



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

January 21, 2025

Christian O. Nagler
Kirkland & Ellis LLP

Re: Charter Communications, Inc. (the "Company")
Incoming letter dated December 3, 2024

Dear Christian O. Nagler:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by John Chevedden (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(f) because the Proponent did not comply with Rule 14a-8(b)(1)(i). As required by Rule 14a-8(f), the Company notified the Proponent of the problem, and the Proponent failed to adequately correct it. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rules 14a-8(b)(1)(i) and 14a-8(f).

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2024-2025-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: John Chevedden

KIRKLAND & ELLIS LLP

Christian O. Nagler, P.C.
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December 3, 2024

VIA ELECTRONIC SUBMISSION

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Shareholder Proposal of John Chevedden

Ladies and Gentlemen:

We submit this letter on behalf of Charter Communications, Inc. (the “*Company*”) to notify the U.S. Securities and Exchange Commission (the “*Commission*”) that the Company intends to omit from its proxy statement and form of proxy for its 2025 Annual Meeting of Shareholders (the “*2025 Annual Meeting*” and such materials, the “*2025 Proxy Materials*”) a shareholder proposal and supporting statement (the “*Proposal*”) submitted by John Chevedden (the “*Proponent*”). We also request confirmation that the staff of the Division of Corporation Finance (the “*Staff*”) will not recommend enforcement action to the Commission if the Company omits the Proposal from the 2025 Proxy Materials for the reasons discussed below.

The Company currently expects to file its definitive 2025 Proxy Materials on or around March 13, 2025. Accordingly, in compliance with Rule 14a-8(j) of the Securities Exchange Act of 1934, as amended, we have filed this letter with the Commission no later than 80 calendar days before the Company intends to file its definitive 2025 Proxy Materials with the Commission. In light of the Company’s timeline for filing the definitive proxy statement, the Company requests that the Staff respond to this letter prior to February 10, 2025 if practicable.

In accordance with the Staff announcement published on November 7, 2023, we are submitting this letter electronically to the Staff through the online shareholder proposal form. In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponent as notice of the Company’s intent to omit the Proposal from the 2025 Proxy Materials. Likewise, we take this opportunity to inform the Proponent that if the Proponent elects to submit any correspondence to the Commission or the Staff with respect to

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the Proposal, a copy of that correspondence should be provided concurrently to the undersigned on behalf of the Company.

THE PROPOSAL

The Proposal sets forth the following resolution to be voted on by shareholders at the 2025 Annual Meeting:

Shareholders ask our Board of Directors to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting or the owners of the lowest percentage of shareholders, as governed by state law, the power to call a special shareholder meeting.

A full copy of the Proposal is attached hereto as Exhibit A.¹

BASIS FOR EXCLUSION

As discussed more fully below, the Company believes it may properly omit the Proposal from its 2025 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f) because the Proponent failed to provide the Company with requisite proof of ownership, satisfactory of the requirements of Rule 14a-8(b)(1)(i).

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(b) and Rule 14a-8(f) Because the Proponent Failed to Provide the Requisite Proof of Ownership.

Rule 14a-8(b)(1) provides that in order to be eligible to submit a proposal for a company's annual meeting, a proponent must have continuously held:

- At least \$2,000 in market value of the company's securities entitled to vote on the proposal for at least three years; or
- At least \$15,000 in market value of the company's securities entitled to vote on the proposal for at least two years; or

¹ On November 11, 2024, after the Company sent two deficiency notices to the Proponent, he submitted revisions to the Proposal as initially submitted but again failed to provide the requisite proof of ownership as noted in the deficiency notices. We include both submissions in Exhibit A and note that the Proposal request is the same in both versions.

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- At least \$25,000 in market value of the company's securities entitled to vote on the proposal for at least one year.

Rule 14a-8(b)(2) provides that if a proponent is not a registered holder of securities and has not made a filing with the Commission demonstrating that the proponent meets the share ownership requirement (as described in Rule 14a-8(b)(2)(ii)(B)), the proponent must submit to the company a written statement from the "record" holder of the proponent's securities verifying that, at the time the proponent submitted the proposal, the proponent continuously held at least \$2,000, \$15,000, or \$25,000 in market value of the company's securities entitled to vote on the proposal for at least three years, two years, or one year, respectively.

Rule 14a-8(f) provides that if the proponent fails to provide such proof of ownership, the company may exclude the proposal if the company notifies the proponent in writing of such deficiency within 14 calendar days of receiving the proposal and the proponent fails to adequately correct the deficiency. The proponent's response to the company's notice of deficiency must be postmarked or transmitted electronically to the company no later than 14 days from the date the proponent receives the notice of deficiency.

As shown in Exhibit B, the Proposal was received by the Company on October 7, 2024 without any evidence of the Proponent's ownership of Company shares for the required period of time under Rule 14a-8(b)(1)(i). The Proponent's cover letter stated in relevant part that the Proponent "intend[s] to continue to hold the required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof." The Company reviewed its stock records, which did not indicate that the Proponent was a record owner of any shares of Company securities.

On October 10, 2024, within 14 calendar days of receiving the Proposal as required by Rule 14a-8(f)(1), the Company notified the Proponent in a letter sent by e-mail, followed by a courtesy hard copy sent via Federal Express Priority Overnight on that same date, of the procedural deficiency discussed above (the "*First Deficiency Notice*"). Copies of the First Deficiency Notice and confirmation of delivery of the courtesy hard copy are attached hereto as Exhibit C.

The First Deficiency Notice described the necessary documentation to prove the requisite ownership of Company shares and included a copy of Rule 14a-8 as amended, as well as copies of Staff Legal Bulletin No. 14F ("*SLB 14F*"), Staff Legal Bulletin No. 14G ("*SLB 14G*"), and Staff Legal Bulletin No. 14L ("*SLB 14L*"). The First Deficiency Notice also informed the Proponent that the response must be postmarked or transmitted to the Company no later than 14 calendar days from the date of receipt of the Notice of Deficiency (*i.e.*, no later than October 24, 2024). The Proponent sent an e-mail to the Company on October 22, 2024 to which he attached a

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December 3, 2024

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letter from Fidelity Investments that stated that as of the start of business on October 8, 2024, the Proponent has continuously owned no fewer than four (4,000) shares of Company stock since at least September 20, 2021 (the “*Broker Letter*”). A copy of the Broker Letter is attached hereto as Exhibit D. On November 4, 2024, within 14 calendar days of receiving the Broker Letter, the Company notified the Proponent in a letter sent by e-mail, followed by a courtesy hard copy sent via Federal Express Priority Overnight on that same date, that the Broker Letter did not provide adequate proof that the Proponent owns the minimum required amount of Company shares to be eligible to submit a shareholder proposal pursuant to Rule 14a-8 (the “*Second Deficiency Notice*”). The Second Deficiency Notice, among other things, identified the specific defects in the Broker Letter, notified the Proponent of the requirements of Rule 14a-8, and explained how the Proponent could cure the procedural deficiency. In particular, the Second Deficiency Notice explained:

While the Broker Letter demonstrates the Proponent has held four shares of Company stock continuously for at least three years preceding the Submission Date, on no date within the 60 calendar days preceding the Submission Date did the market value of such shares meet or exceed the \$2,000 threshold, as calculated in the manner [required by Rule 14a-8 and described in the Second Deficiency Notice]. The highest selling price during the 60 calendar days preceding the Submission Date was \$367.31 on August 9, 2024. Multiplying that dollar amount by four equals a market value of \$1,469.24, which is well below the \$2,000 threshold.

The Second Deficiency Notice also included copies of Rule 14a-8, SLB 14F, SLB 14G, and SLB 14L. Copies of the Second Deficiency Notice and the confirmation of delivery of the courtesy hard copy are attached hereto as Exhibit E. More than 14 calendar days have passed since the Company sent the Second Deficiency Notice to the Proponent and requisite proof of ownership has not been received by the Company.

The Staff has consistently permitted exclusion under Rule 14a-8(f) of shareholder proposals where a proponent has failed to provide timely proof of requisite share ownership in response to a timely notice of deficiency from the company. *See, e.g., Science Applications International Corporation* (Apr. 9, 2024) (concurring in exclusion of a proposal under Rule 14a-8(f) where the proponent did not provide proof of ownership to satisfy the eligibility requirements within the time set forth in Rule 14a-8); *Yum! Brands, Inc.* (Mar. 31, 2023) (same); *Meta Platforms, Inc.* (Apr. 2, 2022) (same); *Cisco Systems, Inc.* (Aug. 6, 2021) (same); and *Huntsman Corporation* (Jan. 16, 2020) (same).

The facts here are similar to those in *Sage Therapeutics, Inc.* (Apr. 9, 2024) (“*Sage*”) where, following receipt of a deficiency notice, the same Proponent submitted a broker letter that did not establish continuous ownership of the requisite number of Sage’s shares for the applicable

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holding period required by Rule 14a-8 (there, the broker letter verified continuous ownership of \$1,616.25 in market value of Sage's shares for a period of three years and one month preceding and including the submission date of the proposal). Sage similarly sent a second deficiency notice to the Proponent and did not receive a timely response from the Proponent establishing requisite ownership. The Staff concurred with Sage that the proposal was properly excludable under Rule 14a-8(f) because the Proponent did not comply with Rule 14a-8(b)(1)(i).

The facts here are also similar to those in *Visa Inc.* (Nov. 8, 2022) ("*Visa*") where Visa sent a deficiency notice to the same Proponent requesting proof of ownership. The Proponent responded with a broker letter that similarly did not establish that the Proponent held the requisite number of Visa's shares for the applicable holding period required by Rule 14a-8 (there, the broker letter verified continuous ownership of \$7,580.10 in market value of the company's shares for a period of two years and 227 days preceding and including the submission date of the proposal). Visa sent a second deficiency notice to the Proponent and did not receive a timely response from the Proponent. The Staff concurred with Visa that the proposal was properly excludable under Rule 14a-8(f) because the Proponent did not comply with Rule 14a-8(b)(1)(i).

Here, the Company sent the First Deficiency Notice within the time period required by Rule 14a-8. In accordance with SLB 14L, the Company sent the Second Deficiency Notice, which identified the specific defects in the proof of ownership submitted by the Proponent. The Proponent has not cured the procedural defect. Accordingly, we request that the Staff concur that the Company may exclude the Proposal under Rule 14a-8(b) and Rule 14a-8(f).

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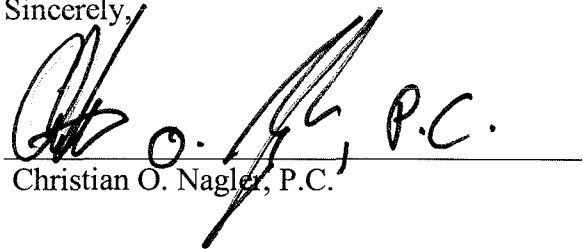
December 3, 2024

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CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that the Company may exclude the Proposal from the 2025 Proxy Materials. Should the Staff disagree with the conclusions set forth in this letter, or should you require any additional information in support of our position, we would welcome the opportunity to discuss these matters with you as you prepare your response. Any such communication regarding this letter should be directed to me at Christian.Nagler@kirkland.com or (212) 446-4660.

Sincerely,



Christian O. Nagler, P.C.

cc: Jamal Haughton
Charter Communications, Inc.

John Chevedden

Enclosures: Exhibit A
Exhibit B
Exhibit C
Exhibit D
Exhibit E

EXHIBIT A

[CHTR – Rule 14a-8 Proposal, October 3, 2024]

[This line and any line above it is not for publication.]

Proposal 4 – Shareholder Ability to Call for a Special Shareholder Meeting

Shareholders ask our Board of Directors to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting or the owners of the lowest percentage of shareholders, as governed by state law, the power to call a special shareholder meeting.

A shareholder right to call for a special shareholder meeting, as called for in this proposal, can help make shareholder engagement meaningful. A shareholder right to call for a special shareholder meeting will help ensure that the DT Midstream Board and management engages with shareholders in good faith because shareholders will have a viable Plan B by calling for a special shareholder meeting.

Companies like to claim that shareholders have multiple means to communicate with management but in most cases these means are as effective as mailing a letter to the CEO.

Since a special shareholder meeting can be called to replace a director, adoption of this proposal could foster better performance by our directors.

With the widespread use of online shareholder meetings it is much easier for management to conduct a special shareholder meeting for important issues and Charter Communications bylaws thus need to be updated accordingly.

Please vote yes:

Shareholder Ability to Call for a Special Shareholder Meeting – Proposal 4

[The line above – *Is* for publication. Please assign the correct proposal number in the 2 places.]

[CHTR – Rule 14a-8 Proposal, October 3, 2024, Revised November 10, 2024]

[This line and any line above it is not for publication.]

Proposal 4 – Support Shareholder Ability to Call for a Special Shareholder Meeting

Shareholders ask our Board of Directors to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting or the owners of the lowest percentage of shareholders, as governed by state law, the power to call a special shareholder meeting.

A shareholder right to call for a special shareholder meeting, as called for in this proposal, can help make shareholder engagement meaningful. A shareholder right to call for a special shareholder meeting will help ensure that the Charter Communications Board and management engages with shareholders in good faith because shareholders will have a viable Plan B by calling for a special shareholder meeting.

Companies often claim that shareholders have multiple means to communicate with management but in most cases these means are as effective as mailing a letter to the CEO.

Since a special shareholder meeting can be called to replace a director, adoption of this proposal could foster better performance by our directors.

With the widespread use of online shareholder meetings it is much easier for management to conduct a special shareholder meeting for important issues and Charter Communications bylaws thus need to be updated accordingly.

Please vote yes:

Support Shareholder Ability to Call for a Special Shareholder Meeting – Proposal 4

[The line above – Is for publication. Please assign the correct proposal number in the 2 places.]

EXHIBIT B

Received	Local Time	Carrier	Tracking #	Status	Route	Time In Locker (Days)	Locker Number	Recipient	Recipient Department	Recipient location	Recipient Mailstop	Recipient Unique ID	Delivered	Given To	User	Package location	Sender	Comment	Arrived Damaged	Cost Account	Signature
Mon, 07 Oct 2024 08:35 AM	Mon, 07 Oct 2024 08:51 AM	FedEx	'778996329965'	DELIVERED				Haughton, Jamal [REDACTED]					Mon, 07 Oct 2024 08:51 AM	[REDACTED]	[REDACTED]	Stamford CT			No		[REDACTED]
Mon, 07 Oct 2024 08:35 AM	Mon, 07 Oct 2024 08:35 AM	FedEx	'778996329965'	RECEIVED				Haughton, Jamal [REDACTED]							[REDACTED]	Stamford CT			No		
Mon, 07 Oct 2024 08:35 AM	Mon, 07 Oct 2024 08:35 AM	FedEx	'778996329965'	CREATED				Haughton, Jamal [REDACTED]							[REDACTED]	Stamford CT			No		

DELIVERED

Monday

10/7/24 at 8:27 AM

Signed for by [REDACTED]

[Obtain proof of delivery](#)

DELIVERY STATUS

Delivered 

[Report missing package](#)


ADD YOUR EMAIL TO STAY UPDATED ON THIS SHIPMENT

GET UPDATES

MORE OPTIONS

TRACKING ID

778996329965 [✎](#) [☆](#)



- FROM**
REDONDO BEACH, CA US
Label Created
10/3/24 12:28 PM
- WE HAVE YOUR PACKAGE**
HAWTHORNE, CA
10/3/24 3:14 PM
- ON THE WAY**
STAMFORD, CT
10/7/24 6:43 AM
- OUT FOR DELIVERY**
STAMFORD, CT
10/7/24 8:07 AM
- DELIVERED**
STAMFORD, CT US
Delivered
10/7/24 at 8:27 AM

JOHN CHEVEDDEN

[REDACTED]

Mr. Jamal H. Haughton
Corporate Secretary
Charter Communications, Inc. (CHTR)
[REDACTED]

Dear Mr. Haughton,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold the required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

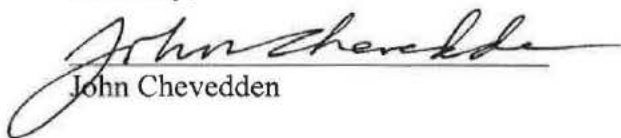
Please assign the proper sequential proposal number in each appropriate place.

Please use the title of the proposal in bold in all references to the proposal in the proxy including the table of contents, like Board of Directors proposals, and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message to [REDACTED] it may very well save you from formally requesting a broker letter from me.

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested." I so request.

Sincerely,


John Chevedden


Date

[CHTR – Rule 14a-8 Proposal, October 3, 2024]

[This line and any line above it is not for publication.]

Proposal 4 – Shareholder Ability to Call for a Special Shareholder Meeting

Shareholders ask our Board of Directors to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting or the owners of the lowest percentage of shareholders, as governed by state law, the power to call a special shareholder meeting.

A shareholder right to call for a special shareholder meeting, as called for in this proposal, can help make shareholder engagement meaningful. A shareholder right to call for a special shareholder meeting will help ensure that the DT Midstream Board and management engages with shareholders in good faith because shareholders will have a viable Plan B by calling for a special shareholder meeting.

Companies like to claim that shareholders have multiple means to communicate with management but in most cases these means are as effective as mailing a letter to the CEO.

Since a special shareholder meeting can be called to replace a director, adoption of this proposal could foster better performance by our directors.

With the widespread use of online shareholder meetings it is much easier for management to conduct a special shareholder meeting for important issues and Charter Communications bylaws thus need to be updated accordingly.

Please vote yes:

Shareholder Ability to Call for a Special Shareholder Meeting – Proposal 4

[The line above – *Is* for publication. Please assign the correct proposal number in the 2 places.]

Notes:

“Proposal 4” stands in for the final proposal number that management will assign. The proposal number and title at the top of proposal is the number and title intended for publication in the proxy and on the ballot – word for word with no added words or mixture of shareholder words with management words.

It is critically important that the proponent have control of the ballot title with no words added or subtracted from the title because the title of the proposal may be the only words a voting shareholder sees. If management disagrees then it has the option of negotiating now or asking for no action relief.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(1)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT. Please arrange in advance in a separate email message regarding a meeting if needed.

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email

[REDACTED]

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the top of the proposal and be center justified with the title.



FOR

**Shareholder
Rights**

EXHIBIT C

KIRKLAND & ELLIS LLP

Christian O. Nagler, P.C.
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christian.nagler@kirkland.com

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United States

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Facsimile:
+1 212 446 4900

October 10, 2024

BY EMAIL AND FEDERAL EXPRESS

John Chevedden



Re: Notification of Deficiency under Rule 14a-8

Dear Mr. Chevedden:

Charter Communications, Inc. (the “*Company*”) received a letter on October 7, 2024 (the “*Submission Date*”) from John Chevedden (the “*Proponent*”) requesting that the Company include the shareholder proposal referenced in the letter (the “*Proposal*”) in the Company’s proxy materials for its 2025 Annual Meeting of Shareholders (the “*Annual Meeting*”).

The Company has reviewed the Proposal and brings to your attention the following deficiency regarding the Proposal’s eligibility in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”):

- Failure to provide requisite proof of ownership

Failure to provide requisite proof of ownership

To be eligible to submit a shareholder proposal, the Proponent must submit sufficient proof of continuous ownership for the applicable holding period preceding and including the Submission Date of:

(A) at least \$2,000 in market value of Company stock entitled to vote on the Proposal for at least three years; or

(B) at least \$15,000 in market value of Company stock entitled to vote on the Proposal for at least two years; or

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John Chevedden
October 10, 2024
Page 2

(C) at least \$25,000 in market value of Company stock entitled to vote on the Proposal for at least one year.

Please note that for purposes of (A), (B) or (C), under Rule 14a-8(b)(1)(vi) you may not aggregate your holdings with those of another shareholder or group of shareholders to meet the requisite amount of securities necessary to be eligible to submit a proposal.

Our search of the database of our registered shareholders shows that the Proponent is not a shareholder of record. We are therefore unable to verify this ownership requirement. Because the Proponent is not a record holder, the Proponent must provide the Company with documentation as to the Proponent's ownership of the required amount of the Company's shares. Sufficient proof must be in the form of either:

- a written statement from the "record" holder of the Proponent's Company stock (usually a broker or bank) verifying that, at the time the Proponent submitted the Proposal (the Submission Date), the Proponent continuously held at least \$2,000, \$15,000, or \$25,000 in market value of Company stock for at least three years, two years, or one year, respectively; or
- a copy of a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5 filed with the Securities and Exchange Commission ("*SEC*"), or amendments to those documents or updated forms, demonstrating that the Proponent meets at least one of the share ownership requirements pursuant to paragraphs (A) through (C) above.

If you intend to demonstrate the Proponent's ownership by submitting a written statement from the "record" holder of the Proponent's shares, please note that most large U.S. brokers and banks deposit their customers' shares with, and hold those shares through, the Depository Trust Company ("*DTC*"). Under SEC Staff Legal Bulletins No. 14F ("*SLB 14F*") and 14G ("*SLB 14G*"), only DTC participants and their affiliates are viewed as "record" holders of shares that are deposited at DTC for purposes of satisfying the proof of ownership requirement under Rule 14a-8(b) of the Exchange Act. You can confirm whether the Proponent's bank or broker is a DTC participant by asking such broker or bank or by checking the DTC's participant list, which is currently available on the Internet at: <http://www.dtcc.com/client-center/dtc-directories>.

In these situations, proof of ownership must be obtained from the DTC participant or affiliate thereof through which the Proponent's shares are held, as follows:

- If the Proponent's broker or bank is a DTC participant or affiliate thereof, you must submit proof of ownership from such broker or bank.

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John Chevedden
October 10, 2024
Page 3

- If the Proponent's broker or bank is not a DTC participant or affiliate thereof, the Proponent must submit proof of ownership from the DTC participant or affiliate thereof through which the Proponent's shares are held. You should be able to find out the identity of the DTC participant by asking such broker or bank. If the DTC participant that holds the Proponent's shares is not able to confirm the Proponent's individual holdings but is able to confirm the holdings of the Proponent's broker or bank, you need to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, as of the Submission Date, the Proponent continuously held the requisite amount of shares for the applicable holding period: (1) one from such broker or bank confirming the Proponent's continuous ownership of the Company's shares, and (2) the other from the DTC participant confirming the continuous ownership of the Company's shares by such broker or bank.

Staff Legal Bulletin No. 14L ("*SLB 14L*") provides that the following is an acceptable format for such broker or bank to provide the required proof of ownership dated as of the Submission Date for purposes of Rule 14a-8(b):

"As of [date the proposal is submitted], [name of shareholder] held, and has held continuously for at least [one year] [two years] [three years], [number of securities] shares of [company name] [class of securities]."

* * *

Rule 14a-8(f) of the Exchange Act requires the Proponent to correct the deficiency noted above in order for the Proposal to be eligible for inclusion in the Company's proxy materials for the Annual Meeting. The response to this letter must be postmarked or transmitted electronically no later than fourteen (14) calendar days from the date of receipt to the following address:

Charter Communications, Inc.
400 Washington Blvd.
Stamford, CT 06902
Attn: Corporate Secretary
Email: [REDACTED]

KIRKLAND & ELLIS LLP

John Chevedden
October 10, 2024
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The Company may exclude the Proposal if the Proponent does not meet the procedural requirements set forth in the enclosed rules. However, if the deficiency is corrected within the required time frame, the Company will then address the substance of the Proposal. Even if the defect noted above is remedied in a timely manner, the Company reserves the right to raise any substantive objections it has to the Proposal at a later date.

Sincerely,

/s/ Christian O. Nagler

Christian O. Nagler, P.C.

CC: Jamal Haughton, Corporate Secretary

Enclosures:

- Exhibit A - Copy of Rule 14a-8
- Exhibit B - SLB 14F, SLB 14G and SLB 14L



December 03, 2024

Dear Customer,

The following is the proof-of-delivery for tracking number: 779170526348

Delivery Information:

Status:	Delivered	Delivered To:	Residence
Signed for by:	Signature not required	Delivery Location:	
Service type:	FedEx Priority Overnight		
Special Handling:	Deliver Weekday; Residential Delivery		REDONDO BEACH, CA,
		Delivery date:	Oct 11, 2024 09:25

Shipping Information:

Tracking number:	779170526348	Ship Date:	Oct 10, 2024
		Weight:	0.5 LB/0.23 KG
Recipient:		Shipper:	
REDONDO BEACH, CA, US,		LOS ANGELES, CA, US,	

Reference 23542-00028

Proof-of-delivery details appear below; however, no signature is available for this FedEx Express shipment because a signature was not required.

Thank you for choosing FedEx

EXHIBIT D

From: John Chevedden [REDACTED]
Sent: Tuesday, October 22, 2024 9:21 AM
To: Haughton, Jamal; Michel, Patti L
Subject: [EXTERNAL] Broker Letter (CHTR)
Attachments: Scan2024-10-22_061859.pdf



CAUTION: The e-mail below is from an external source. Please exercise caution before opening attachments, clicking links, or following guidance.

Broker Letter (CHTR)



JOHN R CHEVEDDEN

October 08, 2024

Dear John Chevedden,

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity investments.

Please accept this letter as confirmation that as of the start of business on the date of this letter Mr. Chevedden has continuously owned no fewer than the shares quantities of the securities shown on the below table since at least September 20, 2021:

(CONTINUED)



Security	Symbol	Share Quantity
[REDACTED]		
CHARTER COMMUNICATIONS INC NEW CL A	CHTR	4.000
[REDACTED]		

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number 0226) a Fidelity Investments subsidiary.

(CONTINUED)

Personal Investing

P.O. Box 770001
Cincinnati, OH 45277-0045



I hope you find this information helpful. If you have any questions regarding this issue or general inquiries regarding your account, please contact a Fidelity representative at 800-544-5704 for assistance.

Sincerely,

A handwritten signature in black ink that reads 'Erick Lucatero'.

Erick Lucatero
Brokerage Operations

Our File: W255492-08OCT24

EXHIBIT E

KIRKLAND & ELLIS LLP

Christian O. Nagler, P.C.
To Call Writer Directly:
+1 212 446 4660
christian.nagler@kirkland.com

601 Lexington Avenue
New York, NY 10022
United States
+1 212 446 4800
www.kirkland.com

Facsimile:
+1 212 446 4900

November 4, 2024

BY EMAIL AND FEDERAL EXPRESS

John Chevedden



Re: Notification of Deficiency under Rule 14a-8

Dear Mr. Chevedden:

Charter Communications, Inc. (the “*Company*”) received a letter on October 7, 2024 (the “*Submission Date*”) from John Chevedden (the “*Proponent*”) requesting that the Company include the shareholder proposal referenced in the letter (the “*Proposal*”) in the Company’s proxy materials for its 2025 Annual Meeting of Shareholders (the “*Annual Meeting*”). In the deficiency notice we sent to you on October 10, 2024, we notified you of the deficiency regarding the Proposal’s eligibility in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”) as well as how to cure the deficiency (the “*Deficiency Notice*”). On October 22, 2024, we received your email to which you attached a letter from Fidelity Investments that states that as of the start of business on October 8, 2024, you have continuously owned no fewer than four (4,000) shares of Company stock since at least September 20, 2021 (the “*Broker Letter*”). The Company has reviewed the Proposal and the Broker Letter and brings to your attention the following deficiency regarding the Proposal’s eligibility in accordance with Rule 14a-8 of the Exchange Act:

- Failure to provide requisite proof of ownership

Failure to provide requisite proof of ownership

As previously explained in the Deficiency Notice, to be eligible to submit a shareholder proposal, the Proponent must submit sufficient proof of continuous ownership for the applicable holding period preceding and including the Submission Date of:

KIRKLAND & ELLIS LLP

John Chevedden
November 4, 2024
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(A) at least \$2,000 in market value of Company stock entitled to vote on the Proposal for at least three years; or

(B) at least \$15,000 in market value of Company stock entitled to vote on the Proposal for at least two years; or

(C) at least \$25,000 in market value of Company stock entitled to vote on the Proposal for at least one year.

Please note that for purposes of (A), (B) or (C), under Rule 14a-8(b)(1)(vi) you may not aggregate your holdings with those of another shareholder or group of shareholders to meet the requisite amount of securities necessary to be eligible to submit a proposal.

As previously noted in the Deficiency Notice, our search of the database of our registered shareholders shows that the Proponent is not a shareholder of record. We are therefore unable to verify this ownership requirement. In addition, the Broker Letter does not provide adequate proof that the Proponent owns the required amount of Company shares. For purposes of calculating the “market value” in (A), (B), or (C), footnote 55 of Securities and Exchange Commission (“SEC”) Release No. 34-89964 (Sept. 23, 2020) explains:

Due to market fluctuations, the value of a shareholder’s investment in a company may vary throughout the applicable holding period before the shareholder submits the proposal. In order to determine whether the shareholder satisfies the relevant ownership threshold, the shareholder should look at whether, on any date within the 60 calendar days before the date the shareholder submits the proposal, the shareholder’s investment is valued at the relevant threshold or greater. See 1983 Adopting Release, supra note 2. For these purposes, companies and shareholders should determine the market value by multiplying the number of securities the shareholder continuously held for the relevant period by the highest selling price during the 60 calendar days before the shareholder submitted the proposal. For purposes of this calculation, it is important to note that a security’s highest selling price is not necessarily the same as its highest closing price.

While the Broker Letter demonstrates the Proponent has held four shares of Company stock continuously for at least three years preceding the Submission Date, on no date within the 60 calendar days preceding the Submission Date did the market value of such shares meet or exceed the \$2,000 threshold, as calculated in the manner described above. The highest selling price during the 60 calendar days preceding the Submission Date was \$367.31 on August 9, 2024. Multiplying that dollar amount by four equals a market value of \$1,469.24, which is well below the \$2,000 threshold.

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John Chevedden
November 4, 2024
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To remedy this defect, the Proponent must provide the Company with sufficient proof as to the Proponent's ownership of the required amount of the Company's shares (calculated in the manner described above). Sufficient proof must be in the form of either:

- a written statement from the "record" holder of the Proponent's Company stock (usually a broker or bank) verifying that, at the time the Proponent submitted the Proposal (the Submission Date), the Proponent continuously held at least \$2,000, \$15,000, or \$25,000 in market value of Company stock for at least three years, two years, or one year, respectively; or
- a copy of a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5 filed with the SEC, or amendments to those documents or updated forms, demonstrating that the Proponent meets at least one of the share ownership requirements pursuant to paragraphs (A) through (C) above.

If you intend to demonstrate the Proponent's ownership by submitting a written statement from the "record" holder of the Proponent's shares, please note that most large U.S. brokers and banks deposit their customers' shares with, and hold those shares through, the Depository Trust Company ("DTC"). Under SEC Staff Legal Bulletins No. 14F ("*SLB 14F*") and 14G ("*SLB 14G*"), only DTC participants and their affiliates are viewed as "record" holders of shares that are deposited at DTC for purposes of satisfying the proof of ownership requirement under Rule 14a-8(b) of the Exchange Act. You can confirm whether the Proponent's bank or broker is a DTC participant by asking such broker or bank or by checking the DTC's participant list, which is currently available on the Internet at: <http://www.dtcc.com/client-center/dtc-directories>.

In these situations, proof of ownership must be obtained from the DTC participant or affiliate thereof through which the Proponent's shares are held, as follows:

- If the Proponent's broker or bank is a DTC participant or affiliate thereof, you must submit proof of ownership from such broker or bank.
- If the Proponent's broker or bank is not a DTC participant or affiliate thereof, the Proponent must submit proof of ownership from the DTC participant or affiliate thereof through which the Proponent's shares are held. You should be able to find out the identity of the DTC participant by asking such broker or bank. If the DTC participant that holds the Proponent's shares is not able to confirm the Proponent's individual holdings but is able to confirm the holdings of the Proponent's broker or bank, you need to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, as of the Submission Date, the Proponent continuously held the requisite amount of shares for the applicable holding period: (1) one from such broker or bank confirming the Proponent's continuous ownership of the

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November 4, 2024
Page 4

Company's shares, and (2) the other from the DTC participant confirming the continuous ownership of the Company's shares by such broker or bank.

Staff Legal Bulletin No. 14L ("*SLB 14L*") provides that the following is an acceptable format for such broker or bank to provide the required proof of ownership dated as of the Submission Date for purposes of Rule 14a-8(b):

"As of [date the proposal is submitted], [name of shareholder] held, and has held continuously for at least [one year] [two years] [three years], [number of securities] shares of [company name] [class of securities]."

* * *

Rule 14a-8(f) of the Exchange Act requires the Proponent to correct the deficiency noted above in order for the Proposal to be eligible for inclusion in the Company's proxy materials for the Annual Meeting. The response to this letter must be postmarked or transmitted electronically no later than fourteen (14) calendar days from the date of receipt to the following address:

Charter Communications, Inc.
400 Washington Blvd.
Stamford, CT 06902
Attn: Corporate Secretary
Email: [REDACTED]

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John Chevedden
November 4, 2024
Page 5

The Company may exclude the Proposal if the Proponent does not meet the procedural requirements set forth in the enclosed rules. However, if the deficiency is corrected within the required time frame, the Company will then address the substance of the Proposal. Even if the defect noted above is remedied in a timely manner, the Company reserves the right to raise any substantive objections it has to the Proposal at a later date.

Sincerely,

/s/ Christian O. Nagler

Christian O. Nagler, P.C.

CC: Jamal Haughton, Corporate Secretary

Enclosures:

- Exhibit A - Copy of Rule 14a-8
- Exhibit B - SLB 14F, SLB 14G and SLB 14L



December 03, 2024

Dear Customer,

The following is the proof-of-delivery for tracking number: 779733032102

Delivery Information:

Status:	Delivered	Delivered To:	Residence
Signed for by:	Signature not required	Delivery Location:	
Service type:	FedEx Priority Overnight		
Special Handling:	Deliver Weekday; Residential Delivery		REDONDO BEACH, CA,
		Delivery date:	Nov 5, 2024 10:07

Shipping Information:

Tracking number:	779733032102	Ship Date:	Nov 4, 2024
		Weight:	0.5 LB/0.23 KG
Recipient:		Shipper:	
REDONDO BEACH, CA, US,		New York, NY, US,	

Reference	23542-00028
Purchase Order	C. Thomas

Proof-of-delivery details appear below; however, no signature is available for this FedEx Express shipment because a signature was not required.

Thank you for choosing FedEx

JOHN CHEVEDDEN

January 12, 2025

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

1 Rule 14a-8 Proposal
Charter Communications, Inc. CHTR
Special Shareholder Meeting
John Chevedden
600096

Ladies and Gentlemen:

This responds to the December 3, 2024 no-action request.

I have owned the same 4 shares of Charter Communications (CHTR) stock contubuously since August 27, 2021. I have lost \$1877 on this purchase.

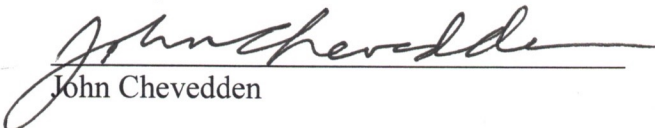
CHTR shares were at \$811 in August 2021. Now CHTR shares have fallen in almost at stright line to \$334.

It is against common sense and against the reason for securities regulation to reward a company for driving its stock price down deeply. Charter Communications is worse in paying an expensive law firm in its quest to be rewarded for driving its stock price down deeply when an in-house paralegal could have drafted this December 3, 2024 letter. This is all the worse because this proposal is a governance proposal that has a chance to improve shareholder value.

CHTR is demanding that a proponent chase its stock in its downward spiral in order to have standing to have a published rule 14a-8 proposal.

There will be an additional response to this no action request.

Sincerely,


John Chevedden

cc: Jamal Haughton

JOHN CHEVEDDEN

January 20, 2025

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

2 Rule 14a-8 Proposal
Charter Communications, Inc. CHTR
Special Shareholder Meeting
John Chevedden
600096

Ladies and Gentlemen:

This responds to the December 3, 2024 no-action request.

This is an update

I have owned the same 4 shares of Charter Communications (CHTR) stock continuously since August 27, 2021. I have now lost \$1405 on this purchase which is 56% of my original investment.

CHTR shares were at \$811 in August 2021. Now CHTR shares have fallen in almost at straight line to \$351.

It is against common sense and against the reason for securities regulation to reward a company for driving its stock price down deeply. Charter Communications is worse in paying an expensive law firm in its quest to be rewarded for driving its stock price down deeply when an in-house paralegal could have drafted this December 3, 2024 letter. This is all the worse because this proposal is a governance proposal that has a chance to improve shareholder value.

CHTR is demanding that a proponent chase its stock in its downward spiral in order to have standing to have a published rule 14a-8 proposal.

A proponent who has lost more than 50% of his investment can be one of the most highly motivated shareholders to work for a turnaround at CHTR. It is against good public policy to exclude such a shareholder.

Sincerely,


John Chevedden

cc: Jamal Haughton