

**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 LLC
Mediacom Capital Corporation**

(Exact names of Registrants as specified in their charters)

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

**333-57285-01
333-57285**
(Commission File Nos.)

**06-1433421
06-1513997**
(IRS Employer
Identification Numbers)

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

Registrants' 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))
-
-

TABLE OF CONTENTS

[Item 8.01 Other Events.](#)

[Item 9.01. Financial Statements and Exhibits.](#)

[SIGNATURES](#)

[SIGNATURES](#)

[EX-99.1](#)

[Table of Contents](#)

Item 8.01 Other Events.

On August 11, 2009, Mediacom LLC and Mediacom Capital Corporation announced pursuant to Rule 135c of the Securities Act of 1933 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.

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	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 LLC

By: /s/ Mark E. Stephan

Mark E. Stephan
Executive Vice President
and Chief Financial Officer

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 Capital 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 9¹/₂% senior notes due 2013 ("9¹/₂% notes") and 7⁷/₈% senior notes due 2011 ("7⁷/₈% notes") pursuant to two tender offers. There is currently \$500 million and \$125 million principal amount outstanding of 9¹/₂% notes and 7⁷/₈% notes, respectively. The 9¹/₂% 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

*Calvin Craib
Senior Vice President,
Corporate Finance
(845) 695-2675*

Media Relations

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