

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): MAY 3, 2005

MEDIACOM BROADBAND LLC
(Exact name of Registrant as specified in its charter)

DELAWARE
(State of incorporation)

333-72440
(Commission File No.)

06-1615412
(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))

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

See disclosure contained in Item 2.03 below, which is incorporated herein by reference.

ITEM 2.03 CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT

Mediacom Communications Corporation owns cable systems through two principal subsidiaries, Mediacom LLC and Mediacom Broadband LLC. The operating subsidiaries of Mediacom Broadband LLC (the "Registrant") have a \$1.4 billion bank credit facility (the "Broadband credit facility") that expires in September 2010 and consists of a \$600.0 million revolving credit commitment, a \$286.5 million term loan (the "Term Loan A") and a \$496.5 million term loan (the Term Loan B"), which are subject to commitment reductions and amortization, as applicable. On May 3, 2005, the operating subsidiaries of the Registrant refinanced the Term Loan B by entering into a new \$500.0 million term loan (the "Term Loan C") with each of the lenders signatory thereto and JPMorgan Chase Bank, N.A., as administrative agent.

Borrowings under the Term Loan C bear interest at a floating rate or rates equal to, at the option of the operating subsidiaries of the Registrant, the LIBOR rate or the prime rate, plus a margin specified in the Broadband credit facility. The margin of the Term Loan C is 0.5% less than the margin of the Term Loan B it replaced. The Term Loan C matures in February 2014 whereas the Term

Loan B matured in September 2010.

On May 3, 2005, the full \$500.0 million of the Term Loan C was borrowed by the operating subsidiaries of the Registrant. Substantially all of such proceeds were used to pay in full the outstanding indebtedness, including accrued interest, under the Term Loan B and related fees and expenses. No further borrowings may be made under the Term Loan B.

The obligations of the operating subsidiaries under the Term Loan C are governed by the terms of the Broadband credit facility.

JPMorgan Chase Bank (the administrative agent of the Broadband credit facility), several of the lenders of the Broadband credit facility or their respective affiliates have in the past performed, and may in the future from time to time perform, investment banking, financial advisory, lending and/or commercial banking services for the Registrant and certain of its subsidiaries and affiliates, for which service they have in the past received, and may in the future receive, customary compensation and reimbursement of expenses.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Financial Statements of Businesses Acquired - None
- (b) Pro Forma Financial Information - None
- (c) Exhibits:

EXHIBIT NO.	DESCRIPTION
10.1	Incremental Facility Agreement, dated as of May 3, 2005, between the operating subsidiaries of the Registrant, the lenders signatory thereto and JPMorgan Chase Bank, N.A., as administrative agent *

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* Filed as an exhibit to the Current Report on Form 8-K, dated May 3, 2005, of Mediacom Communications Corporation filed with the Securities and Exchange Commission on May 5, 2005 and incorporated herein by reference.

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: May 6, 2005

MEDIACOM COMMUNICATIONS CORPORATION

By: /s/ Mark E. Stephan

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