



**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): **October 21, 2004**

**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 1.01 Entry into a Material Definitive Agreement**

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

### **Item 1.02 Termination of a Material Definitive Agreement**

Mediacom Communications Corporation (the “Registrant”) owns cable systems through two principal subsidiaries, Mediacom LLC and Mediacom Broadband LLC. Until October 21, 2004, the operating subsidiaries of Mediacom LLC (through two separate borrowing groups referred to as the Mediacom USA Group and the Mediacom Midwest Group) had two bank credit facilities (the “Prior Credit Facilities”) aggregating \$950.0 million of current commitments (\$1.1 billion of initial commitments), of which approximately \$651 million was outstanding as of October 21, 2004. The Prior Credit Facilities were scheduled to expire in September 2008 and December 2008, however, their final maturities were subject to earlier repayment on dates ranging from June 2007 to December 2007 if Mediacom LLC did not refinance its \$200.0 million 8-1/2% senior notes due April 2008 prior to March 31, 2007.

The Prior Credit Facilities were terminated effective October 21, 2004 and replaced by the New Credit Facility (as defined in Item 2.03).

The Chase Manhattan Bank (the administrative agent of the Prior Credit Facilities), its successor-in-interest JPMorgan Chase Bank, several of the lenders of the Prior Credit Facilities 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. Such services have been provided to the Registrant and certain of its subsidiaries in connection with the New Credit Facility (as defined in Item 2.03).

### **Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

On October 21, 2004, the operating subsidiaries of Mediacom LLC refinanced the Prior Credit Facilities by entering into a credit agreement (the “New Credit Agreement”) with each of the lenders signatory thereto and JPMorgan Chase Bank, as administrative agent, to obtain extensions of credit and commitments aggregating \$1.15 billion (the “New Credit Facility”). The New Credit Facility replaces the Prior Credit Facilities, which were terminated effective October 21, 2004.

The New Credit Facility consists of a \$400 million revolving credit loan, a \$200 million delayed-draw term loan, and a \$550 million term loan. Borrowings under the New Credit Facility bear interest at a floating rate or rates equal to, at the option of the operating subsidiaries of Mediacom LLC, the LIBOR rate or the prime rate, plus a margin specified in the New Credit Agreement.

Approximately \$658 million of the proceeds from the New Credit Facility were drawn down at closing, of which approximately \$652 million was used to pay in full outstanding indebtedness, including accrued interest, under the Prior Credit Facilities and the balance was

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used to pay fees and expenses. The financial obligations of the operating subsidiaries under the Prior Credit Facilities have been fully satisfied, and the Prior Credit Facilities have been fully terminated.

The obligations of the operating subsidiaries under the New Credit Facility are guaranteed by Mediacom LLC and are secured by a first priority lien on ownership interests in the operating companies and their direct or indirect subsidiaries.

The New Credit Agreement contains covenants that are similar to the covenants in the Prior Credit Facilities. These covenants include, among other things:

- a restriction on incurring debt;
- a limitation on creating liens on the assets of the operating subsidiaries of Mediacom LLC;
- a restriction on paying distributions and dividends;
- a restriction on investments;
- a restriction on mergers, acquisitions and sales of substantially all of the assets of the operating subsidiaries of Mediacom LLC;
- maintenance of specified financial ratios;
- a restriction on the payment of management fees;
- a restriction on the use of proceeds;
- a restriction on transactions with related parties; and
- a restriction on capital expenditures.

The New Credit Facility contains customary events of default. In addition, an event of default will occur if, among other things, the subsidiaries of Mediacom LLC cease to be subsidiaries of Mediacom LLC and a specified change of control event occurs and is continuing. If an event of default occurs and is continuing, the operating subsidiaries of Mediacom LLC might be required to repay all amounts outstanding under the New Credit Facility.

J.P. Morgan Securities Inc. and Banc of America Securities LLC acted as joint lead arrangers and joint bookrunners of the New Credit Facility. Citibank N.A. served as syndication agent, Wachovia Bank N.A. and Credit Suisse First Boston served as co-documentation agents, and JPMorgan Chase Bank acted as sole administrative agent. Such investment banking firms or their 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.

A copy of the press release issued by the Registrant on October 21, 2004, announcing the closing and funding of the New Credit Facility, is filed as Exhibit 99.1 herewith and is incorporated herein by reference.

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

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

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press release issued by the Registrant on October 21, 2004 |

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**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: October 26, 2004

**Mediacom Communications Corporation**

By: /s/ Mark E. Stephan

Mark E. Stephan

Executive Vice President,

Chief Financial Officer and Treasurer



*For Immediate Release*

**Mediacom Communications Completes  
\$1.15 Billion Credit Facility**

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**Middletown, NY – October 21, 2004** – MEDIACOM COMMUNICATIONS CORPORATION (Nasdaq: MCCC) today announced the completion of a \$1.15 billion senior secured credit facility for the operating subsidiaries of Mediacom LLC. Mediacom LLC, together with Mediacom Broadband LLC, constitute Mediacom Communications' two principal subsidiaries.

This new credit facility, with a final term of March 31, 2013, refinances similar facilities put in place in 1999 with aggregate initial commitments of \$1.1 billion that would have expired in 2008. As a result of this refinancing, Mediacom Communications has increased its subsidiary credit facilities to approximately \$2.5 billion, and now has over \$900 million of unused credit commitments.

J.P. Morgan Securities Inc. and Banc of America Securities LLC acted as joint lead arrangers and joint bookrunners of the credit facility. Citibank N.A. served as syndication agent, Wachovia Bank N.A. and Credit Suisse First Boston served as co-documentation agents, and J.P. Morgan Chase Bank acted as sole administrative agent.

**Company Description**

Mediacom Communications is the nation's 8th largest cable television company and the leading cable operator 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 and high-speed Internet access.

**Forward-Looking Statements**

Any statements in this press release that are not historical facts are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. In some cases, you can identify those forward-looking statements by words such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "forecasts," or "continues" 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 the Company anticipates. Factors that could cause actual results to differ from those contained in the forward-looking statements include: competition in the Company's video and high-speed Internet access businesses; the Company's ability to achieve

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anticipated customer and revenue growth and to successfully introduce new products and services; increasing programming costs; changes in laws and regulations; the Company's ability to generate sufficient cash flow to meet its debt service obligations; and the other risks and uncertainties described in the Company's annual report on Form 10-K and the other reports and documents the Company files from time to time with the Securities and Exchange Commission.

The Company is under no obligation to (and expressly disclaims any such obligation to) publicly update or alter its forward-looking statements made in this press release, whether as a result of new information, future events or otherwise.

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