

SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: January 16, 2001

MEDIACOM COMMUNICATIONS CORPORATION
MEDIACOM LLC

MEDIACOM CAPITAL CORPORATION

(Exact names of Registrants as specified in their charters)

Delaware

0-29227

06-1566067

New York

333-57285-01

06-1433421

New York

333-57285

06-1513997

(State or other jurisdiction
of incorporation or organization)

(Commission File
Numbers)

(IRS Employer
Identification Nos.)

100 Crystal Run Road
Middletown, New York 10941
(Address of principal executive offices)

Registrants' telephone number: (845) 695-2600

Item 5. Other Events.

On January 16, 2001, Mediacom Communications Corporation, the sole member of Mediacom LLC, issued a press release pursuant to Rule 135c of the Securities Act of 1933 concerning the proposed issuance of senior notes under Rule 144A. A copy of such press release is attached hereto as Exhibit 99.1

Item 7. Financial Statements and Exhibits.

- (a) Financial Statements - None
- (b) Pro Forma Financial Information - None
- (c) Exhibits:

Exhibit No. -----	Description -----
99.1	Press Release dated January 16, 2001

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 thereunto duly authorized.

Mediacom Communications Corporation
(Registrant)

Date: January 16, 2001

By: /s/ Mark Stephan

Mark Stephan
Senior Vice President
and Chief Financial Officer

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 thereunto duly authorized.

Mediacom LLC
(Registrant)

Date: January 16, 2001

By: /s/ Mark Stephan

Mark Stephan
Senior Vice President
and Chief Financial Officer

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 thereunto duly authorized.

Mediacom Capital Corporation
(Registrant)

Date: January 16, 2001

By: /s/ Mark Stephan

Mark Stephan
Senior Vice President
and Chief Financial Officer

[LOGO OF Mediacom]

For Immediate Release

Contact: Mark E. Stephan
Senior Vice President and
Chief Financial Officer
845-695-2640
mstephan@mediacomcc.com

Mediacom Communications Announces
Proposed Offering of Senior Notes

Middletown, NY --- January 16, 2001 --- MEDIACOM COMMUNICATIONS CORPORATION (the "Company") (Nasdaq: MCCC) announced today that its wholly-owned subsidiary, Mediacom LLC, intends to offer \$300 million of senior notes (the "Senior Notes") due 2013. The net proceeds from this private placement will be used to repay bank indebtedness under the Company's revolving credit agreements.

The Senior Notes will be offered to qualified institutional buyers under Rule 144A and to persons outside the United States under Regulation S. The Senior Notes will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Senior Notes in any state in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

The Company is the 9th largest cable television company in the United States. The Company's cable systems pass approximately 1.2 million homes and serve approximately 780,000 basic subscribers in 22 states. The Company offers an array of broadband services, including cable television, advanced digital video programming and high-speed Internet access. The Company was founded in July 1995 by Rocco B. Comisso, its Chairman and Chief Executive Officer, to acquire and develop cable television systems serving principally non-metropolitan markets in the United States.

Any statements in this press release that are not historical facts are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from historical results or those the Company or Mediacom LLC anticipates. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see the reports and documents the Company and Mediacom LLC file from time to time with the Securities and Exchange Commission. The Company and Mediacom LLC are under no obligation (and expressly disclaim any such obligation) to update or alter their forward-looking statements, whether as a result of new information, future events or otherwise.

Mediacom Communications Corporation

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