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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (date of earliest event reported): February 7, 2012**

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**Mediacom LLC  
Mediacom Capital Corporation**

(Exact name of registrants as specified in their charters)

**New York  
New York**  
(State or other jurisdiction of  
incorporation or organization)

**333-82124-01  
333-82124-04**  
(Commission  
File Nos.)

**06-1433421  
06-1513997**  
(I.R.S. Employer  
Identification Nos.)

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

**Registrants' telephone number, including area code: (845) 695-2600**

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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 (see General Instruction A.2. below):

- 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.**

On February 7, 2012, Mediacom LLC and Mediacom Capital Corporation (collectively, the “Issuers”) sold, through a private placement exempt from the registration requirements under the Securities Act of 1933, as amended (the “Securities Act”), \$250,000,000 in aggregate principal amount of senior notes due 2022 (the “Notes”). The Notes were sold within the United States only to qualified institutional buyers in reliance on Rule 144A under the Securities Act, and outside the United States only to non-U.S. persons in reliance on Regulation S under the Securities Act.

In connection with the issuance and sale of the Notes, on February 7, 2012, the Issuers and Law Debenture Trust Company of New York, as trustee, entered into an Indenture (the “Indenture”). See Item 2.03 of this report for a discussion of the Notes and the Indenture.

In connection with the issuance and sale of the Notes, on February 7, 2012, the Issuers entered into an Exchange and Registration Rights Agreement with the initial purchasers of the Notes. This Exchange and Registration Rights Agreement requires the Issuers to register with the Securities and Exchange Commission (the “Commission”) notes having substantially identical terms as the Notes as part of an offer to exchange non-restricted exchange notes (the “Exchange Notes”) for the Notes. The Issuers have agreed to use their best efforts to file a registration statement for the Exchange Notes with the Commission within 210 days after February 7, 2012 and to use their best efforts to cause such registration statement to be declared effective within 330 days after February 7, 2012. Under certain circumstances, the Issuers will be obligated to file a shelf registration statement with respect to the Notes. Under the Exchange and Registration Rights Agreement, if the Issuers fail to satisfy certain filing and other obligations with respect to the exchange, the Issuers will be obligated to pay an additional annual interest rate on the Notes of up to a maximum of 1.0% per annum. Such additional interest would cease to accrue once such default is remedied.

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

The Notes bear interest at a rate of 7.25% per annum and mature on February 15, 2022. Interest on the Notes will be payable semi-annually on February 15 and August 15 of each year, beginning August 15, 2012, to holders of record at the close of business on the February 1 or August 1, respectively, preceding such interest payment date. Interest on the Notes will be paid on the basis of a 360-day year comprised of twelve 30-day months. The Notes are general unsecured obligations of the Issuers and rank senior to all of the Issuers’ future debt that is expressly subordinated in right of payment to the Notes. The Notes rank equally with all of the Issuers’ existing and future liabilities that are not so subordinated and are effectively subordinated to all of the Issuers’ secured debt and to all indebtedness and other liabilities of the Issuers’ subsidiaries.

The Issuers may redeem some or all of the Notes at any time on or after February 15, 2017 at the redemption prices set forth in the Indenture. The Issuers may also redeem up to 35% of the aggregate principal amount of the Notes using the proceeds from certain equity offerings at the redemption price set forth in the Indenture. The Issuers may also redeem some or all of the Notes prior to February 15, 2017 at a redemption price of 100% of the principal amount plus a “make-whole” premium.

Upon a change of control, as defined in the Indenture, the Issuers will be required to make an offer to purchase the Notes at a purchase price of 101% of the principal amount thereof, plus accrued and unpaid interest to the purchase date.

The Indenture governing the Notes contains certain covenants that will limit, among other things, the Issuers’ ability and the ability of their restricted subsidiaries to:

- incur certain additional indebtedness and issue disqualified equity interests;
- make certain distributions, investments and other restricted payments;
- sell certain assets;
- agree to any restrictions on the ability of restricted subsidiaries to make payments to Mediacom LLC;

- create certain liens; and
- enter into certain transactions with affiliates.

In addition, the Indenture governing the Notes contains a covenant that restricts the ability of each of the Issuers to merge or consolidate with or into another entity, or transfer all or substantially all of its assets to another entity.

The description of the Indenture and the Notes is qualified in its entirety by the Indenture and the Notes.

Mediacom LLC will use the proceeds of the offering of the Notes, together with a draw down by its subsidiaries from the revolving credit portion of their bank credit facility, to repay all of the borrowings outstanding under Term Loan D of its subsidiaries' bank credit facility.

**Item 8.01 Other Events.**

On February 7, 2012, the Issuers issued a press release announcing the completion of the sale of the Notes. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

(d) Exhibits

<u>Exhibit No.</u>	<u>Name</u>
99.1	Press Release dated February 7, 2012.

**SIGNATURE**

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

Date: February 7, 2012

**Mediacom LLC**

By: /s/ Mark E. Stephan

Mark E. Stephan

Executive Vice President and Chief Financial Officer

**SIGNATURE**

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

Date: February 7, 2012

**Mediacom Capital Corporation**

By: /s/ Mark E. Stephan

Mark E. Stephan

Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Name</u>
99.1	Press Release dated February 7, 2012.



For Immediate Release

**Mediacom LLC Announces  
Completion of Senior Note Financing**

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Middletown, NY – February 7, 2012 – Mediacom LLC and Mediacom Capital Corporation, wholly-owned subsidiaries of Mediacom Communications Corporation, announced today the completion of a \$250 million financing. The financing consisted of senior notes due 2022 (the “Offering”) sold in a private sale pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). The size of the initial Offering was increased by \$50 million, and will bear interest at a rate of 7.25 percent per year.

Mediacom LLC will use the net proceeds of the Offering to repay a portion of the borrowings outstanding under Term Loan D of its operating subsidiaries’ senior secured credit facility, with the remaining portion of such borrowings being repaid using a draw down by its subsidiaries from the revolving credit portion of the subsidiary credit facility.

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 under the Securities Act. This press release does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

**Cautionary Statement Regarding Forward-Looking Statements**

Any statements in this press release that are not historical facts are forward-looking statements. The words “plan,” “believe,” “expect,” “anticipate,” “estimate” and other expressions that indicate future events and trends identify forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or those anticipated. Readers are cautioned not to place undue reliance on such forward-looking statements. Mediacom LLC undertakes no obligation to update or alter these forward-looking statements to reflect events or circumstances after today or to reflect the occurrence of unanticipated events.

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**Contact:**

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