

**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): February 13, 2009

MEDIACOM BROADBAND LLC

(Exact name of Registrant as specified in its charter)

Delaware
(State of incorporation)

333-72440
(Commission File No.)

06-1615412
(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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Forward Looking Statements

In this report, 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 “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential,” or “continue” 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; economic downturns and other factors which may negatively affect our customers’ demand for our services; increasing programming costs and delivery expenses related to our products and services; changes in laws and regulations; changes in technology; changes in assumptions underlying our critical accounting policies; 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 affect our ability to access capital; and the other risks and uncertainties discussed in this report and in our Annual Report on Form 10-K for the year ended December 31, 2007 and other reports or documents that we file from time to time with the SEC. Statements included in this report are based upon information known to us as of the date that this report is filed with the SEC, and we assume no obligation to update or alter our forward-looking statements made in this report or our other documents filed with the SEC, whether as a result of new information, future events or otherwise, except as otherwise required by applicable federal securities laws.

Item 2.01 Completion of Acquisition or Disposition of Assets

On February 11, 2009, the operating subsidiaries of Mediacom Broadband LLC (the “Company”) executed an Asset Transfer Agreement (the “Transfer Agreement”) with Mediacom Communications Corporation (“MCC”) and certain operating subsidiaries of Mediacom LLC, pursuant to which the Company will exchange certain of its cable television systems located in Illinois, which serve approximately 42,200 basic subscribers, and a cash payment of \$8.2 million for certain of Mediacom LLC’s cable television systems located in Florida, Illinois, Iowa, Kansas, Missouri and Wisconsin, which serve approximately 45,900 basic subscribers (the “Asset Transfer”). The Company and Mediacom LLC are wholly owned subsidiaries of MCC. The Company believes the Asset Transfer will better align its customer base geographically, making the cable systems more clustered and allowing for more effective management, administration, controls and reporting of the Company’s field operations. The Asset Transfer was completed on February 13, 2009. No gain or loss is being recorded on the Asset Transfer because the Company and Mediacom LLC are under common control.

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As part of the Transfer Agreement, Mediacom LLC contributed to MCC cable television systems located in Western North Carolina, which serve approximately 24,800 basic subscribers (the “Exchange Cable Systems”). In connection therewith, Mediacom LLC received on February 12, 2009, a \$74 million cash distribution from MCC, which funds had been contributed to MCC by the Company on February 12, 2009.

On February 12, 2009, the Company’s operating subsidiaries borrowed \$82.2 million under the revolving commitments of their bank credit facility to fund its contribution to MCC and to fund the \$8.2 million payment under the Asset Transfer transaction. The terms of the bank credit facility are set forth under the section “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources” in the Company’s Form 10-K for the year-ended December 31, 2007. The effective rate of this borrowing was 1.86% as of February 12, 2009. The revolving commitments under the Company’s bank credit facility mature in September 2011.

On September 7, 2008, MCC entered into a Share Exchange Agreement (the “Exchange Agreement”) with Shivers Investments, LLC (“Shivers”) and Shivers Trading & Operating Company (“STOC”). On February 13, 2009, MCC completed the Exchange Agreement, pursuant to which Shivers exchanged all 28,309,674 shares of the MCC’s Class A common stock owned by Shivers for all the outstanding shares of stock of a wholly owned subsidiary of MCC (the “Exchange Subsidiary”) which, at the time of closing of the transaction, held (i) the Exchange Cable Systems, and (ii) approximately \$110 million in cash. Both STOC and Shivers are affiliates of Morris Communications Company, LLC (“Morris Communications”), and STOC, Shivers and Morris Communications are controlled by William S. Morris III, a member of the MCC’s Board of Directors. Immediately prior to the completion of the Exchange Agreement, MCC had contributed the Exchange Cable Systems and the \$110 million of cash to the Exchange Subsidiary.

Item 9.01 Financial Statements and Exhibits

(b) Pro forma financial information

The unaudited pro forma condensed consolidated balance sheet as of September 30, 2008, and the unaudited pro forma condensed consolidated statements of operations for the year ended December 31, 2007 and the nine months ended September 30, 2008, which give effect to the Transfer Agreement and the impact of its cash contribution to MCC, are set forth on pages F-1 to F-5 of this report.

MEDIACOM BROADBAND LLC AND SUBSIDIARIES
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS

The following unaudited pro forma condensed consolidated financial statements illustrate the effects of the Transfer Agreement and the impact of the Company's cash contribution to MCC (the "Transactions"). The unaudited pro forma condensed consolidated balance sheet as of September 30, 2008, gives effect to the Transactions as if they occurred as of that date. The unaudited pro forma condensed consolidated statements of operations for the year ended December 31, 2007, and the nine months ended September 30, 2008, give effect to the Transactions as if they occurred on January 1, 2007.

The unaudited pro forma condensed consolidated financial statements have been derived from, and should be read in conjunction with the Company's historical consolidated financial statements, including the notes thereto, in its Annual Report filed on Form 10-K for the year ended December 31, 2007 and other filings on Form 10-Q filed during 2008. The unaudited pro forma condensed consolidated financial statements are not necessarily indicative of the financial position or results of operations that would have been achieved had the Transactions occurred on the dates indicated, or that may be expected to occur in the future as a result of the Transactions.

MEDIACOM BROADBAND AND SUBSIDIARIES
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED
BALANCE SHEET
(In thousands)

	September 30, 2008			
	Historical Consolidated	Transfer Agreement - Asset Transfer (a)	Transfer Agreement - Cash Payments	Pro Forma Consolidated
ASSETS				
Cash	\$ 17,389	\$ —	\$ —	\$ 17,389
Subscriber accounts receivable, net	172,749	(495)	—	172,254
Prepaid expenses and other assets	9,691	(23)	—	9,668
Total current assets	<u>\$ 199,829</u>	<u>\$ (518)</u>	<u>\$ —</u>	<u>\$ 199,311</u>
Preferred equity investment in affiliated company	—			
Property, plant and equipment, net	744,965	(15,111)	—	\$ 729,854
Intangible assets, net	1,459,245	(31,708)	—	1,427,537
Other assets, net	27,261	3	—	27,264
Total assets	<u>\$ 2,431,300</u>	<u>\$ (47,334)</u>	<u>\$ —</u>	<u>\$ 2,383,966</u>
LIABILITIES AND MEMBER'S EQUITY (DEFICIT)				
Accounts payable and accrued expenses	\$ 157,696	\$ 302	—	\$ 157,998
Deferred revenue	29,499	(10)	—	29,489
Current portion of long-term debt	88,375	—	—	88,375
Total current liabilities	<u>\$ 275,570</u>	<u>\$ 292</u>	<u>—</u>	<u>\$ 275,862</u>
Long-term debt, less current portion	\$ 1,684,000	—	74,000(b) 8,200(c)	1,766,200
Other non-current liabilities	3,909	—	—	3,909
Preferred member's interest	150,000	—	—	150,000
Total member's equity (deficit)	<u>\$ 317,821</u>	<u>\$ (47,626)</u>	<u>\$ (82,200)(d)</u>	<u>\$ 187,995</u>
Total liabilities and member's equity (deficit)	<u>\$ 2,431,300</u>	<u>\$ (47,334)</u>	<u>\$ —</u>	<u>\$ 2,383,966</u>

MEDIACOM BROADBAND AND SUBSIDIARIES
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED
STATEMENT OF OPERATIONS
(In thousands)

	Year Ended December 31, 2007			<u>Pro Forma Consolidated</u>
	<u>Historical Consolidated</u>	<u>Transfer Agreement - Asset Transfer(e)</u>	<u>Transfer Agreement - Cash Payments</u>	
Revenues	\$ 727,462	\$ (6,430)	\$ —	\$ 721,032
Service costs	\$ 298,103	\$ (1,854)	\$ —	\$ 296,249
S,G&A expenses	159,314	(1,541)	—	157,773
Depreciation and amortization	116,678	(1,395)	—	115,283
Management fee expenses	13,371	—	—	13,371
Total operating costs	<u>\$ 587,466</u>	<u>\$ (4,790)</u>	<u>\$ —</u>	<u>\$ 582,676</u>
Operating income	\$ 139,996	\$ (1,640)	\$ —	\$ 138,356
Interest expense, net	\$ (120,673)	\$ (2)	\$ (1,376)(f) (153)(g)	\$ (122,204)
Loss on derivatives, net	(12,946)	—	—	(12,946)
Gain on sale of cable systems, net	2,249	—	—	2,249
Other (expense) income, net	<u>(3,352)</u>	<u>15</u>	<u>—</u>	<u>(3,337)</u>
Net (loss) income	\$ 5,274	\$ (1,627)	\$ (1,529)	\$ 2,118
Dividend to preferred member	<u>18,000</u>	<u>—</u>	<u>—</u>	<u>18,000</u>
Net loss applicable to member	<u>\$ (12,726)</u>	<u>\$ (1,627)</u>	<u>\$ (1,529)</u>	<u>\$ (15,882)</u>

MEDIACOM BROADBAND AND SUBSIDIARIES
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED
STATEMENT OF OPERATIONS
(In thousands)

	Nine Months Ended September 30, 2008			
	Historical Consolidated	Transfer Agreement - Asset Transfer ^(h)	Transfer Agreement - Cash Payments	Pro Forma Consolidated
Revenues	\$ 583,270	\$ (3,636)	\$ —	\$ 579,634
Service costs	\$ 236,320	\$ (426)	\$ —	\$ 235,894
S,G&A expenses	124,865	(1,885)	—	122,981
Depreciation and amortization	86,058	(1,401)	—	84,656
Management fee expenses	11,189	—	—	11,189
Total operating costs	<u>\$ 458,432</u>	<u>\$ (3,712)</u>	<u>\$ —</u>	<u>\$ 454,720</u>
Operating income	\$ 124,838	\$ 76	\$ —	\$ 124,914
Interest expense, net	\$ (86,240)	\$ (3)	\$ (1,032) (f) (114) (g)	\$ (87,389)
Gain on derivatives, net	2,387	—	—	2,387
Other expense, net	<u>(3,462)</u>	<u>(3)</u>	<u>—</u>	<u>(3,465)</u>
Net income (loss)	\$ 37,523	\$ 70	\$ (1,146)	\$ 36,447
Dividend to preferred member	<u>13,500</u>	<u>—</u>	<u>—</u>	<u>13,500</u>
Net income (loss) applicable to member	<u>\$ 24,023</u>	<u>\$ 70</u>	<u>\$ (1,146)</u>	<u>\$ 22,947</u>

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(a) Represents adjustments to net book values associated with the Asset Transfer transaction as of September 30, 2008, as follows:

(in thousands)	<u>Mediacom Broadband Receiving</u>	<u>Mediacom LLC Receiving</u>	<u>Mediacom Broadband Net Results</u>
ASSETS			
Cash	\$ —	\$ —	\$ —
Subscriber accounts receivable, net	1,509	2,004	(495)
Prepaid expenses and other assets	159	182	(23)
Total current assets	1,668	2,186	(518)
Preferred equity investment in affiliated company	—	—	—
Property, plant and equipment, net	30,661	45,772	(15,111)
Intangible assets, net	43,365	75,073	(31,708)
Other assets, net	24	21	3
Total assets	<u>\$ 75,718</u>	<u>\$ 123,052</u>	<u>\$ (47,334)</u>
LIABILITIES AND MEMBER'S EQUITY (DEFICIT)			
Accounts payable and accrued expenses	\$ 4,060	\$ 3,758	\$ 302
Deferred revenue	1	11	(10)
Current portion of long-term debt	—	—	—
Total current liabilities	\$ 4,061	\$ 3,769	\$ 292
Long-term debt, less current portion	—	—	—
Other non-current liabilities	—	—	—
Total member's equity (deficit)	71,657	119,283	(47,626)
Total liabilities and member's equity (deficit)	<u>\$ 75,718</u>	<u>\$ 123,052</u>	<u>\$ (47,334)</u>

(b) Represents new indebtedness to fund capital contribution to MCC under the Exchange Cable Systems transaction. See Note (f).

(c) Represents new indebtedness to fund cash payment under the Asset Transfer transaction. See Note (g).

(d) Represents capital contributions under the Transfer Agreement transaction.

(e) Represents net results of operations associated with the Asset Transfer transaction for the year ended December 31, 2007, as follows:

(in thousands)	<u>Mediacom Broadband Receiving</u>	<u>Mediacom LLC Receiving</u>	<u>Mediacom Broadband Net Results</u>
Revenues	\$ 36,726	\$ 43,156	\$ (6,430)
Service costs	\$ 17,439	\$ 19,293	\$ (1,854)
S,G&A expenses	7,335	8,876	(1,541)
Depreciation and amortization	6,300	7,695	(1,395)
Total operating costs	\$ 31,074	\$ 35,864	\$ (4,790)
Operating income	\$ 5,652	\$ 7,292	\$ (1,640)
Interest income, net	9	11	(2)
Other income, net	32	17	15
Net income	<u>\$ 5,693</u>	<u>\$ 7,320</u>	<u>\$ (1,627)</u>

(f) Represents adjustments to Interest expense, net to reflect repayment of a portion of outstanding balance under revolving credit facilities in the amount of \$74.0 million. The effective annual interest rate of 1.86% as of February 13, 2009, was applied to this repayment for the year ended December 31, 2007 and nine months ended September 30, 2008 and was based on our Eurodollar rate plus a spread of 1.50%.

(g) Represents adjustments to Interest expense, net to reflect repayment of a portion of outstanding balance under revolving credit facilities in the amount of \$8.2 million. The effective annual interest rate of 1.86% as of February 13, 2009, was applied to this repayment for the year ended December 31, 2007 and nine months ended September 30, 2008 and was based on our Eurodollar rate plus a spread of 1.50%.

(h) Represents net results of operations associated with Asset Transfer transaction for the nine months ended September 30, 2008, as follows:

(in thousands)	<u>Mediacom Broadband Receiving</u>	<u>Mediacom LLC Receiving</u>	<u>Mediacom Broadband Net Results</u>
Revenues	\$ 30,312	\$ 33,948	\$ (3,636)
Service costs	\$ 14,422	\$ 14,848	\$ (426)

S,G&A expenses	5,272	7,156	(1,884)
Depreciation and amortization	<u>4,052</u>	<u>5,454</u>	<u>(1,402)</u>
Total operating costs	\$ 23,746	\$ 27,458	\$ 3,712
Operating income	\$ 6,566	\$ 6,490	\$ 76
Interest income, net	3	6	(3)
Other income, net	<u>5</u>	<u>8</u>	<u>(3)</u>
Net income	<u>\$ 6,574</u>	<u>\$ 6,504</u>	<u>\$ 70</u>

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: February 20, 2009

Mediacom Broadband LLC

By: /s/ Mark E. Stephan _____

Mark E. Stephan
Executive Vice President and
Chief Financial Officer