
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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): February 5, 2014

Mediacom LLC
Mediacom Capital Corporation
(Exact name of registrants as specified in their charter)

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.)

1 Mediacom Way
Mediacom Park, NY 10918
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (845) 443-2600

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 (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

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

The operating subsidiaries of Mediacom LLC (the “operating subsidiaries”) have a senior secured credit facility (the “credit facility”) that consists of revolving credit commitments and term loans. On February 5, 2014, the operating subsidiaries entered into an amended and restated credit agreement governing the credit facility (the “credit agreement”) that provided for a new term loan in the principal amount of \$250.0 million (“Term Loan F”) and \$225.0 million of new revolving credit commitments (the “new revolver”). On the same date, the full amount of Term Loan F was borrowed by the operating subsidiaries, the new revolver became effective, and the previous \$225.2 million revolving credit facility (the “old revolver”) was terminated. Following the borrowing of Term Loan F, there are three term loans outstanding under the credit facility (Term Loan C, Term Loan E and Term Loan F).

Borrowings under Term Loan F bear interest at a floating rate or rates equal to, at the discretion of the operating subsidiaries, the Eurodollar Rate (as defined in the credit agreement) plus a margin of 2.50% or the Prime Rate (as defined in the credit agreement) plus a margin of 1.50%. Term Loan F matures on March 31, 2018, and is subject to quarterly reductions of \$625,000 beginning on June 30, 2014. If on or before August 5, 2014, the borrowers prepay Term Loan F from the proceeds of a substantially concurrent borrowing of term loans with an interest rate less than the interest rate applicable to Term Loan F (calculated as provided in the credit agreement), then the prepayment shall be accompanied by a fee equal to 1.00% of the aggregate principal amount of Term Loan F so prepaid. The obligations of the operating subsidiaries under Term Loan F are governed by the terms of the credit agreement.

Borrowings under the new revolver bear interest at a floating rate or rates equal to, at the discretion of the operating subsidiaries, the London Interbank Offered Rate (“LIBOR”) plus a margin ranging from 2.00% to 2.75%, or the Prime Rate plus a margin ranging from 1.00% to 1.75%. Commitment fees on the unused portion of the new revolver are payable at a rate of 0.38% or 0.50%. The applicable margin on outstanding borrowings under the new revolver, and commitment fees charged on the unused portion of the new revolver, are determined by certain financial ratios pursuant to the credit agreement. The new revolver is scheduled to expire on February 5, 2019 (or on October 31, 2014 if on that date \$200.0 million or more remains outstanding under the existing Term Loan C under the credit facility). Following the completion of the transactions noted above, the outstanding balance under Term Loan C was \$204.5 million. Term Loan C matures on January 31, 2015, and is subject to quarterly principal reductions of \$511,250 beginning on March 31, 2014.

The net proceeds from Term Loan F, along with a drawdown of approximately \$160.5 million under the new revolver, were used to repay \$400.0 under the existing Term Loan C and the entire \$6.3 million outstanding balance under the old revolver, and approximately \$4.2 million of related fees and expenses, with the balance used for general corporate purposes.

The credit agreement also contains certain amendments to a number of terms and conditions, including covenants relating to restricted payments, excess cash recapture, asset sales and acquisitions.

Item 8.01. Other Events

A copy of the press release announcing the completion and funding of Term Loan F is being filed 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>Description</u>
99.1	Press release, dated February 5, 2014

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 5, 2014

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 5, 2014

Mediacom Capital Corporation

By: /s/ Mark E. Stephan

Mark E. Stephan

Executive Vice President and Chief Financial Officer



For Immediate Release

Mediacom Communications Completes \$475 Million of Financing Transactions and Announces Rating Agency Upgrade

- Issues new \$250 million senior secured term loan
- Completes new \$225 million revolving credit facility
- Standard and Poor's raises corporate credit rating to BB- from B+
- Moody's revises outlook on corporate family rating to positive from stable

Mediacom Park, NY – February 5, 2014 – Mediacom Communications Corporation (“MCCC”) announced today the completion of a \$250 million senior secured term loan and a \$225 million revolving credit facility (together with the senior secured term loan, the “financing transactions”), pursuant to a new amended and restated bank credit agreement between the operating subsidiaries of Mediacom LLC and the lenders thereto. Mediacom LLC is a wholly-owned subsidiary of MCCC.

The new term loan has a final maturity of March 31, 2018, and the new revolving credit facility expires on February 5, 2019. Proceeds from the financing transactions were principally used to repay certain existing term loans scheduled to mature on January 31, 2015.

In conjunction with the financing transactions, Standard & Poor's Rating Services raised its corporate credit rating on MCCC to BB- from B+, with a stable outlook, and Moody's Investors Service affirmed MCCC's B1 corporate family rating and revised its outlook to positive from stable.

“We are pleased with the outcome of these financing transactions, which extend maturities of certain debt arrangements,” stated Mark E. Stephan, MCCC's Executive Vice President and Chief Financial Officer. “We enjoy today the best credit metrics in the company's history, given our success with debt reduction and the meaningful deleveraging of our balance sheet since Mediacom completed its go-private transaction in March 2011. The ratings upgrade by Standard and Poor's and the revised positive outlook by Moody's underscore our strengthening financial position.”

Credit ratings are opinions of a rated entity's ability to meet its ongoing obligations, are not recommendations to buy, sell or hold securities, and are subject to revision or withdrawal at any time by the assigning rating agency. Each agency's rating should be evaluated independently of any other agency's rating.

About Mediacom Communications

Mediacom Communications Corporation is the nation's eighth largest cable television company and one of the leading cable operators focused on serving the smaller cities in the United States, with a significant customer concentration in the Midwestern and Southeastern regions. Mediacom Communications offers a wide array of information, communications and entertainment services, including video, high-speed data and phone, and provides innovative broadband communications solutions through its Mediacom Business division that can be tailored to any size business. Mediacom Communications' advertising sales and production services are sold under its OnMedia division. More information about Mediacom Communications is available at www.mediacomcc.com.

Forward Looking Statements

This press release contains forward looking statements that involve risks and uncertainties. Factors that could cause actual results to differ materially from those expressed or implied by the forward looking statements in this press release include: adverse conditions in the capital markets, our inability to secure financing on acceptable terms and the other risks and uncertainties discussed in our Annual Report on Form 10-K for the year ended December 31, 2012.

Contacts:

Investor Relations

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