

**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): August 11, 2009

MEDIACOM COMMUNICATIONS CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware
(State of incorporation)

0-29227
(Commission File No.)

06-1566067
(IRS Employer Identification No.)

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

Registrant's 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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Item 8.01 Other Events.

On August 11, 2009, two of our wholly-owned subsidiaries, Mediacom LLC and Mediacom Capital Corporation, announced that they intend to offer \$300 million in aggregate principal amount of new senior notes due 2019 in a private offering to be conducted pursuant to Rule 144A and Regulation S under the Securities Act. A copy of the press release is being furnished as Exhibit 99.1 to this report and incorporated herein by reference.

On August 11, 2009, we announced that two of our wholly-owned subsidiaries, Mediacom LLC and Mediacom Capital Corporation, have jointly commenced cash tender offers for up to \$500 million in aggregate principal amount of their outstanding 9¹/₂% Senior Notes due 2013 and their outstanding 7⁷/₈% Senior Notes due 2011. A copy of the press release is being furnished as Exhibit 99.2 to this report and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired — None

(b) Pro Forma Financial Information — None

(c) Shell Company Transactions — None

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Senior note offering press release issued on August 11, 2009
99.2	Tender offer press release issued on August 11, 2009

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 hereunto duly authorized.

Dated: August 11, 2009

Mediacom Communications Corporation

By: /s/ Mark E. Stephan _____

Mark E. Stephan
Executive Vice President and
Chief Financial Officer



FOR IMMEDIATE RELEASE

**Mediacom LLC Announces
Proposed Private Offering of Senior Notes due 2019**

Middletown, NY — August 11, 2009 — Mediacom LLC and Mediacom Capital Corporation, wholly-owned subsidiaries of Mediacom Communications Corporation (NASDAQ: MCCC), announced today that they intend to offer \$300 million in aggregate principal amount of new senior notes due 2019 (the “Senior Notes”) in a private offering to be conducted pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended. (the “Securities Act”).

Mediacom LLC and Mediacom Capital Corporation will use the net proceeds of the offering, together with borrowings under a proposed new incremental term loan facility to be entered into by Mediacom LLC’s operating subsidiaries pursuant to their existing credit agreement, to purchase up to \$500 million principal amount of their outstanding 9½% senior notes due 2013 (“9½% notes”) and 7⅞% senior notes due 2011 (“7⅞% notes”) pursuant to two tender offers. There is currently \$500 million and \$125 million principal amount outstanding of 9½% notes and 7⅞% notes, respectively. The 9½% senior notes will be given priority in the tender offers.

The Senior Notes will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from registration.

Forward Looking Statements

In this press release, 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 “anticipates,” “believes,” “continue,” “estimates,” “expects,” “may,” “plans,” “potential,” “predicts,” “should” or “will,” or the negative of those words and other comparable words. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from historical results or those we anticipate, many of which are beyond our control. Factors that could cause actual results to differ from those contained in the forward-looking statements include, but are not limited to: competition for video, high-speed data and phone customers; our ability to achieve anticipated customer and revenue growth and to successfully introduce new products and services; greater than anticipated effects of economic downturns and other factors which may negatively affect our customers’ demand for our products and services; increasing programming costs and delivery expenses related to our products and services; changes in consumer preferences, laws and regulations or technology that may cause us to change our operational strategies; changes in assumptions underlying our critical accounting policies which could impact our results; fluctuations in short term interest rates which may cause our interest expense to vary from quarter to quarter; our ability to generate sufficient cash flow to meet our debt service obligations; instability in the credit markets, which may impact our ability to refinance our debt, as our revolving credit facilities begin to expire in September 2011 and other substantial debt becomes due in 2013 and beyond, on the same or similar terms as we currently experience; and the other risks and uncertainties discussed in this press release, in our Annual Report on Form 10-K for the year ended December 31, 2008 and other reports or documents that we file from time to time with the SEC. Statements included in this press release are based upon information known to us as of the date that this press release is filed with the SEC, and we assume no obligation to update or alter our forward-looking statements made in this press release, whether as a result of new information, future events or otherwise, except as required by applicable federal securities laws.

Contact:

Investor Relations

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Media Relations

*Thomas Larsen
Vice President,
Legal and Public Affairs
(845) 695-2754*



FOR IMMEDIATE RELEASE

**MEDIACOM COMMUNICATIONS ANNOUNCES
\$500 MILLION DEBT TENDER OFFER**

MIDDLETOWN, N.Y.—(BUSINESS WIRE)—August 11, 2009 — MEDIACOM COMMUNICATIONS CORPORATION (Nasdaq: MCCC) today announced that Mediacom LLC and Mediacom Capital Corporation (together, the “Companies”), subsidiaries of Mediacom, have jointly commenced cash tender offers for up to \$500 million in aggregate principal amount (the “Tender Cap”) of their outstanding 9½% Senior Notes due 2013 (the “9½% Notes”) and their outstanding 7⅞% Senior Notes due 2011 (the “7⅞% Notes”) and, together with the 9½% Notes, the “Notes”). The tender offers are scheduled to expire at 11:59 p.m., New York City time, on September 8, 2009, unless either such tender offer is extended or earlier terminated (the “Expiration Date”).

The tender offers consist of two separate offers: in one offer, the Companies are offering to purchase any and all of their outstanding 9½% Notes, and in the second offer, the Companies are offering to purchase up to that principal amount of 7⅞% Notes equal to the difference between the \$500 million Tender Cap and the aggregate principal amount of 9½% Notes that the Companies accept for purchase in the tender offer for the 9½% Notes. Both tender offers are being made upon the terms and subject to the conditions set forth in the Offer to Purchase dated August 11, 2009, and accompanying Letter of Transmittal. There is currently outstanding, \$500 million principal amount of the 9½% Notes, and \$125 million principal amount of the 7⅞% Notes.

The total consideration for each \$1,000 principal amount of Notes validly tendered and not validly withdrawn in the Offers at or prior to 5:00 p.m., New York City time, on August 24, 2009 (the “Early Tender Date”), and whose Notes are accepted for purchase, is specified in the table below under the heading “Total Consideration” (the “Total Consideration”). The Total Consideration for the Notes in the Offers includes an early tender payment of \$20 per \$1,000 principal amount of Notes tendered (the “Early Tender Payment”). Holders who tender Notes in the Offers after 5:00 p.m., New York City time, on the Early Tender Date but at or prior to 11:59 p.m., New York City time on the Expiration Date and whose Notes are accepted for purchase will not be entitled to receive the Early Tender Payment and will therefore be entitled only to receive the consideration specified in the table below under the heading “Tender Offer Consideration”, for each \$1,000 principal amount of Notes tendered (the “Tender Offer Consideration”). In addition to the Total Consideration or the Tender Offer Consideration as applicable, the Companies will also pay an amount equal to the accrued and unpaid interest on the principal amount of all Notes that are purchased from the last interest payment date applicable to the Notes to, but not including, the applicable payment date.

<u>Series of Notes</u>	<u>Outstanding Principal Amount</u>	<u>Tender Offer Consideration</u>	<u>Early Tender Payment</u>	<u>Total Consideration⁽¹⁾</u>
9½% Notes	\$500,000,000	\$982.50	\$20.00	\$1,002.50
7⅞% Notes	\$125,000,000	\$980.00	\$20.00	\$1,000.00

(1) The Total Consideration equals the Tender Offer Consideration, plus the Early Tender Payment.

The Companies’ obligation to accept for payment and to pay for the Notes in the tender offers is subject to the satisfaction or waiver of a number of conditions, including the receipt of financing to purchase the Notes in the tender offers. The tender offers are not contingent upon the tender of any minimum principal amount of Notes and the Companies reserve the right to waive any one or more of the conditions at any time.

If the amount of 7⁷/₈% Notes that are validly tendered and not withdrawn on or prior to the expiration date for that offer exceeds the maximum principal amount described above, then the Companies will accept 7⁷/₈% Notes, if any, on a pro rata basis.

The Companies have retained Wells Fargo Securities and Citi to serve as dealer managers for the offers, and Global Bondholder Services Corporation to serve as the information agent and depository. Copies of the offer to purchase and related documents may be obtained from Global Bondholder Services Corporation at (866) 873-7700. Questions regarding the tender offers may be directed to Wells Fargo Securities at (866) 309-6316 or Citi at (800) 558-3745.

This announcement does not constitute an offer to purchase or a solicitation of any offer to sell with respect to the 9¹/₂% Notes or the 7⁷/₈% Notes. The offers are being made solely by the Offer to Purchase, dated August 11, 2009 and the related Letter of Transmittal, copies of which are available from the Information Agent.

About Mediacom Communications Corporation

Mediacom Communications is the nation's eighth largest cable television company and one of the leading cable operators focused on serving the smaller cities and towns in the United States. Mediacom Communications offers a wide array of broadband products and services, including traditional video services, digital television, video-on-demand, digital video recorders, high-definition television, high-speed data access and phone service. More information about Mediacom Communications can be accessed on the Internet at: www.mediacomcc.com.

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