
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): August 25, 2009

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 August 25, 2009, Mediacom LLC and Mediacom Capital Corporation (collectively, the “Issuers”) and Law Debenture Trust Company of New York, as trustee entered into an Indenture in connection with the issuance and sale by the Issuers of \$350.0 million aggregate principal amount of their 9.125% Senior Notes due 2019. Mediacom LLC is a wholly-owned subsidiary of Mediacom Communications Corporation and Mediacom Capital Corporation is a wholly-owned subsidiary of Mediacom LLC.

The operating subsidiaries of Mediacom LLC have a bank credit facility (the “credit facility”) that consists of a revolving credit commitment and two term loans. On August 25, 2009, the operating subsidiaries of Mediacom LLC entered into an incremental facility agreement that provides for a new term loan under the credit facility in the principal amount of \$300.0 million (the “new term loan”). The new term loan will be funded on September 24, 2009.

On August 25, 2009, we announced the completion of \$650 million of these Senior Notes and term loan financings for Mediacom LLC. A copy of the press release is being furnished as Exhibit 99.1 to this report and incorporated herein by reference.

On August 25, 2009, we, Mediacom LLC and Mediacom Capital Corporation announced that Mediacom LLC and Mediacom Capital Corporation have early accepted all 9¹/₂% Senior Notes due 2013 and 7⁷/₈% Senior Notes due 2011 tendered in the tender offers for those Notes as of 5:00 p.m., New York City time, on August 24, 2009, which was the Early Tender Date for the tender offers. As of the Early Tender Date, holders of \$385.2 million aggregate principal amount of 9¹/₂% Notes and \$63.6 million aggregate principal amount of 7⁷/₈% Notes had validly tendered (and not withdrawn) their Notes. A copy of the press release is being furnished as Exhibit 99.2 to this report and incorporated herein by reference

Item 9.01. Financial Statements and Exhibits.

- (a) Financial Statements of Businesses Acquired — None
- (b) Pro Forma Financial Information — None
- (c) Shell Company Transactions — None
- (d) Exhibits:

Exhibit No. Description

99.1 Senior note and term loan press release issued on August 25, 2009

99.2 Tender offer press release issued on August 25, 2009

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: August 25, 2009

Mediacom Communications Corporation

By: /s/ Mark E. Stephan _____

Mark E. Stephan
Executive Vice President and
Chief Financial Officer



For Immediate Release

Mediacom Communications Announces Completion of Senior Note and Term Loan Financings

Middletown, NY — August 25, 2009 — Mediacom Communications Corporation (Nasdaq: MCCC) announced today the completion of \$650 million of financing for Mediacom LLC, one of its two principal operating subsidiaries. The financings consisted of \$350 million of 9¹/₈% Senior Notes due 2019, sold pursuant to a Rule 144A offering, and an incremental senior secured term loan facility of \$300 million maturing in 2017, which was completed pursuant to an existing bank credit agreement between the operating subsidiaries of Mediacom LLC and lenders thereto. The funding date of the incremental term loan facility is September 24, 2009.

The net proceeds of the 9¹/₈% Senior Notes will be used to fund, in large part, the purchase by Mediacom LLC of both its 9¹/₂% Senior Notes due 2013 and 7⁷/₈% Senior Notes due 2011, which are subject to ongoing tender offers. In accordance with the terms of the tender offers, Mediacom LLC has elected to accept and early purchase all notes tendered by or before 5:00 p.m. on August 24, 2009. The final expiration of the tender offers is 11:59 p.m. on September 8, 2009. All of the 9¹/₂% and 7⁷/₈% Senior Notes that remain outstanding after the expiration of the tender offers have been called for redemption on September 24, 2009. Proceeds from the funding of the incremental term loan facility will be used to fund, in large part, the redemption of the outstanding 9¹/₂% and 7⁷/₈% Senior Notes not purchased in the tender offers.

The 9¹/₈% Senior Notes will not be registered under the Securities Act or any state securities and may not be offered or sold in the United States absent registration or an applicable exemption from registration.

Forward Looking Statements

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,” “estimates,” “expects,” “may,” “plans,” “potential,” “predicts,” “should” or “will,” 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; greater than anticipated effects of economic downturns and other factors which may negatively affect our customers’ demand for our products and services; increasing programming costs and delivery expenses related to our products and services; changes in consumer preferences, laws and regulations or technology that may cause us to change our operational strategies; changes in assumptions underlying our critical accounting policies which could impact our results; 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 impact our ability to refinance our debt in the same amounts and on the same, or similar, terms as we currently experience; and the other risks and uncertainties discussed in this press release, in our Annual Report on Form 10-K for the year ended December 31, 2008 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.

Contact:

Investor Relations

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(845) 695-2675*

Media Relations

*Thomas Larsen
Vice President,
Legal and Public Affairs
(845) 695-2754*



For Immediate Release

**Mediacom Communications Announces
Early Acceptance of Tendered 9¹/₂% Notes and 7⁷/₈% Notes and
Redemption of All Remaining Outstanding Notes of Those Series**

Middletown, NY — August 25, 2009 — Mediacom Communications Corporation (Nasdaq: MCCC) and its subsidiaries Mediacom LLC and Mediacom Capital Corporation (together, the “Companies”) today announced that they have early accepted all 9¹/₂% Senior Notes due 2013 (the “9¹/₂% Notes”) and 7⁷/₈% Senior Notes due 2011 (the “7⁷/₈% Notes”) and, together with the 9¹/₂% Notes, the “Notes”) tendered in the tender offers for those Notes as of 5:00 p.m., New York City time, on August 24, 2009, which was the Early Tender Date for the tender offers. As of the Early Tender Date, holders of \$385.2 million aggregate principal amount of 9¹/₂% Notes and \$63.6 million aggregate principal amount of 7⁷/₈% Notes had validly tendered (and not withdrawn) their Notes. This represents approximately 77% and 51% of the outstanding principal amount of the 9¹/₂% Notes and 7⁷/₈% Notes, respectively. The settlement date for the accepted Notes is today, August 25, 2009.

It was further announced that all conditions to the acceptance of further tenders of Notes in the tender offers have been waived. In accordance with the terms of the tender offers, Notes that are tendered after the Early Tender Date may not be withdrawn.

The tender offers are scheduled to expire at 11:59 p.m., New York City time, on September 8, 2009, unless either such tender offer is extended (the “Expiration Date”). Holders of 9¹/₂% Notes who validly tender their Notes after the Early Tender Date but on or prior to the Expiration Date will be entitled to receive \$982.50 per \$1,000 principal amount tendered and accepted for purchase, plus accrued and unpaid interest to, but not including, the payment date for such Notes. Holders of 7⁷/₈% Notes who validly tender their Notes after the Early Tender Date but on or prior to the Expiration Date will be entitled to receive \$980.00 per \$1,000 principal amount tendered and accepted for purchase, plus accrued and unpaid interest to, but not including, the payment date for such Notes. The Companies will accept and purchase all Notes validly tendered after the Early Tender Date and prior to the Expiration Date.

In addition, the Companies announced the call for redemption of the entire principal amount of both its 9¹/₂% Notes and 7⁷/₈% Notes that remain outstanding following the expiration of the tender offers. The redemption date for both series of Notes has been set for September 24, 2009. In accordance with the redemption provisions of the Notes and the related indentures, the Notes will be redeemed at a price equal to 100% of the principal amount, plus accrued and unpaid interest to, but not including, the redemption date.

Wells Fargo Securities and Citi are acting as the dealer managers for the tender offers, and Global Bondholder Services Corporation is acting as the information agent and depository. Copies of the offer to purchase, as supplemented, and related documents may be obtained from Global Bondholder Services Corporation at (866) 873-7700. Questions regarding the tender offers may be directed to Wells Fargo Securities at (866) 309-6316 or Citi at (800) 558-3745.

This announcement does not constitute an offer to purchase or a solicitation of any offer to sell with respect to the 9½% Notes or the 7⅞% Notes. The tender offers are being made solely by the Offer to Purchase, dated August 11, 2009, as amended and supplemented by the Supplement to the Offer to Purchase, dated August 13, 2009, and the related Letter of Transmittal, copies of which are available from the Information Agent.

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 and towns in the United States. Mediacom Communications offers a wide array of broadband products and services, including traditional video services, digital television, video-on-demand, digital video recorders, high-definition television, high-speed data access and phone service. More information about Mediacom Communications can be accessed on the Internet at: www.mediacomcc.com.

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Source: Mediacom Communications Corporation

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