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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 3, 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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**Item 8.01 Other Events.**

On February 3, 2011, we issued a press release announcing that we will hold a special meeting of stockholders on March 4, 2011 to vote on our proposed merger with an entity created by our founder, Chairman and Chief Executive Officer, Rocco B. Commisso, pursuant to which all outstanding shares of our common stock that Mr. Commisso does not already own will be converted into \$8.75 per share in cash.

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.**

(d) Exhibits:

| <u>Exhibit No.</u> | <u>Description</u>                   |
|--------------------|--------------------------------------|
| 99.1               | Press release dated February 3, 2011 |

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**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 3, 2011

**Mediacom Communications Corporation**

By: /s/ Mark E. Stephan \_\_\_\_\_

Mark E. Stephan  
Executive Vice President and  
Chief Financial Officer



For Immediate Release

## **Mediacom Communications Announces Date For Special Meeting of Stockholders**

**Middletown, New York — February 3, 2010** — MEDIACOM COMMUNICATIONS CORPORATION (Nasdaq: MCCC) (“Mediacom” or the “Company”) announced today that it will hold a special meeting of stockholders on March 4, 2011 to vote on its proposed merger with an entity created by its founder, Chairman and Chief Executive Officer, Rocco B. Commisso, pursuant to which all outstanding shares of Mediacom common stock that Mr. Commisso does not already own will be converted into \$8.75 per share in cash.

Mediacom stockholders of record at the close of business on January 14, 2011 will be entitled to notice of the special meeting and to vote on the proposal. The special meeting will be held at 10:00 a.m. ET at the offices of SNR Denton US LLP, 1221 Avenue of the Americas, 25th Floor, New York, New York. Mediacom will mail its definitive proxy statement to its stockholders on or before February 4, 2011.

Mediacom has filed a definitive proxy statement describing the proposed transaction with the Securities and Exchange Commission (“SEC”). STOCKHOLDERS ARE ADVISED TO READ THE DEFINITIVE PROXY STATEMENT BECAUSE IT CONTAINS IMPORTANT INFORMATION ABOUT THE MERGER AND ITS PARTICIPANTS. Stockholders may obtain a free copy of the definitive proxy statement and other documents filed by Mediacom at the SEC’s Web site ([www.sec.gov](http://www.sec.gov)) and from Mediacom.

### **About Mediacom Communications Corporation**

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](http://www.mediacomcc.com).

### **Contacts:**

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