
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): March 4, 2011

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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Introduction

At a special meeting of stockholders on March 4, 2011, our stockholders voted to adopt an Agreement and Plan of Merger, dated as of November 12, 2010 (the "Merger Agreement"), by and among Mediacom Communications Corporation, JMC Communications LLC and Rocco B. Commisso, our founder, Chairman and Chief Executive Officer and the sole member and manager of JMC Communications LLC. On the same date, we filed a Certificate of Merger with the Secretary of State of the State of Delaware, pursuant to which JMC Communications merged with and into our company, with our company continuing as the surviving corporation (the "Merger").

The description herein of the Merger Agreement and related transactions does not purport to be complete and is subject, and qualified in its entirety by reference, to the full text of the Merger Agreement, which is attached as Exhibit 2.1 to our Current Report on Form 8-K filed with the Securities and Exchange Commission on November 18, 2010, and which is incorporated herein by reference.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On March 4, 2011, at our request and in connection with the consummation of the Merger, the NASDAQ OMX filed with the Securities and Exchange Commission a Notification of Removal from Listing and/or Registration under Section 12(b) of the Securities Exchange Act of 1934, on Form 25, thereby commencing the process of withdrawing our Class A common stock from listing on The NASDAQ Global Select Market and from registration under Section 12(b) under the Exchange Act. Our Class A common stock was suspended from trading on The NASDAQ Global Select Market as of the open of business on March 7, 2011. We intend to file a Form 15 to withdraw our Class A common stock from registration under Section 12(g) under the Exchange Act and to suspend our reporting obligations under Section 15(d) of the Exchange Act on or about March 14, 2011.

Item 3.03 Material Modification to Rights of Security Holders.

On March 4, 2011, pursuant to the terms of the Merger Agreement, each share of our Class A common stock and Class B common stock (other than shares held by Mr. Commisso and JMC Communications LLC or any of their respective affiliates, shares held in treasury by the Registrant and shares held by stockholders who have perfected their appraisal rights under Delaware law) was converted into the right to receive \$8.75 in cash.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the effective time of the Merger on March 4, 2011, in accordance with the Merger Agreement, Thomas V. Reifenheiser, Natale S. Ricciardi, Scott W. Seaton, Mark E. Stephan and Robert L. Winikoff ceased serving as members of our board of directors. Rocco B. Commisso, our Chairman and Chief Executive Officer, will continue serving as the sole member of our board of directors.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Pursuant to the Merger Agreement, at the effective time of the Merger, our Certificate of Incorporation as in effect immediately prior to the effective time was amended to be in the form set forth in Exhibit A to the Merger Agreement which, as subsequently amended, became our Second Restated Certificate of Incorporation. A copy of the Second Restated Certificate of Incorporation is filed as Exhibit 3.1 hereto and is incorporated herein by reference.

Pursuant to the Merger Agreement, at the effective time of the Merger, our Bylaws as in effect immediately prior to the effective time were amended to be in the form set forth in Exhibit B to the Merger Agreement which, as subsequently amended, became our Bylaws. A copy of the Bylaws is filed as Exhibit 3.2 hereto and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On March 4, 2011, we held a special meeting of stockholders to consider and vote upon a proposal to adopt the Merger Agreement.

This proposal required a vote of the stockholders of our company that satisfied two criteria.

The proposal required the affirmative vote of the holders of a majority of the aggregate voting power of the outstanding shares of our Class A common stock and Class B common stock, voting together as a single class. The result of this vote was as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
300,826,426	820,181	1,084,616	0

The proposal also required the affirmative vote of the holders of a majority of the outstanding shares of our Class A common stock, exclusive of shares of our Class A common stock held by JMC Communications, Mr. Commisso, any of their respective affiliates, any immediate family member of Mr. Commisso or any of the executive officers or directors of our company and our subsidiaries. The result of this vote was as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
29,720,832	820,181	1,084,616	0

Based on the results of these votes, the proposal to adopt the Merger Agreement was approved.

There was a second proposal to authorize the adjournment of the special meeting to permit further solicitation of proxies if there were insufficient votes at the time of the special meeting to adopt the Merger Agreement. As there were sufficient votes to adopt the Merger Agreement, the votes for this proposal were not necessary.

Item 8.01 Other Events.

We issued a press release on March 4, 2011 announcing the consummation of the Merger. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
3.1	Second Restated Certificate of Incorporation of our company
3.2	Bylaws of our company
99.1	Press release issued by our company on March 4, 2011

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: March 10, 2011

Mediacom Communications Corporation

By: /s/ Mark E. Stephan _____

Mark E. Stephan
Executive Vice President and
Chief Financial Officer

SECOND RESTATED CERTIFICATE OF INCORPORATION

OF

MEDIACOM COMMUNICATIONS CORPORATION

ARTICLE I

NAME

Mediacom Communications Corporation, a corporation organized and existing under the Delaware General Corporation Law (the "Corporation"), does hereby certify:

1. The Corporation's original Certificate of Incorporation was filed on November 8, 1999 with the Secretary of State of the State of Delaware under the name Mediacom Communications Corporation.
2. An amendment and restatement of the Corporation's Certificate of Incorporation was filed on February 3, 2000 with the Secretary of State of the State of Delaware under the name Mediacom Communication Corporation.
3. The following Second Amendment and Restatement of the Corporation's Certificate of Incorporation was approved and duly adopted by the Corporation's board of directors and stockholders in accordance with the provisions of Sections 242 and 245 of the Delaware General Corporation Law:

ARTICLE II

REGISTERED OFFICE

The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is LEXIS Document Services Inc.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (as the same may be amended from time to time, the "DGCL").

ARTICLE IV
AUTHORIZED STOCK

The total number of shares of capital stock which the Corporation will have authority to issue is Ten Thousand (10,000) shares, all of which will be designated as common stock, par value \$0.01 per share, and are to be of one class ("Common Stock").

ARTICLE V
STOCKHOLDERS' MEETINGS

The annual meeting of the stockholders of the Corporation, for the purpose of election of directors and such other business as may lawfully come before it, shall be held on such date and at such time as may be designated from time to time by the board of directors of the Corporation.

ARTICLE VI
DIRECTORS

The governing body of the Corporation will be a board of directors. The exact number of directors will be fixed by the board of directors by resolution. Election of directors need not be by written ballot except and to the extent required pursuant to the bylaws of the Corporation (the "Bylaws"). The powers of the board of directors shall commence upon the acceptance for filing of this Certificate of Incorporation by the Secretary of State of the State of Delaware.

ARTICLE VII
LIMITATION ON LIABILITY AND INDEMNIFICATION

1. Limitation On Liability. To the fullest extent permitted by the DGCL or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. If the DGCL is hereafter amended to authorize, with the approval of a corporation's stockholders, further reductions in the liability of the Corporation's directors for breach of fiduciary duty, then a director of the Corporation shall not be liable for any such breach to the fullest extent permitted by the DGCL, as so amended. Any repeal or modification of this Article VII shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

2. Indemnification.

(a) Right to Indemnification. The Corporation will indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise

involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “proceeding”) by reason of the fact that he, or a person for whom he is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, representative or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys’ fees) incurred by such person. Such right of indemnification will inure whether or not the claim asserted is based on matters that antedate the adoption of this Article VII. The Corporation will be required to indemnify or make advances to a person in connection with a proceeding (or part thereof) initiated by such person only if the proceeding (or part thereof) was authorized by the board of directors of the Corporation (except as otherwise provided in Section 2(c) of this Article VII).

(b) Advancement of Expenses. The Corporation will pay the expenses (including attorneys’ fees) incurred by any person entitled to indemnification under this Article VII in defending any proceeding in advance of its final disposition; provided, however, that the payment of expenses incurred by any such indemnified person in advance of the final disposition of the proceeding will be made only upon receipt of an undertaking by such indemnified person to repay all amounts advanced if it should be ultimately determined that such indemnified person is not entitled to be indemnified under this Article VII or otherwise.

(c) Claims. If a claim for indemnification or payment of expenses under this Section is not paid in full within 30 days after a written claim therefor has been received by the Corporation, the claimant may file suit to recover the unpaid amount of such claim and, to the extent permitted by law, will be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation will have the burden of proving that the claimant was not entitled to the requested indemnification or payment of expenses under applicable law.

(d) Non-Exclusivity of Rights. The rights conferred on any person by this Section will not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation, the Bylaws, agreement, vote of stockholders or resolution of disinterested directors or otherwise.

(e) Insurance. The board of directors of the Corporation may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation’s expense insurance: (i) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification provisions of this Article VII; and (ii) to indemnify or insure directors and officers against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article VII.

(f) Other Indemnification. The Corporation’s obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity will be reduced by any amount such person may collect as indemnification from

such other corporation, partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity.

3. Amendment or Repeal.

Any amendment, modification or repeal of the foregoing provisions of this Article VII will not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such amendment, modification or repeal or any proceeding relating to any such act or omission, whether such proceeding is commenced before or after the time of such amendment, modification or repeal.

ARTICLE VIII

AMENDMENT TO CERTIFICATE OF INCORPORATION

The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in its Certificate of Incorporation, as amended and restated from time to time, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law. All rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended or restated are granted subject to this reservation.

ARTICLE IX

AMENDMENT OF BYLAWS

In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by the DGCL or other statutes or laws of the State of Delaware, the board of directors of the Corporation is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation, without any action on the part of the stockholders, but the stockholders may make additional Bylaws and may alter, amend or repeal any Bylaw whether adopted by them or otherwise. The Corporation may in its Bylaws confer powers upon the board of directors of the Corporation in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the board of directors of the Corporation by applicable law.

ARTICLE X

STOCK NOT ASSESSABLE

The capital stock of this Corporation shall not be assessable. It shall be issued as fully paid, and the private property of the stockholders shall not be liable for the debts, obligations or liabilities of this Corporation.

ARTICLE XI

TERM

The term of existence of this Corporation shall be perpetual.

MEDIACOM COMMUNICATIONS CORPORATION**A Delaware Corporation****BYLAWS**

PREAMBLE

These Bylaws contain provisions for the regulation and management of the affairs of Mediacom Communications Corporation, a Delaware corporation (the "Corporation"). They are based in part upon provisions of the Delaware General Corporation Law (the "Law") and the Certificate of Incorporation of the Corporation (the "Certificate") in effect on the date of adoption. If these Bylaws conflict with the Law or the Certificate as the result of subsequent changes in the Law, an intervening amendment of the Certificate or otherwise, the Law and the Certificate shall govern. In using these Bylaws, reference should also be made to the then current provisions of the laws of Delaware, the Law and the Certificate.

**ARTICLE I
OFFICES AND CORPORATE SEAL**

Section 1. Registered Office. The registered office of the Corporation within the State of Delaware shall be in the City of Wilmington, County of New Castle. The Corporation may also have an office or offices other than said registered office at such place or places, either within or without the State of Delaware, as the Board of Directors (the "Board") shall from time to time determine or the business of the Corporation may require.

Section 2. Corporate Seal. The seal of the Corporation shall have inscribed thereon the Corporation's name, the year of its organization, the words "Corporate Seal" and the word "Delaware". The Board shall have power to alter the same at its pleasure.

**ARTICLE II
SHARES AND TRANSFER THEREOF**

Section 1. Share Certificates. The shares of the Corporation shall be represented by certificates in such form as determined by the Board and shall be signed by the Chairman of the Board (the "Chairman"), the Vice Chairman of the Board (the "Vice Chairman"), the President, an Executive Vice President, a Senior Vice President or a Vice President and by the Treasurer, an Assistant Treasurer, the Secretary or an Assistant Secretary, or shall be uncertificated if so determined by the Board. In case any officer who has signed a certificate shall have ceased to be such officer before the certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer at the time of its issue. Each such certificate shall certify the number of shares and bear the Corporation's seal. Except as otherwise expressly

provided by Law, the rights and obligations of the holders of uncertificated shares and the rights and obligations of the holders of certificates representing stock of the same class and series shall be identical.

Section 2. Transfer of Shares. Stock of the Corporation shall be transferable in the manner prescribed by applicable law and in accordance with these Bylaws. Upon surrender to the Corporation or any transfer agent of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificates and record the transaction upon the books of the Corporation. Upon receipt of proper transfer instructions from the registered owner of uncertificated shares such uncertificated shares shall be cancelled, and the issuance of new equivalent uncertificated shares or certificated shares shall be made to the person entitled thereto and the transaction shall be recorded upon the books of the Corporation.

Section 3. Lost or Destroyed Certificates. In case of loss or destruction of any certificate of shares, another certificate may be issued in its place upon satisfactory proof of such loss or destruction and, at the discretion of the Board, upon giving to the Corporation a satisfactory bond of indemnity issued by a corporate surety in an amount and for a period satisfactory to the Board.

ARTICLE III STOCKHOLDERS AND MEETINGS THEREOF

Section 1. Stockholders of Record. Only stockholders of record shall be entitled to be treated by the Corporation as holders-in-fact of the shares standing in their respective names, and the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, any shares on the part of any other person, firm, or corporation, whether or not it shall have express or other notice thereof, except as expressly provided by Law.

Section 2. Location of Stockholder Meetings. Meetings of stockholders shall be held at the principal office of the Corporation or at such other place, either within or without of the State of Delaware, as may be designated in the notice of meeting.

Section 3. Annual Meeting of Stockholders. In the absence of a resolution of the Board providing otherwise, the annual meeting of stockholders of the Corporation for the election of directors, and for the transaction of such other business as may properly come before the meeting, shall be held each year at such date, time and place, either within or without the State of Delaware or, if so determined by the Board in its sole discretion, at no place (but rather by means of remote communication), as may be specified by the Board in the notice of meeting. If a quorum is not present, the meeting may be adjourned from time to time.

Section 4. Special Meetings of Stockholders. Special meetings of stockholders may be called by the Chairman (or in such person's absence, by a Vice Chairman), the President (or in such person's absence, by an Executive Vice President, or a Senior Vice President or a Vice

President), the Board, or the holders of not less than one-tenth (1/10) of all shares entitled to vote on the subject matter for which the meeting is called.

Section 5. Notice of Stockholder Meetings. Written or printed notice stating the place, date, and hour of the stockholders' meeting, and in case of a special meeting of stockholders, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than sixty (60) days before the date of the meeting, either personally or by mail, facsimile, electronic mail or other means of electronic communication by or at the direction of the Chairman, any Vice Chairman, the President, the Secretary, the Board, or the officer or persons calling the meeting, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the stockholder at such person's address as it appears on the records of the Corporation, with postage thereon prepaid. If notice is by facsimile, electronic mail or other means of electronic communication, such notice shall be deemed to be given at the time provided in the Law. If a quorum for the transaction of business shall not be represented at the meeting, the meeting shall be adjourned by the stockholders present.

Section 6. Quorum. A quorum at any meeting of stockholders shall consist of a majority of the shares of the Corporation entitled to vote thereat, represented in person or by proxy. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders, unless the vote of a greater number or voting by classes is required by Law, the Certificate or these Bylaws and except for the election of directors. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Stockholder. Directors shall be elected by a plurality of votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors.

Section 7. Proxies.

(a) Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such person by proxy, but no such proxy shall be voted or acted upon after [three (3) years] from its date, unless the proxy provides for a longer period.

(b) Without limiting the manner in which a stockholder may authorize another person or persons to act for such stockholder by proxy, pursuant to subsection (a) of this section, the following shall constitute a valid means by which a stockholder may grant such authority:

- (1) A stockholder may execute a writing authorizing another person or persons to act for such stockholder as proxy. Execution may be accomplished by the stockholder or its authorized officer, director, employee, or agent signing such writing or causing such person's signature to be affixed to such writing by any reasonable means including, but not limited to, facsimile signature.

- (2) A stockholder may authorize another person or persons to act for the stockholder as proxy by transmitting or authorizing the transmission of a telegram, cablegram, or other means of electronic transmission to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization, or like agent duly authorized by the person who will be the holder of the proxy to receive such transmission, provided that any such telegram, cablegram, or other means of electronic transmission must either set forth or be submitted with information from which it can be determined that the telegram, cablegram, or other electronic transmission was authorized by the stockholder. If it is determined that such telegrams, cablegrams, or other electronic transmissions are valid, the inspectors or, if there are no inspectors, such other persons making that determination shall specify the information upon which they relied.

Any copy, facsimile telecommunication, or other reliable reproductions of the writing of transmission created pursuant to subsection (b) of this section may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile telecommunication, or other reproduction shall be a complete reproduction of the entire original writing or transmission.

A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long, as it is coupled with an interest sufficient in law to support an irrevocable power.

Section 8. Consent in Lieu of Meeting. Any action required or permitted to be taken at any annual or special meeting of stockholders of the Corporation, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken shall be signed and dated by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be filed with the minutes of proceedings of the stockholders. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing to such action and who would have been entitled to notice of such meeting.

ARTICLE IV DIRECTORS, POWERS, AND MEETINGS

Section 1. Board of Directors. The business and affairs of the Corporation shall be managed by a Board of one or more persons who need not be stockholders of the Corporation or residents of the State of Delaware unless required by Law, and who shall be elected at the annual meeting of stockholders or any adjournment thereof. The number of directors may be increased or decreased by action of the stockholders from time to time. Directors shall hold office until the next succeeding annual meeting of stockholders or until their earlier resignation or removal or until their successors have been elected and qualified; however, no provision of this section shall

be restrictive upon the right of the Board to fill vacancies or upon the right of stockholders to remove directors as is hereinafter provided. Each of the directors shall be at least eighteen years of age.

Section 2. Annual Meeting of Board of Directors. A regular meeting of the Board for the purpose of electing officers and the transaction of such other business as may come before the meeting shall be held at the same place as, and immediately after, the annual meeting of stockholders, and no notice shall be required in connection therewith.

Section 3. Special Meetings of Board of Directors. Special meetings of the Board may be called at any time by the Chairman (or in such person's absence, by a Vice Chairman), the President (or in such person's absence, by an Executive Vice President, a Senior Vice President or a Vice President), or a majority of the directors in office and may be held within or outside the State of Delaware. Notice need not be given. Special meetings of the Board may be held at any time that all directors are present in person, and the presence of any director at a meeting shall constitute waiver of notice of such meeting, except as otherwise provided by Law. Unless specifically required by Law, the Certificate, or these Bylaws, neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 4. Quorum. A quorum at all meetings of the Board shall consist of a majority of the number of directors then fixed by these Bylaws or by action of the stockholders, but a smaller number may adjourn from time to time without further notice, until a quorum be secured. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number of directors is required by the Certificate, these Bylaws, or Law.

Section 5. Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of such person's predecessor in office, and shall hold such office until such person's earlier resignation or removal or until such person's successor has been elected and qualified. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of the directors then in office or by an election at an annual meeting or at a special meeting of stockholders called for that purpose. A director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next annual meeting of stockholders or until such person's successor has been elected and qualified.

Section 6. Compensation of Directors. Directors may receive such fees as may be established by appropriate resolution of the Board for attendance at meetings of the Board, and in addition thereto, may receive reasonable traveling expense, if any is required, for attendance at such meetings.

Section 7. Removal of Directors. Any director or the entire Board may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors, except as follows: (1) Unless the Certificate otherwise provides, in the case

of a corporation whose Board is classified, stockholders may effect such removal only for cause or (2) If the Corporation has cumulative voting and less than the entire Board is to be removed, no director may be removed without cause if the votes cast against such person's removal would be sufficient to elect such person if then cumulatively voted at an election of the entire Board, or, if there be classes of directors, at an election of the class of directors which such person is a part.

Section 8. Meetings by Telephone. Members of the Board may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person(s) so participating.

Section 9. Action Without a Meeting. Any action which is required to be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, are signed by all of the members of the board or of the committee as the case may be. The consents shall be filed in the corporate records. Action taken is effective when all directors or committee members have signed the consent, unless the consent specifies a different effective date. Such consent has the same force and effect as an unanimous vote of the directors or committee members and may be stated as such in any document.

ARTICLE V OFFICERS

Section 1. Elective Officers. The elective officers of the Corporation, who need not be directors, shall be a President, a Secretary, and a Treasurer, who shall be elected by the Board at its first meeting after the annual meeting of stockholders. Unless removed in accordance with procedures established by Law and these Bylaws, the said officers shall serve until the next succeeding annual meeting of the Board or until their respective successors have been elected and qualified. An officer may, unless prohibited by Law, hold more than one office.

Section 2. Additional Officers. The Board may elect or appoint a Chairman, a Vice Chairman, one or more Executive Vice Presidents, one or more Senior Vice Presidents, one or more Assistant Vice Presidents, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, or such other officers as it may deem advisable, who shall hold office during the pleasure of the Board, and shall be paid such compensation as may be directed by the Board.. The Chairman, if any, the Vice Chairman, if any, the President, the Executive Vice President(s), if any, and the Senior Vice President(s), if any, shall individually or collectively, be known as the "Administrative Officers."

Section 3. Powers and Duties. The officers of the Corporation shall respectively exercise and perform the respective powers, duties, and functions as are stated below, and as may be assigned to them by the Board.

(a) Chairman of the Board. The Chairman, if any, shall preside at all meetings of the stockholders and the Board. Except where, by law, the signature of the President is required, the Chairman shall possess the same power as the President to sign all certificates, contracts, and other instruments of the Corporation which may be authorized by the Board.

(b) Vice Chairman of the Board. The Vice Chairman, if any, shall, in the absence of the Chairman, preside at all meetings of the stockholders and the Board. Except where, by law, the signature of the President is required, the Vice Chairman shall possess the same power as the President to sign all certificates, contracts, and other instruments of the Corporation which may be authorized by the Board. In the absence of the Chairman, the Vice Chairman shall perform all the duties of the Chairman.

(c) President. The President shall preside at all meetings of the stockholders and of the Board in the absence of the Chairman and Vice Chairman. The President, any Executive Vice President, any Senior Vice President, or any Vice President, unless some other person is specifically authorized by the Board, shall sign all bonds, deeds, mortgages, leases, and contracts of the Corporation. The President, any Executive Vice President, any Senior Vice President, or any Vice President, unless some other person is specifically authorized by the Board, shall have full authority on behalf of the Corporation to attend any meeting, give any waiver, cast any vote, grant any discretionary or directed proxy to any person, and exercise any other right of ownership with respect to shares of capital stock or other securities held by the Corporation and issued by any other corporation or with respect to any partnership, membership, trust, or similar interest held by the Corporation. The President shall perform all the duties commonly incident to the office and such other duties as the Chairman, the Vice Chairman, or the Board shall designate.

(d) Executive Vice President. The Executive Vice President(s), if any, shall perform such duties as assigned to such person by the Chairman, the Vice Chairman, the President or the Board. In the absence or disability of the President, an Executive Vice President shall perform all duties of the President. If there is more than one person holding the office of Executive Vice President, the Executive Vice President designated by the Chairman, the Vice Chairman, the President, or the Board, shall in the absence or disability of the President perform all duties of the President.

(e) Senior Vice President. In the absence or disability of an Executive Vice President, a Senior Vice President, if any, shall perform all duties of an Executive Vice President, and when so acting, shall have all the powers of and be subject to all the restrictions of an Executive Vice President. If there is more than one person holding the office of Senior Vice President, the Senior Vice President designated by Chairman, the Vice Chairman, the President, any Executive Vice President, or the Board, shall in the absence or disability of the President or an Executive Vice President, perform all duties of the President or an Executive Vice President. Each Senior Vice President shall have such other powers and perform such other duties as may from time to time be assigned to such person by the Chairman, the Vice Chairman, the President, any Executive Vice President or the Board.

(f) Vice President. In the absence or disability of a Senior Vice President, a Vice President, if any, shall perform all duties of a Senior Vice President, and when so acting, shall have all the powers of and be subject to all the restrictions of a Senior Vice President. If there is more than one person holding the office of Vice President, the Vice President designated by any Administrative Officer or the Board, shall in the absence or disability of the President, an Executive Vice President or a Senior Vice President, perform all duties of the President, an Executive Vice President or a Senior Vice President. Each Vice President shall have such other powers and perform such other duties as may from time to time be assigned to such person by any Administrative Officer or the Board.

(g) Assistant Vice President. An Assistant Vice President, if any, may, at the request of any Administrative Officer, any Vice President, or the Board, perform all the duties of a Vice President, and when so acting shall have all the powers of, and be subject to all the restrictions of a Vice President. An Assistant Vice President shall perform such other duties as may be assigned to such person by any Administrative Officer, any Vice President, or the Board.

(h) Secretary. The Secretary shall keep accurate minutes of all meetings of the stockholders and the Board. The Secretary shall keep, or cause to be kept, a register of the stockholders of the Corporation and shall be responsible for the giving of notice of meetings of the stockholders or of the Board. The Secretary shall be custodian of the records and of the seal, if any, of the Corporation. The Secretary shall perform all duties commonly incident to the office and such other duties as may from time to time be assigned to such person by any Administrative Officer, any Vice President, or the Board.

(i) Assistant Secretary. An Assistant Secretary, if any, may, at the request of any Administrative Officer, any Vice President, the Secretary, or the Board, in the absence or disability of the Secretary, perform all of the duties of the Secretary. If there is more than one person holding the office of Assistant Secretary, the Assistant Secretary designated by any Administrative Officer, any Vice President, the Secretary, or the Board shall in the absence or disability of the Secretary perform all duties of the Secretary. An Assistant Secretary shall perform such other duties as may be assigned to such person by any Administrative Officer, any Vice President, the Secretary, or the Board.

(j) Treasurer. The Treasurer, subject to the order of the Board, shall have the care and custody of the money, funds, valuable papers, and documents of the Corporation. The Treasurer shall keep accurate books of accounts of the Corporation's transactions, which shall be the property of the Corporation, and shall render financial reports and statements of condition of the Corporation when so requested by any Administrative Officer, any Vice President, or the Board. The Treasurer shall perform all duties commonly incident to the office and such other duties as may from time to time be assigned to such person by any Administrative Officer, any Vice President, or the Board.

(k) Assistant Treasurer. An Assistant Treasurer, if any, may, at the request of any Administrative Officer, any Vice President, the Treasurer, or the Board in the absence or disability of the Treasurer, perform all of the duties of the Treasurer. If there is more than one person holding the office of Assistant Treasurer, the Assistant Treasurer designated by any

Administrative Officer, any Vice President, the Treasurer, or the Board shall in the absence or disability of the Treasurer perform all duties of the Treasurer. The Assistant Treasurer shall perform such other duties as may be assigned to such person by any Administrative Officer, any Vice President, the Treasurer, or the Board.

(l) Additional Officers. Any additional officers elected or appointed by the Board shall have such titles and perform such duties as may be assigned by the Board.

Section 4. Compensation of Officers. All officers of the Corporation may receive salaries or other compensation if so ordered and fixed by the Board. The Board shall have authority to fix salaries in advance for stated periods or render the same retroactive as the Board may deem advisable.

Section 5. Delegation of Duties. In the event of absence or inability of any officer to act, the Board may delegate the powers or duties, in addition to any other powers or duties specifically authorized in this Article V, of such officer to any other officer, director, or person whom it may select.

Section 6. Removal of Officers. Any officer or agent may be removed by the Board, with or without cause.

ARTICLE VI FINANCE

Section 1. Deposits and Withdrawals; Notes and Commercial Paper. The monies of the Corporation shall be deposited in the name of the Corporation in such bank(s) or trust company(ies), as the Board shall designate, and may be drawn out only on checks signed in the name of the Corporation by such person(s) as the Board, by appropriate resolution, may direct. Notes and commercial paper, when authorized by the Board, shall be signed in the name of the Corporation by such officer(s) or agent(s) as shall thereunto be authorized from time to time.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be January 1 to December 31 or as determined by resolution of the Board.

ARTICLE VII WAIVER OF NOTICE

Any stockholder, officer, or director may waive, in writing, any notice required to be given by state law or under the Bylaws, whether before or after the time stated therein.

**ARTICLE IX
AMENDMENTS**

These Bylaws may be altered or repealed, and new bylaws made, by an affirmative vote of the majority of the Board, or the affirmative vote of the holders of not less than a majority of the total voting power of the then outstanding capital stock of the Corporation entitled to vote in the election of directors, voting as a single class.



For Immediate Release

**Mediacom Communications and Rocco B. Commisso
Complete Going-Private Transaction**

Middletown, New York — March 4, 2011 — MEDIACOM COMMUNICATIONS CORPORATION (Nasdaq: MCCC) today announced the successful completion of its previously announced merger transaction with Rocco B. Commisso, the founder, Chairman and Chief Executive Officer of Mediacom. As a result of the merger, Mediacom is a private company wholly-owned by Mr. Commisso.

At a special meeting of stockholders held earlier in the day, holders of approximately 97% of the aggregate voting power of the outstanding shares of Mediacom's Class A common stock and Class B common stock, voting together as a single class, voted to adopt the merger agreement.

In addition, the merger agreement contained a "majority of the minority" voting condition, which required approval by the affirmative vote of holders of at least a majority of the outstanding shares of Mediacom's Class A common stock, exclusive of shares held by Mr. Commisso, his affiliates and immediate family members, and the executive officers and directors of Mediacom ("Public Shares"). The "majority of the minority" voting condition was satisfied, with approximately 97% of the Public Shares voted at the special meeting voting in favor of the adoption of the merger agreement.

In remarks following the completion of the merger, Mr. Commisso stated, "I was gratified to see our public stockholders overwhelmingly approve the going-private transaction at today's meeting. Our management team and fellow employees can now focus full time on delivering the best experience to our customers. I am excited for the Company and our employees as we enter a new chapter in our history."

"I wish to extend my heartfelt gratitude to the members of our Board of Directors, most of whom served the Company since our initial public offering in 2000. Throughout the years, they made tremendous contributions, provided sound wisdom and advice to our management team, and at all times upheld the interests of public stockholders. I wish them well in their future endeavors," concluded Mr. Commisso.

As a result of the merger, all outstanding shares of Mediacom's Class A common stock and Class B common stock, other than those held by Mr. Commisso and his affiliates or as to which appraisal rights are perfected, were converted into the right to receive \$8.75 per share in cash, without interest. BNY Mellon, as paying agent for the merger, will mail to Mediacom stockholders materials to advise them of their rights and facilitate receipt of payment for their Mediacom shares. Shares of Mediacom's Class A common stock will be suspended from trading on the Nasdaq Global Select Market prior to market opening on Monday, March 7, 2011.

Mr. Commisso received financial advice from J.P. Morgan Securities LLC and BofA Merrill Lynch and legal advice from Baker Botts LLP.

The Special Committee of Mediacom's Board of Directors received financial advice from Barclays Capital Inc. and legal advice from Simpson Thacher & Bartlett LLP. In addition, Mediacom received legal advice from SNR Denton US LLP.

About Mediacom

Mediacom Communications 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 concentration in the Midwestern and Southeastern regions. Mediacom Communications offers a wide array of broadband products and services, including traditional and advanced video services such as digital television, video-on-demand, digital video recorders, high-definition television, as well as high-speed Internet access and phone service. For more information about Mediacom Communications, please visit www.mediacomcc.com.

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