

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Mediacom Communications Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of Incorporation)

06-1566067
(I.R.S. Employer Identification No.)

**100 Crystal Run Road
Middletown, New York 10941**
(Address of Principal Executive Offices)

Mediacom Communications Corporation Non-Employee Directors Equity Incentive Plan
(Full Title of the Plan)

Rocco B. Commisso
Chairman and Chief Executive Officer
100 Crystal Run Road
Middletown, New York 10941
(845) 695-2600
(Name, Address and Telephone Number of Agent for Service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.:

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)(2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock, \$.01 par value per share	750,000 shares	\$6.02	\$4,515,000	\$321.92

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction.
- (2) The shares of common stock registered by this Registration Statement are in addition to 500,000 shares of common stock previously registered on Form S-8 (Registration No. 333-129008) with respect to the Mediacom Communications Corporation Non-Employee Directors Equity Incentive Plan.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h)(1) under the Securities Act of 1933.

TABLE OF CONTENTS

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

ITEM 4. DESCRIPTION OF SECURITIES.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

ITEM 8. EXHIBITS.

ITEM 9. UNDERTAKINGS.

SIGNATURES

INDEX TO EXHIBITS

EX-5.1

EX-23.1

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by Mediacom Communications Corporation (the “Registrant”) with the Securities and Exchange Commission (the “Commission”) (File No. 0-29227) are hereby incorporated by reference and made a part of this Registration Statement:

- The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2009;
- The Registrant’s Definitive Proxy Statement for the Registrant’s 2009 Annual Meeting, filed with the Commission on April 30, 2009; and
- The Registrant’s Registration Statement on Form 8-A containing a description of the Registrant’s Class A common stock.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities registered hereby have been sold or which deregisters such securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, except for information furnished to the Commission that is not deemed to be “filed” for purposes of the Exchange Act (such documents, and the documents listed above, being hereinafter referred to as “Incorporated Documents”). Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

The Registrant’s Class A common stock is registered under Section 12 of the Exchange Act and a description of such common stock is set forth in the Registrant’s Registration Statement on Form 8-A. The Registrant’s Class B common stock is not registered under Section 12 of the Exchange Act. The following is a description of the Registrant’s Class B common stock.

The rights of the holders of Class A and Class B common stock are substantially identical in all respects, except for voting and conversion rights. Only certain directors, officers and other members of the Registrant’s management group and certain other permitted holders, including relatives and affiliates of these persons, as described in the Registrant’s restated certificate of incorporation, may hold Class B common stock. There is no limitation on who may hold Class A common stock. Holders of Class A common stock are entitled to one vote per share. Holders of Class B common stock are entitled to ten votes per share. Holders of all classes of common stock entitled to vote will vote together as a single class on all matters presented to the stockholders for their vote or approval, except as otherwise required by the Delaware General Corporation Law. Under Delaware law, the holders of each class of common stock are entitled to vote as a separate class with respect to any amendment to the Registrant’s certificate of incorporation that would increase or decrease the aggregate number of authorized shares of such class, increase or decrease the par value of such class, or modify or change the powers, preferences or special rights of the shares of such class so as to affect such class adversely. The Registrant’s certificate of incorporation does not provide for cumulative voting for the election of the Registrant’s directors, with

Table of Contents

the result that stockholders owning or controlling more than 50% of the total votes cast for the election of directors can elect all of the directors.

Subject to the dividend rights of holders of preferred stock, holders of common stock are entitled to receive dividends when, as and if declared by the board of directors out of funds legally available for this purpose. In the event of the Registrant's liquidation, dissolution or winding up, the holders of both classes of common stock are entitled to receive on a proportional basis any assets remaining available for distribution after payment of the Registrant's liabilities and after provision has been made for payment of liquidation preferences to all holders of preferred stock. Holders of common stock have no conversion, redemption or sinking fund provisions or preemptive or other subscription rights, except that:

- in the event any shares of Class B common stock are transferred to persons other than certain directors, officers and other members of the Registrant's management group, or certain other permitted holders, such shares will be converted automatically into shares of Class A common stock on a one-for-one basis; and
- each share of Class B common stock is convertible into one share of Class A common stock at the option of the holder at any time.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Robert L. Winikoff, a director of the Registrant, is a member of Sonnenschein Nath & Rosenthal LLP, counsel to the Registrant. As of February 28, 2010, Mr. Winikoff owned 44,950 shares of the Registrant's Class A common stock, 3,750 unvested restricted stock units and options to purchase 108,000 shares of the Registrant's Class A common stock.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent to the corporation. The statute provides that it is not exclusive of other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise.

The amended and restated by-laws of the Registrant provides for indemnification by the Registrant to the fullest extent permitted by applicable law of any person who is or was a director, officer, employee or agent of the Registrant or who is or was serving at the request of the Registrant as a director, officer, employee or agent of any other enterprise. The Registrant is also required to indemnify a person in connection with a proceeding initiated by such person only if the proceeding was authorized by the board of directors of the Registrant.

The amended and restated by-laws also provide that the Registrant shall pay the expenses (including attorneys' fees) as they are incurred by an officer or director of the Registrant in defending any proceeding in advance of its final disposition, provided, however, that the payment of such expenses shall be made only upon receipt of an undertaking by the director or officer to repay all amounts advanced if it shall ultimately be determined that the director or officer is not entitled to be indemnified. Payment of such expenses incurred by other employees and agents of the Registrant may be made by the board of directors in its discretion upon such terms and conditions, if any, as it deems appropriate.

Table of Contents

The indemnification rights provided to any person by the amended and restated by-laws are not exclusive of any other rights which such person may have or acquire in the future under any statute, provision of the certificate of incorporation, the amended and restated by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1*	Mediacom Communications Corporation Non-Employee Directors Equity Incentive Plan (included as an exhibit in the Registrant's Proxy Statement for the 2004 Annual Meeting)
4.2*	Restated Certificate of Incorporation of the Registrant (included as an exhibit in the Registrant's Registration Statement on Form S-1, Registration No. 333-90879)
4.3*	Amended and Restated Bylaws of the Registrant (included as an exhibit in the Registrant's Current Report on Form 8-K, dated April 21, 2009)
5.1	Opinion of Sonnenschein Nath & Rosenthal LLP relating to the validity of the securities
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm
23.3	Consent of Sonnenschein Nath & Rosenthal LLP (contained in Exhibit 5.1)
24.1	Power of Attorney (included as part of signature page)

* The exhibits have previously been filed with the Commission as part of the filing indicated and are incorporated herein by reference.

ITEM 9. UNDERTAKINGS.

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made of the securities registered hereby, a post-effective amendment to this Registration Statement:

- (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the "Securities Act");
- (ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and
- (iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

Table of Contents

provided, however, that the undertakings set forth in paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered hereby which remain unsold at the termination of the offering.

- (b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions of the restated certificate of incorporation and by-laws of the Registrant and the provisions of the Delaware law described under Item 6 above, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Middletown and State of New York on this 22nd day of March 2010.

Mediacom Communications Corporation

By: /s/ Rocco B. Commisso
Rocco B. Commisso
Chairman and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Rocco B. Commisso and Mark E. Stephan, and each or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities to approve, sign and file with the U.S. Securities and Exchange Commission and any other appropriate authorities the original of any and all amendments (including post-effective amendments) to this Registration Statement and any other documents in connection therewith, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or either of them, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Rocco B. Commisso</u> Rocco B. Commisso	Chairman and Chief Executive Officer (Principal Executive Officer)	March 22, 2010
<u>/s/ Mark E. Stephan</u> Mark E. Stephan	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 22, 2010
<u>/s/ Thomas V. Reifenheiser</u> Thomas V. Reifenheiser	Director	March 22, 2010
<u>/s/ Natale S. Ricciardi</u> Natale S. Ricciardi	Director	March 22, 2010

[Table of Contents](#)

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert L. Winikoff</u> Robert L. Winikoff	Director	March 22, 2010
<u>/s/ Scott W. Seaton</u> Scott W. Seaton	Director	March 22, 2010

INDEX TO EXHIBITS

Exhibit Number	Description of Exhibit
4.1*	Mediacom Communications Corporation Non-Employee Directors Equity Incentive Plan (included as an exhibit in the Registrant's Proxy Statement for the 2004 Annual Meeting)
4.2*	Restated Certificate of Incorporation of the Registrant (included as an exhibit in the Registrant's Registration Statement on Form S-1, Registration No. 333-90879)
4.3*	Amended and Restated Bylaws of the Registrant (included as an exhibit in the Registrant's Current Report on Form 8-K, dated April 21, 2009)
5.1	Opinion of Sonnenschein Nath & Rosenthal LLP relating to the validity of the securities
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm
23.3	Consent of Sonnenschein Nath & Rosenthal LLP (contained in Exhibit 5.1)
24.1	Power of Attorney (included as part of signature page)

* The exhibits have previously been filed with the Commission as part of the filing indicated and are incorporated herein by reference.

[Letterhead of Sonnenschein Nath & Rosenthal LLP]

March 22, 2010

Mediacom Communications Corporation
100 Crystal Run Road
Middletown, New York 10941

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

In our capacity as counsel to Mediacom Communications Corporation, a Delaware corporation (the "Company"), we have been asked to render this opinion in connection with a registration statement on Form S-8 (the "Registration Statement") being filed contemporaneously herewith by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), covering 750,000 shares of common stock, par value \$.01 per share, of the Company (the "Shares"). The Shares are issuable in accordance with the terms of the Company's Non-Employee Directors Equity Incentive Plan, (the "Plan").

In connection with rendering this opinion, we have examined and are familiar with the Company's Restated Certificate of Incorporation, the Company's Amended and Restated By-Laws, the Plan, the Registration Statement, corporate proceedings of the Company relating to the Plan and such other instruments and documents as we have deemed relevant under the circumstances.

In making the aforesaid examinations, we have assumed the genuineness of all signatures and the conformity to original documents of all copies furnished to us as original or photostatic copies. We have also assumed that the corporate records furnished to us by the Company include all corporate proceedings taken by the Company to date.

Based upon the foregoing and subject to the assumptions and qualifications set forth herein, we are of the opinion that the Shares have been duly and validly authorized and, when issued and paid for in accordance with the terms of the Plan, will be duly and validly issued, fully paid and non-assessable.

The foregoing opinion is limited to the laws of the United States of America and Delaware corporate law (which includes the Delaware General Corporation Law and applicable provisions of the Delaware constitution, as well as reported judicial decisions interpreting same) and does not purport to express any opinion on the laws of any other jurisdiction.

We hereby consent to the use of our opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC thereunder.

Very truly yours,

/s/ Sonnenschein Nath & Rosenthal LLP

SONNENSCHWEIN NATH & ROSENTHAL LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 5, 2010 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Mediacom Communications Corporation's Annual Report on Form 10-K for the year ended December 31, 2009.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
New York, New York
March 22, 2010