
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 25, 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 2.02. Results of Operations and Financial Condition.

On February 25, 2011, Mediacom Communications Corporation issued a press release announcing its preliminary, unaudited financial and operating highlights for the three months and year ended December 31, 2010. A copy of the press release is being furnished as Exhibit 99.1 to this report and incorporated herein by reference.

The press release contains disclosure of adjusted operating income before depreciation and amortization (“Adjusted OIBDA”), which is not a measure of performance calculated in accordance with generally accepted accounting principles (GAAP) in the United States. A reconciliation of Adjusted OIBDA to the most directly comparable financial measure calculated and presented in accordance with GAAP is presented on page 2 of the press release.

Adjusted OIBDA is one of the primary measures used by management to evaluate our performance and to forecast future results. We believe Adjusted OIBDA is useful for investors because it enables them to assess our performance in a manner similar to the methods used by management, and provides a measure that can be used to analyze value and compare the companies in the cable industry. A limitation of Adjusted OIBDA, however, is that it excludes depreciation and amortization, which represents the periodic costs of certain capitalized tangible and intangible assets used in generating revenues in our business. Management utilizes a separate process to budget, measure and evaluate capital expenditures. In addition, Adjusted OIBDA also has the limitation of not reflecting the effect of our non-cash, share-based compensation charges. We believe that excluding share-based compensation allows investors to better understand our performance without the effects of these obligations that are not expected to be settled in cash. Adjusted OIBDA may not be comparable to similarly titled measures used by other companies, which may have different depreciation and amortization policies, as well as different share-based compensation programs.

Adjusted OIBDA should not be regarded as an alternative to operating income or net income (loss) as indicators of operating performance nor should it be considered in isolation or as a substitute for financial measures prepared in accordance with GAAP. We believe that operating income is the most directly comparable GAAP financial measure to Adjusted OIBDA.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by the Registrant on February 25, 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: February 25, 2011

Mediacom Communications Corporation

By: /s/ Mark E. Stephan
Mark E. Stephan
Executive Vice President and Chief Financial Officer



For Immediate Release

**Mediacom Communications Reports Preliminary Highlights
for Fourth Quarter and Full Year 2010**

Middletown, NY — February 25, 2011 — MEDIACOM COMMUNICATIONS CORPORATION (Nasdaq: MCCC) today reported preliminary, unaudited financial and operating highlights for the three months and year ended December 31, 2010. The results reported remain subject to adjustment based upon completion of the Company's audit for the year ended December 31, 2010.

Preliminary Fourth Quarter 2010 Highlights

For the Fourth Quarter of 2010, the Company expects:

- Revenues to be \$378.9 million, a 1.9% increase from the prior year period
- Adjusted operating income before depreciation and amortization ("Adjusted OIBDA")* to be \$138.3 million, unchanged from the prior year period
- Operating income to be \$73.8 million, a 4.4% decline from the prior year period
- Revenue generating units ("RGUs") to grow by 23,000, comprising:
 - Basic subscriber net loss of 10,000
 - Digital customer net gain of 14,000
 - High-speed data customer net gain of 11,000
 - Phone customer net gain of 8,000

Preliminary Full Year 2010 Highlights

For the full year ended December 31, 2010, the Company expects:

- Revenues to be \$1,499.0 million, a 2.6% increase from the prior year
- Adjusted OIBDA* to be \$548.4 million, a 1.2% increase from the prior year
- Operating income to be \$298.4 million, a 0.5% decline from the prior year
- Capital expenditures to be \$237.4 million, compared to \$236.7 million in the prior year
- RGUs to grow by 113,000, or 3.8% to 3,094,000, comprising:
 - Basic subscriber net loss of 45,000, ending the year at 1,193,000
 - Digital customer net gain of 53,000, ending the year at 731,000
 - High-speed data customer net gain of 60,000, ending the year at 838,000
 - Phone customer net gain of 45,000, ending the year at 332,000

* Adjusted OIBDA excludes non-cash, share-based compensation charges. See Page 2 for a reconciliation of Adjusted OIBDA to operating income, which is the most directly comparable GAAP measure.

On November 15, 2010, the Company announced that it had entered into a definitive merger agreement with Rocco B. Commisso, Mediacom's founder, Chairman and Chief Executive Officer, and an entity formed by Mr. Commisso. A special meeting of stockholders will be held on March 4, 2011 to vote on the merger agreement, 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 is releasing these preliminary results to provide its stockholders with additional financial information prior to the upcoming special meeting of stockholders. The Company anticipates that if the merger agreement is adopted by the requisite vote of stockholders, the merger will be consummated on or about the date of the stockholder meeting. In light of that expectation, the Company does not plan to make a further earnings release after the 2010 audit is complete or to hold an investors' conference call.

Additional Information About the Merger

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) and from Mediacom.

Reconciliation of Adjusted OIBDA to Operating Income

<i>(in thousands)</i>	Three Months Ended December 31,			Year Ended December 31,		
	2010	2009	Change	2010	2009	Change
Adjusted OIBDA	\$ 138,261	\$ 138,480	(0.2)%	\$ 548,394	\$ 541,681	1.2%
Non-cash, share-based compensation	(2,133)	(1,906)	11.9	(7,802)	(7,290)	7.0
Depreciation and amortization	(62,363)	(59,394)	5.0	(242,233)	(234,630)	3.2
Operating income	<u>\$ 73,765</u>	<u>\$ 77,180</u>	<u>(4.4)%</u>	<u>\$ 298,359</u>	<u>\$ 299,761</u>	<u>(0.5)%</u>

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.

Contacts:

Investor Relations

Calvin G. Craib
Senior Vice President,
Corporate Finance
(845) 695-2675

Media Relations

Thomas J. Larsen
Group Vice President,
Legal and Public Affairs
(845) 695-2754

Cautionary Statement Regarding Forward-Looking Statements

You should carefully review the information contained in this Press Release and in other reports or documents that we file from time to time with the SEC.

In this Press Release, 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 “anticipates,” “believes,” “continue,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “should” or “will,” or the negative of those and other comparable words. These forward-looking statements are not guarantees of future performance or results, and are subject to risks and uncertainties that could cause actual results to differ materially from historical results or those we anticipate as a result of various factors, many of which are beyond our control. Factors that may cause such differences to occur include, but are not limited to:

- increased levels of competition from existing and new competitors;
- lower demand for our video, high-speed data and phone services;
- our ability to successfully introduce new products and services to meet customer demands and preferences;
- changes in laws, regulatory requirements or technology that may cause us to incur additional costs and expenses;
- greater than anticipated increases in programming costs and delivery expenses related to our products and services;
- changes in assumptions underlying our critical accounting policies;
- the ability to secure hardware, software and operational support for the delivery of products and services to our customers;
- disruptions or failures of network and information systems upon which our business relies;
- our reliance on certain intellectual property;
- our ability to generate sufficient cash flow to meet our debt service obligations;
- our ability to refinance future debt maturities or provide future funding for general corporate purposes and potential strategic transactions, on similar terms as we currently experience; and
- other risks and uncertainties discussed in this Press Release, our Annual Report on Form 10-K for the year ended December 31, 2009 and other reports or documents that we file from time to time with the SEC.

Statements included in this Press Release are based upon information known to us as of the date that this Press Release is filed with the SEC, and we assume no obligation to update or alter our forward-looking statements made in this Press Release, whether as a result of new information, future events or otherwise, except as required by applicable federal securities laws.