because the Company's management believes that EBITDA is a meaningful measure of performance as it is commonly used by the cable television industry and by the investment community to analyze and compare cable television companies. The Company's definition of EBITDA may not be identical to similarly titled measures reported by other companies.

Actual Results of Operations

The following historical information includes the results of operations of the 2000 Acquisitions and the Missouri systems (together, the "Acquired Systems"), only for that portion of the respective period that such cable television systems were owned by the Company.

Three Months Ended June 30, 2001 Compared to Three Months Ended June 30, 2000

Revenues. Revenues increased 12.7% to $93.1 million for the three months ended June 30, 2001 as compared to $82.6 million for the three months ended June 30, 2000. Of the revenue increase of $10.5 million, approximately $5.1 million was attributable to the Acquired Systems. Excluding the Acquired Systems, revenues increased primarily due to basic rate increases associated with new programming introductions in the Company's core television services and to customer growth in the Company's recently launched digital cable and high-speed Internet access services.

Service costs. Service costs increased 15.4% to $32.6 million for the three months ended June 30, 2001 as compared to $28.2 million for the three months ended June 30, 2000. Of the service cost increase of $4.4 million, approximately $2.0 million was attributable to the Acquired Systems. Excluding the Acquired Systems, these costs increased primarily as a result of higher programming expenses, including rate increases by programmers and the costs of channel additions. As a percentage of revenues, service costs were 35.0% for the three months ended June 30, 2001, as compared with 34.2% for the three months ended June 30, 2000.

Selling, general and administrative expenses. Selling, general and administrative expenses increased 6.8% to $14.8 million for the three months ended June 30, 2001 as compared to $13.9 million for the three months ended June 30, 2000. Of the selling, general and administrative expense increase of $0.9 million, approximately $0.7 million was attributable to the Acquired Systems. Excluding the Acquired Systems, these costs increased primarily as a result of higher customer service employee expense. As a percentage of revenues, selling, general and administrative expenses were 15.9% for the three months ended June 30, 2001 as compared with 16.8% for the three months ended June 30, 2000.

Corporate expenses. Corporate expenses increased 29.1% to $2.0 million for the three months ended June 30, 2001 as compared to $1.5 million for the three months ended June 30, 2000. As a percentage of revenues, corporate expenses were 2.1% for the three months ended June 30, 2001 as compared with 1.8% for the three months ended June 30, 2000. The increase is primarily due to additional employee costs as a result of the anticipated AT&T acquisitions.

Depreciation and amortization. Depreciation and amortization increased 22.2% to $53.1 million for the three months ended June 30, 2001 as compared to $43.5 million for the three months ended June 30, 2000. This increase was due to the Company's purchase of the Acquired Systems and capital expenditures associated with the upgrade of the Company's cable systems.

Non-cash stock charges relating to corporate expenses. Non-cash stock charges relating to corporate expenses decreased 24.7% to $0.7 million for the three months ended June 30, 2001 as compared to $0.9 million for the three months ended June 30, 2000. This decrease is due to reduced vesting in equity interests granted to certain members of MCC's management team.

Interest expense, net. Interest expense, net, increased 38.8% to $22.4 million for the three months ended June 30, 2001 as compared to $16.2 million for the three months ended June 30, 2000. This increase was primarily due to a higher interest rate associated with the Company's 9 1/2% senior notes, which were issued in January 2001.

Other (income) expenses. Other expense was $0.1 million for the three months ended June 30, 2001 as compared to $0.4 million of other expense for the three months ended June 30, 2000. This change was principally due to the recording of the fair value of the Company's interest rate derivatives as a result of the adoption of SFAS 133.

Provision (benefit) for income taxes. Provision for income taxes was $0.1 million for the three months ended June 30, 2001 as compared to a $3.3 million benefit for the three months ended June 30, 2000. This provision reflects the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

Net loss. Due to the factors described above, the Company generated a net loss of $32.7 million for the three months ended June 30, 2001 as compared to a net loss of $18.7 million for the three months ended June 30, 2000.

EBITDA. EBITDA increased 12.2% to $43.7 million for the three months ended June 30, 2001 as compared to $39.0 million for the three months ended June 30, 2000. Of the EBITDA increase of $4.7 million, approximately $2.3 million was attributable to the Acquired Systems. Excluding the Acquired Systems, EBITDA increased primarily due to the increase in revenues described above, offset primarily by the increases in programming expenses and customer service employee expense described above. As a percentage of revenues, EBITDA was 47.0% for the three months ended June 30, 2001 as compared with 47.2% for the three months ended June 30, 2000.

Six Months Ended June 30, 2001 Compared to Six Months Ended June 30, 2000

Revenues. Revenues increased 14.6% to $183.4 million for the six months ended June 30, 2001 as compared to $160.0 million for the six months ended June 30, 2000. Of the revenue increase of $23.4 million, approximately $11.2 million was attributable to the Acquired Systems. Excluding the Acquired Systems, revenues increased primarily due to basic rate increases associated with new programming introductions in the Company's core television services and to customer growth in the Company's recently launched digital cable and high-speed Internet access services.

Service costs. Service costs increased 16.7% to $64.1 million for the six months ended June 30, 2001 as compared to $54.9 million for the six months ended June 30, 2000. Of the service cost increase of $9.2 million, approximately $4.5 million was attributable to the Acquired Systems. Excluding the Acquired Systems, these costs increased primarily as a result of higher programming expenses, including rate increases by programmers and the costs of channel additions. As a percentage of revenues, service costs were 34.9% for the six months ended June 30, 2001, as compared with 34.3% for the six months ended June 30, 2000.

Selling, general and administrative expenses. Selling, general and administrative expenses increased 10.0% to $30.0 million for the six months ended June 30, 2001 as compared to $27.3 million for the six months ended June 30, 2000. Of the selling, general and administrative expense increase of $2.7 million, approximately $1.8 million was attributable to the Acquired Systems. Excluding the Acquired Systems, these costs increased primarily as a result of higher customer service employee expense and marketing costs associated with the promotion of the Company's new product offerings. As a percentage of revenues, selling, general and administrative expenses were 16.4% for the six months ended June 30, 2001 as compared with 17.0% for the six months ended June 30, 2000.

Corporate expenses. Corporate expenses increased 18.3% to $3.5 million for the six months ended June 30, 2001 as compared to $2.9 million for the six months ended June 30, 2000. As a percentage of revenues, corporate expenses were 1.9% for the six months ended June 30, 2001 as compared with 1.8% for the six months ended June 30, 2000. The increase is primarily due to additional employee costs as a result of the anticipated AT&T acquisitions.

Depreciation and amortization. Depreciation and amortization increased 23.7% to $104.1 million for the six months ended June 30, 2001 as compared to $84.2 million for the six months ended June 30, 2000. This increase was due to the Company's purchase of the Acquired Systems and capital expenditures associated with the upgrade of the Company's cable systems.

Non-cash stock charges relating to corporate expenses. Non-cash stock charges relating to corporate expenses decreased 93.0% to $1.9 million for the six months ended June 30, 2001 as compared to $27.0 million for the six months ended June 30, 2000. This decrease is due to a one-time $24.5 million charge which occurred in February 2000, resulting from the termination of the management agreements with Mediacom Management on the date of MCC's initial public offering.

Interest expense, net. Interest expense, net, increased 24.8% to $43.2 million for the six months ended June 30, 2001 as compared to $34.6 million for the six months ended June 30, 2000. This increase was primarily due to a higher interest rate associated with the Company's 9 1/2% senior notes, which were issued in January 2001.

Other (income) expenses. Other income was $27.7 million for the six months ended June 30, 2001 as compared to $0.9 million of other expenses for the six months ended June 30, 2000. This change was principally due to the elimination of the remainder of the deferred SoftNet revenue resulting from the termination of the contract with SoftNet Systems, Inc. (See Note 6).

Provision (benefit) for income taxes. Provision for income taxes decreased to $0.1 million for the six months ended June 30, 2001 as compared to $1.3 million provision for the six months ended June 30, 2000. This provision reflects the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

Net loss. Due to the factors described above and a one-time charge of $1.6 million resulting from the cumulative effect of change in accounting principle, the Company generated a net loss of $37.3 million for the six months ended June 30, 2001 as compared to a net loss of $72.9 million for the six months ended June 30, 2000.

EBITDA. EBITDA increased 14.6% to $85.9 million for the six months ended June 30, 2001 as compared to $75.0 million for the three months ended June 30, 2000. Of the EBITDA increase of $10.9 million, approximately $4.6 million was attributable to the Acquired Systems. Excluding the Acquired Systems, EBITDA increased primarily due to the increase in revenues described above, offset primarily by the increases in programming expenses and customer service employee expense described above. As a percentage of revenues, EBITDA was 46.8% for the six months ended June 30, 2001 and 2000.

Selected Pro Forma Results

The Company has reported the results of operations of the Acquired Systems from the date of their respective acquisition. The financial information below, presents selected unaudited pro forma operating results for the six months ended June 30, 2001 and 2000 assuming the purchase of the Acquired Systems had been consummated on January 1, 2000. This financial information is not necessarily indicative of what results would have been had the Company operated these cable systems since the beginning of 2000.

	Six Months Ended June 30,	
	2001	2000
	(dollars in thousands, except per subscriber data)	
Revenues	$212,102	$195,105
Costs and expenses:		
Service costs	78,565	71,563
Selling, general & administrative expenses	32,461	31,412
Corporate expenses	5,198	3,775
Depreciation and amortization	117,406	102,659
Non-cash stock charges relating to corporate expenses	1,883	26,986
Operating loss	$(23,411)	$(41,290)
Other Data:		
EBITDA	$ 95,878	$ 88,355
EBITDA margin(1)	45.2%	45.3%
Basic subscribers(2)	868,000	863,800
Average monthly revenue per basic subscriber(3)	$41.30	$38.47

(1) Represents EBITDA as a percentage of revenues.
(2) At end of the period.
(3) Represents average monthly revenues for the last three months of the period divided by average basic subscribers for the period.

Selected Pro Forma Results for Six Months Ended June 30, 2001 Compared to Selected Pro Forma Results for Six Months Ended June 30, 2000

Revenues increased 8.7% to $212.1 million for the six months ended June 30, 2001, as compared to $195.1 million for the six months ended June 30, 2000. This increase was attributable principally to basic rate increases associated with new programming introductions in the Company's core television services, internal subscriber growth of 0.4% and to customer growth in the Company's recently launched digital cable and high-speed Internet access services.

Service costs and selling, general and administrative expenses in the aggregate increased 7.8% to $111.0 million for the six months ended June 30, 2001 from $103.0 million for the six months ended June 30, 2000, principally due to higher programming expenses and customer service employee expense.

Corporate expenses increased 37.7% to $5.2 million for the six months ended June 30, 2001 from $3.8 million for the six months ended June 30, 2000. As a percentage of revenues, corporate expenses were 2.5% for the six months ended June 30, 2001 as compared with 1.9% for the six months ended June 30, 2000.

Depreciation and amortization increased 14.4% to $117.4 million for the six months ended June 30, 2001 from $102.7 million for the six months ended June 30, 2000. This increase was principally due to capital expenditures associated with the upgrade of the Company's cable systems. Non-cash stock charges relating to corporate expenses were as reported above.

As a result of the above factors, the Company generated an operating loss of $23.4 million for the six months ended June 30, 2001, compared to $41.3 million for the six months ended June 30, 2000.

EBITDA increased by 8.5% to $95.9 million for the six months ended June 30, 2001 from $88.4 million for the six months ended June 30, 2000. The EBITDA margin was 45.2% for the six months ended June 30, 2001 as compared with 45.3% for the six months ended June 30, 2000.

Liquidity and Capital Resources

The Company's business requires substantial capital for the upgrade, expansion and maintenance of its cable network. In addition, the Company has pursued, and will continue to pursue, a business strategy that includes selective acquisitions. The Company has funded and will continue to fund its working capital requirements, capital expenditures and acquisitions through a combination of internally generated funds, long-term borrowings and equity financings.

Investing Activities

On February 26, 2001, the Company entered into four separate definitive asset purchase agreements with AT&T Broadband, LLC under which various affiliates of AT&T Broadband agreed to sell to the Company certain cable television systems in Georgia, Illinois, Iowa and Missouri, subject to several closing conditions.

On June 29, 2001, the Company completed the acquisition of AT&T cable systems serving approximately 94,000 basic subscribers in Missouri. The purchase price for the Missouri systems was approximately $309 million, after preliminary closing adjustments. This transaction comprises cable systems serving Columbia, Jefferson City and Springfield, Missouri.

On July 18, 2001, the Company completed the acquisitions of AT&T cable systems serving approximately 706,000 basic subscribers in Georgia, Illinois and Iowa. The aggregate purchase price for these cable systems was approximately $1.79 billion, after preliminary closing adjustments. These transactions include cable systems serving the cities and surrounding communities of Albany, Columbus, Tifton and Valdosta, Georgia; Charleston, Carbondale, Effingham, Marion, Moline and Rock Island, Illinois; and Ames, Cedar Rapids, Clinton, Davenport, Des Moines, Dubuque, Fort Dodge, Iowa City, Mason City and Waterloo, Iowa.

In 2000, the Company completed nine acquisitions of cable systems that served approximately 53,000 basic subscribers for an aggregate purchase price of $109.2 million.

As a result of the Company's recent acquisitions of the AT&T systems, the Company has revised its capital investment program and now expects to spend approximately $310 million on capital expenditures in 2001. This revision also reflects an acceleration of the Company's previously announced network upgrade plan. The Company plans to fund these expenditures through net cash flows from operations and additional borrowings under its subsidiary bank credit facilities. By December 2001, including the AT&T systems, the Company expects that 77% of its cable network will be upgraded with 550MHz to 870MHz bandwidth capacity and 68% of its homes passed will have two-way communications. For the six months ended June 30, 2001, the Company's capital expenditures were $108.5 million.

Financing Activities

The AT&T systems were acquired by operating subsidiaries of Mediacom Broadband LLC, a newly-formed, wholly-owned subsidiary of the Company. The aggregate purchase price of $2.1 billion for the AT&T systems, together with related fees and expenses and working capital, was financed through a combination of:

- Borrowings under the $1.4 billion credit facility of the operating subsidiaries of Mediacom Broadband in the amount of $855.0 million;

- Borrowings under the aggregate $1.1 billion credit facilities of the operating subsidiaries of Mediacom LLC, a wholly-owned subsidiary of the Company, in the amount of $275.0 million;

- Gross proceeds from the Company's sale of its Class A common stock in the amount of $455.1 million;

- Gross proceeds from the Company's sale of its 5 1/4% convertible senior notes in the aggregate principal amount of $172.5 million; and

- Gross proceeds from Mediacom Broadband's sale of its 11% senior notes in the aggregate principal amount of $400.0 million.

The credit facility of Mediacom Broadband's operating subsidiaries, the sale of the Company's Class A common stock, the sale of the Company's 5 1/4% convertible senior notes and the sale of Mediacom Broadband's 11% senior notes are discussed below.

On January 24, 2001, Mediacom LLC and, its wholly-owned subsidiary, Mediacom Capital Corporation, completed an offering of $500.0 million of 9 1/2% senior notes due January 2013. Interest on the 9 1/2% senior notes is payable semi-annually on January 15 and July 15 of each year, which commenced on July 15, 2001. Approximately $467.5 million of the net proceeds were used to repay a substantial portion of the indebtedness outstanding under the Company's subsidiary credit facilities and related accrued interest. The balance of the net proceeds was used for general corporate purposes.

On June 27, 2001, the Company completed a public offering of 29.9 million shares of its Class A common stock at $15.22 per share. The transaction included 3.9 million shares of Class A common stock issued pursuant to the exercise of an over-allotment option by the underwriters of the offering. The net proceeds from this offering were used to pay a portion of the purchase price of the acquisitions of AT&T systems.

On June 27, 2001, the Company completed a public offering of $172.5 million of 5 1/4% convertible senior notes due July 2006. The transaction included $22.5 million of convertible senior notes issued pursuant to the exercise of an over-allotment option by the underwriters of the offering. Interest on the 5 1/4% convertible senior notes is payable semi-annually on January 1 and July 1 of each year, commencing January 1, 2002. The convertible senior notes are convertible at any time into the Company's Class A common stock at an initial conversion rate of 53.4171 shares per $1,000 principal amount of notes, which is equivalent to a price of $18.72 per share. The conversion rate is subject to adjustment. The net proceeds from this offering were used to pay a portion of the purchase price of the acquisitions of the AT&T systems.

On June 29, 2001, Mediacom Broadband and its wholly-owned subsidiary, Mediacom Broadband Corporation, completed an offering of $400.0 million in aggregate principal amount of 11% senior notes due July 2013. Interest on the 11% senior notes is payable semi-annually on January 15 and July 15 of each year, commencing January 15, 2002. The 11% senior notes were subject to a special mandatory redemption if all of the acquisitions of the AT&T systems had not been consummated on or prior to specified date, at a price equal to 101% of the principal amount thereof, together with accrued and unpaid interest to the date of redemption. Upon the completion of the offering, the Company placed the net proceeds of the offering of the 11% senior notes, along with the additional amount of cash necessary to fund the special mandatory redemption, including the accrued interest, in an escrow account, pending application of the escrow funds by the Company for the payment of a portion of the purchase price for the acquisitions of the AT&T systems and related fees and expenses, or in the event of a special mandatory redemption of the 11% senior notes, the redemption price in connection therewith. The escrow funds were required to be invested in cash or cash equivalents and are classified as restricted cash on the Company's consolidated balance sheets as of June 30, 2001. Pursuant to the escrow agreement, the escrow funds were released to the Company on July 18, 2001, and applied towards the purchase price for the acquisitions of the AT&T systems and to pay related fees and expenses in connection with the completion of such acquisitions on the same date.

On July 18, 2001, the Company entered into a $1.4 billion senior secured credit facility for the operating subsidiaries of Mediacom Broadband. The credit facility consists of a $600 million revolving credit facility, a $300 million tranche A term loan and a $500 million tranche B term loan. The revolving credit facility expires on March 31, 2010 and commitments under the revolving credit facility will be reduced in quarterly installments beginning on December 31, 2004. The tranche A term loan matures on March 31, 2010 and the tranche B term loan matures on September 30, 2010. The term loans are payable in quarterly installments beginning on September 30, 2004. Interest on outstanding revolving loans and the tranche A term loan is payable at either the eurodollar rate plus a floating percentage ranging from 1.00% to 2.50% or the base rate plus a floating percentage ranging from 0.25% to 1.50%. Interest on tranche B term loan is payable at either the eurodollar rate plus a floating percentage ranging from 2.50% to 2.75% or the base rate plus a floating percentage ranging from 1.50% to 1.75%. Borrowings under this facility, in the amount of $855.0 million, were used to fund a portion of the purchase price for the acquisitions of the AT&T systems.

After giving pro forma effect to the completion of the acquisitions of the AT&T systems and the related financings noted above, the Company's total indebtedness was approximately $2.77 billion as of June 30, 2001, and it had unused credit commitments of approximately $1.1 billion under its subsidiaries' revolving credit facilities. On the same pro forma basis, the Company's weighted average cost of indebtedness was approximately 7.6%.

Although the Company has not generated earnings sufficient to cover fixed charges, the Company has generated cash and obtained financing sufficient to meet its debt service, working capital, capital expenditure and acquisition requirements. The Company expects that it will continue to be able to generate funds and obtain financing sufficient to service the Company's obligations and complete its future acquisitions. There can be no assurance that the Company will be able to obtain sufficient financing, or, if it were able to do so, that the terms would be favorable to them.

Recent Accounting Pronouncements

In June 1998, Statement of Financial Accounting Standards No. 133 ("SFAS 133"), "Accounting for Derivative Instruments and Hedging Activities," was issued effective January 1, 2001. This statement establishes the accounting and reporting standards for derivatives and hedging activity. Upon adoption of SFAS 133, all derivatives are required to be recognized in the statement of financial position as either assets or liabilities and measured at fair value. The Company recorded an after tax charge of approximately $1.6 million as a change in accounting principle in the first quarter of 2001.

In June 2001, Statement of Financial Accounting Standards No. 142 ("SFAS 142"), "Accounting for Goodwill and other Intangible Assets," was issued effective January 1, 2002. This statement establishes that goodwill is no longer subject to amortization over its useful life. The new rule also states that an acquired intangible assets must be separately recognized if it is obtained through contractual or other legal rights, or if the asset can be sold, licensed, transferred, exchanged or rented, regardless of the intent to do so. The Company has not yet determined the impact that SFAS 142 may have on its results of operations and the consolidated financial statements.

Inflation and Changing Prices

The Company's systems' costs and expenses are subject to inflation and price fluctuations. Since changes in costs can be passed through to subscribers, such changes are not expected to have a material effect on their results of operations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the normal course of business, the Company uses interest rate swap agreements in order to fix the interest rate for the duration of the contract as a hedge against interest rate volatility. As of June 30, 2001, the Company had interest rate exchange agreements (the "Swaps") with various banks pursuant to which the interest rate on $170.0 million is fixed at a weighted average swap rate of approximately 6.7%, plus the average applicable margin over the Eurodollar Rate option under the Company's bank credit agreements. Under the terms of the Swaps, which expire from 2002 through 2004, the Company is exposed to credit loss in the event of nonperformance by the other parties to the Swaps. However, the Company does not anticipate nonperformance by the counterparties. The Company would have paid approximately $3.0 million if it terminated the Swaps, inclusive of accrued interest, at June 30, 2001. The table below provides information for the Company's long term debt. See Note 5 to the Company's consolidated financial statements.

	Expected Maturity (All dollar amounts in thousands)							
	2002	2003	2004	2005	2006	Thereafter	Total	Fair Value
Fixed rate	$ -	$ -	$ -	$ -	$ -	$200,000	$200,000	$185,000
Weighted average interest rate	8.5%	8.5%	8.5%	8.5%	8.5%	8.5%	8.5%	
Fixed rate	$ -	$ -	$ -	$ -	$ -	$125,000	$125,000	$107,000
Weighted average interest rate	7.9%	7.9%	7.9%	7.9%	7.9%	7.9%	7.9%	
Fixed rate	$ -	$ -	$ -	$ -	$ -	$500,000	$500,000	$480,000
Weighted average interest rate	9.5%	9.5%	9.5%	9.5%	9.5%	9.5%	9.5%	
Fixed rate	$ -	$ -	$ -	$ -	$ -	$400,000	$400,000	$407,000
Weighted average interest rate	11.0%	11.0%	11.0%	11.0%	11.0%	11.0%	11.0%	
Fixed rate	$ -	$ -	$ -	$ -	$172,500	$ -	$172,500	$194,000
Weighted average interest rate	5.3%	5.3%	5.3%	5.3%	5.3%	5.3%	5.3%	
Variable rate	$ 750	$2,000	$2,000	$2,000	$ 2,000	$229,250	$238,000	$238,000
Weighted average interest rate	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	

PART II

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On June 21, 2001, we held our annual meeting of stockholders to (i) elect seven directors to serve for a term of one year and (ii) ratify the selection of our independent auditors for the year ending December 31, 2001.

The following individuals were elected to serve as directors for a term of one year:

	Vote For	Vote Withheld
Rocco B. Commisso	344,632,658	5,430,766
Craig S. Mitchell	349,795,599	267,825
William S. Morris III	349,795,433	267,991
Thomas V. Reifenheiser	349,795,549	267,875
Natale S. Ricciardi	349,795,584	267,840
Mark E. Stephan	345,861,164	4,202,260
Robert L. Winikoff	348,755,478	1,307,946

These individuals constituted our entire Board of Directors and served as our directors immediately preceding the annual meeting.

The stockholders ratified the selection of Arthur Andersen LLP as our independent auditors for the year ending December 31, 2001. The result of the vote was as follows: 349,999,562 votes were for the selection, 60,583 votes were against the selection and 3,279 votes abstained from the selection.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

Exhibit Number	Exhibit Description
3.1	Amended and Restated By-laws of Mediacom Communications Corporation
21.1	Subsidiaries of Mediacom Communications Corporation

(b) Reports on Form 8-K

The Company filed the following reports on Form 8-K during the three months ended June 30, 2001:

Date of Report	Date Report Filed with SEC	Items Reported
February 26, 2001 (Amendment No. 1)	June 6, 2001	Item 5 - Other Events Item 7 - Financial Statements, Pro Forma Financial Information and Exhibits *
June 6, 2001	June 6, 2001	Item 5 - Other Events Item 7 - Financial Statements, Pro Forma Financial Information and Exhibits
June 22, 2001	June 26, 2001	Item 5 - Other Events Item 7 - Financial Statements, Pro Forma Financial Information and Exhibits
June 22, 2001	June 29, 2001	Item 5 - Other Events Item 7 - Financial Statements, Pro Forma Financial Information and Exhibits

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* Included historical financial statements for Georgia Mediacom Systems, the Southern Illinois Mediacom Systems, the Iowa Mediacom Systems and the Missouri Mediacom Systems

SIGNATURES

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

Mediacom Communications Corporation

August 14, 2001

By: /s/ Mark E. Stephan

Mark E. Stephan
Senior Vice President,
Chief Financial Officer,
Treasurer and Principal Financial Officer

Exhibit 3.1

AMENDED AND RESTATED BY-LAWS

OF

MEDIACOM COMMUNICATIONS CORPORATION

ARTICLE I

Stockholders

Section 1. Annual Meeting. A meeting of stockholders of the Corporation shall be held annually at such place within or without the State of Delaware, at such time and on such date as may from time to time be fixed by the Board of Directors, for the election of directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of stockholders of the Corporation may be called by the Board of Directors or the Chief Executive Officer, and shall be called by the Secretary upon the written request of stockholders of record holding at least a majority in number of the issued and outstanding shares of the Corporation entitled to vote at such meeting. Special meetings shall be held at such places within or without the State of Delaware, at such time and on such date as shall be specified in the call thereof. At any special meeting, only such business may be transacted which is related to the purpose or purposes set forth in the notice of such special meeting.

Section 3. Notice of Meetings. Written notice of each meeting of stockholders stating the place, date and hour thereof and, unless it is an annual meeting, the purpose or purposes for which the meeting is called and that it is being issued by or at the direction of the person or persons calling the meeting, shall be given personally or by mail, not less than ten nor more than sixty days before the date of such meeting, to each stockholder entitled to vote at such meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the stockholder at his or her address as it appears on the record of stockholders or, if he or she shall have filed with the Secretary a written request that notices to him or her be mailed to some other address then directed to him or her at such other address.

Section 4. **Waiver of Notice.** Notice of any meeting of stockholders need not be given to any stockholder who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any stockholder at a meeting in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her.

Section 5. **Adjournment.** When any meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if after such adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record on the new record date entitled to vote at such meeting.

Section 6. **Quorum.** Except as otherwise provided by law, the holders of a majority of the shares entitled to vote at any meeting of stockholders, shall constitute a quorum thereat for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any stockholders. The stockholders present may adjourn a meeting despite the absence of a quorum.

Section 7. **Proxies.** Every stockholder entitled to vote at a meeting of stockholders or to express consent or dissent without a meeting may authorize another person or persons to act for him or her by proxy. Every proxy must be signed by the stockholder or his or her attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the stockholder executing it, except as otherwise provided by law.

Section 8. Voting. Every stockholder of record shall be entitled at every meeting of stockholders to one vote for every share standing in his or her name on the record of stockholders. Directors shall, except as otherwise required by law, be elected by a plurality of the votes cast at a meeting of stockholders by the holders of shares entitled to vote in such election. Whenever any corporate action, other than the election of directors, is to be taken by vote of the stockholders, it shall, except as otherwise required by law, be authorized by a majority of the votes cast at a meeting of stockholders by the holders of shares entitled to vote thereon.

Section 9. Action Without a Meeting. Any action required or permitted to be taken by stockholders by vote may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of all outstanding shares entitled to vote thereon.

Section 10. Record Date. The Board of Directors may fix, in advance, a date, which date shall not be more than sixty nor less than ten days before the date of any meeting of stockholders nor more than sixty days prior to any other action, as the record date for the purpose of determining the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining stockholders entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other action. When a determination of stockholders of record entitled to notice of or to vote at any meeting of stockholders has been made as provided herein, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date for the adjourned meeting.

ARTICLE II

Directors

Section 1. Number and Qualifications. The Board of Directors shall consist of one or more members. The number of directors shall be fixed by the Board of Directors. Directors need not be stockholders of the Corporation. Each of the directors shall be at least eighteen years of age.

Section 2. Election and Term of Office. At each annual meeting of stockholders, directors shall be elected to hold office until the next annual meeting of stockholders. Each director shall hold office until the expiration of such term, and until his or her successor has been elected and qualified, unless he or she shall sooner die, resign or be removed.

Section 3. Meetings. A meeting of the Board of Directors shall be held for the election of a Chairman of the Board of Directors, for the election of officers and for the transaction of such other business as may properly come before such meeting as soon as practicable after the annual meeting of stockholders. Other regular meetings of the Board of Directors may be held at such times as the Board of Directors may from time to time determine. Special meetings of the Board of Directors may be called at any time by the Chief Executive Officer or by a majority of the directors then in office. Meetings of the Board of Directors shall be held at the principal office of the Corporation in the State of Delaware or at such other place within or without the State of Delaware as may from time to time be fixed by the Board of Directors.

Section 4. Notice of Meetings; Adjournment. No notice need be given of the first meeting of the Board of Directors after the annual meeting of stockholders or of any other regular meeting of the Board of Directors, provided the time and place of such meetings are fixed by the Board of Directors. Notice of each special meeting of the Board of Directors and of each regular meeting the time and place of which has not been fixed by the Board of Directors, specifying the place, date and time thereof, shall be given personally, by mail or telegraphed to each director at his or her address as such address appears upon the books of the Corporation at least two business days (Saturdays, Sundays and legal holidays not being considered business days for the purpose of these By-Laws) before the date of such meeting. Notice of any meeting need not be given to any director who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Notice of any directors' meeting or any waiver thereof need not state the purpose of the meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Board of Directors to another time or place shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

Section 5. Quorum; Voting. At any meeting of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors.

Section 6. Participation by Telephone. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 7. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Directors or such committee shall be filed with the minutes of the proceedings of the Board of Directors or such committee.

Section 8. Committees. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate from among its members an Executive Committee and other committees, each consisting of three or more directors. Each such committee, to the extent provided in such resolution, shall have all the authority of the Board of Directors, except that no such committee shall have authority as to the following matters: (a) the submission to stockholders of any action that needs stockholders' approval pursuant to law, (b) the filling of vacancies in the Board of Directors or in any committee, (c) the fixing of the compensation of the directors for serving on the Board of Directors or on any committee, (d) the amendment or repeal of these By-Laws, or the adoption of new By-Laws, or (e) the amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable. The Board of Directors may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee. Each such committee shall serve at the pleasure of the Board of Directors.

Section 9. Removal; Resignation. Any or all of the directors may be removed for cause by vote of the stockholders, and any of the directors may be removed for cause by action of the Board of Directors. Any director may resign at any time, such resignation to be made in writing and to take effect immediately or on any future date stated in such writing, without acceptance by the Corporation.

Section 10. Vacancies. Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason may be filled by vote of the Board of Directors or by vote of the stockholders. If any newly created directorship or vacancy is to be filled by vote of the Board of Directors and the number of directors then in office is less than a quorum, such newly created directorship or vacancy may be filled by vote of a majority of the directors then in office. A director elected to fill a vacancy, unless elected by the stockholders, shall hold office until the next meeting of stockholders at which the election of directors is in the regular order of business, and until his or her successor has been elected and qualified, and any director elected by the stockholders to fill a vacancy shall hold office for the unexpired term of his or her predecessor unless, in either case, he or she shall sooner die, resign or be removed.

ARTICLE III

Officers

Section 1. Election; Qualifications. At the first meeting of the Board of Directors and as soon as practicable after each annual meeting of stockholders, the Board of Directors shall elect or appoint a Chief Executive Officer, one or more Vice-Presidents, a Secretary and a Treasurer, and may elect or appoint at such time and from time to time such other officers as it may determine. No officer need be a director of the Corporation. Any two or more offices may be held by the same person, except the offices of Chief Executive Officer and Secretary. When all of the issued and outstanding stock of the Corporation is owned by one person, such person may hold all or any combination of offices.

Section 2. Term of Office; Vacancies. All officers shall be elected or appointed to hold office until the meeting of the Board of Directors following the next annual meeting of stockholders. Each officer shall hold office for such term and until his or her successor has been elected or appointed and qualified unless he or she shall earlier resign, die, or be removed. Any vacancy occurring in any office, whether because of death, resignation or removal, with cause, or any other reason, shall be filled by the Board of Directors.

Section 3. Removal; Resignation. Any officer may be removed by the Board of Directors with cause. Any officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately or on any future date stated in such writing, without acceptance by the Corporation.

Section 4. Powers and Duties of the Chief Executive Officer. The Chief Executive Officer shall be the chief executive, operating and administrative officer of the Corporation and shall have general charge and supervision of its business, affairs, administration and operations. The Chief Executive Officer shall from time to time make such reports concerning the Corporation as the Board of Directors may direct. The Chief Executive Officer shall preside at all meetings of stockholders and the Board of Directors. The Chief Executive Officer shall have such other powers and shall perform such other duties as may from time to time be assigned to him or her by the Board of Directors.

Section 5. Powers and Duties of the Vice-Presidents. Each of the Vice-Presidents shall have such powers and shall perform such duties as may from time to time be assigned to him or her by the Board of Directors.

Section 6. Powers and Duties of the Secretary. The Secretary shall record and keep the minutes of all meetings of stockholders and of the Board of Directors. The Secretary shall attend to the giving and serving of all notices by the Corporation. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board of Directors may direct. The Secretary shall be the custodian of the seal of the Corporation and shall affix or cause to be affixed such seal to such contracts, instruments and other documents as the Board of Directors may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to him or her by the Board of Directors.

Section 7. Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever required by the Board of Directors, the Treasurer shall render a statement of the Corporation's cash and other accounts, and shall cause to be entered regularly in the proper books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the Corporation's books and accounts to any director of the Corporation upon application at the principal office of the corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to him or her by the Board of Directors.

Section 8. Delegation. In the event of the absence of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may at any time and from time to time delegate all or any part of the powers or duties of any officer to any other officer or officers or to any director or directors.

ARTICLE IV

Shares

The shares of the Corporation shall be represented by certificates signed by the Chief Executive Officer or any Vice-President and by the Secretary, an Assistant Secretary, the Treasurer or an Assistant Treasurer, and may be sealed with the seal of the Corporation or a facsimile thereof. Each certificate representing shares shall state upon the face thereof (a) that the Corporation is formed under the laws of the State of Delaware, (b) the name of the person or persons to whom it is issued, (c) the number and class of shares which such certificate represents and (d) the designation of the series, if any, which such certificate represents.

ARTICLE V

Execution of Documents

All contracts, instruments, agreements, bills payable, notes, checks, drafts, warrants or other obligations of the Corporation shall be made in the name of the Corporation and shall be signed by such officer or officers as the Board of Directors may from time to time designate.

ARTICLE VI

Seal

The seal of the Corporation shall contain the name of the Corporation, the words "Corporate Seal", the year of its organization and the word "Delaware".

ARTICLE VII

Indemnification

The Corporation shall indemnify any person to the full extent permitted, and in the manner provided, by the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended.

ARTICLE VIII

Fiscal Year

The fiscal year of the Corporation shall end on December 31 of each year or on such other date as shall be determined by the Board of Directors.

ARTICLE IX

Amendment of By-Laws

Except as otherwise provided by law, these By-Laws may be amended or repealed, and any new By-Law may be adopted, by vote of the holders of the shares at the time entitled to vote in the election of any directors or by a majority of the entire Board of Directors, but any by-law adopted by the Board of Directors may be amended or repealed by the stockholders entitled to vote thereon as herein provided.

Exhibit 21.1

Subsidiaries of Mediacom Communications Corporation

Subsidiary	State of Incorporation or Organization	Names under which subsidiary does business
Mediacom LLC	New York	Mediacom LLC
Mediacom Arizona LLC	Delaware	Mediacom Arizona Cable Network LLC
Mediacom California LLC	Delaware	Mediacom California LLC
Mediacom Capital Corporation	New York	Mediacom Capital Corporation
Mediacom Delaware LLC	Delaware	Mediacom Delaware LLC Maryland Mediacom Delaware LLC
Mediacom Illinois LLC	Delaware	Mediacom Illinois LLC
Mediacom Indiana LLC	Delaware	Mediacom Indiana LLC
Mediacom Iowa LLC	Delaware	Mediacom Iowa LLC
Mediacom Minnesota LLC	Delaware	Mediacom Minnesota LLC
Mediacom Southeast LLC	Delaware	Mediacom Southeast LLC
Mediacom Wisconsin LLC	Delaware	Mediacom Wisconsin LLC
Zylstra Communications Corporation	Minnesota	Zylstra Communications Corporation
Illini Cable Holding, Inc.	Illinois	Illini Cable Holding, Inc.
Illini Cablevision of Illinois, Inc.	Illinois	Illini Cablevision of Illinois, Inc.
Mediacom Broadband LLC	Delaware	Mediacom Broadband LLC
Mediacom Broadband Corporation	Delaware	Mediacom Broadband Corporation
MCC Georgia LLC	Delaware	MCC Georgia LLC
MCC Illinois LLC	Delaware	MCC Illinois LLC
MCC Iowa LLC	Delaware	MCC Iowa LLC
MCC Missouri LLC	Delaware	MCC Missouri LLC