

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

DIVISION OF
CORPORATION FINANCE

December 16, 2025

Christian O. Nagler
Kirkland & Ellis LLP

Re: Charter Communications, Inc. (the "Company")
Incoming Letter dated November 13, 2025
Supplemental Correspondence dated December 2, 2025

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 for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

You represent that the Company has a reasonable basis to exclude the Proposal. Based solely on that representation, we will not object if the Company excludes the Proposal from its proxy materials.

Copies of all of the correspondence on which this response is based will be made available on our website.

Sincerely,

Division of Corporation Finance
Office of Chief Counsel

cc: John Chevedden

KIRKLAND & ELLIS LLP

Christian O. Nagler, P.C.
To Call Writer Directly:
[redacted]
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 13, 2025

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 2026 Annual Meeting of Shareholders (the "*2026 Annual Meeting"* and such materials, the "*2026 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 2026 Proxy Materials for the reasons discussed below.

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 2026 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 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 2026 Annual Meeting:

> Shareholders request that the Board of Directors adopt an enduring policy, and amend the governing documents as necessary in order that 2 separate people hold the office of the Chairman and the office of the CEO as soon as possible.

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

BASIS FOR EXCLUSION

As discussed more fully below, the Company believes it may properly omit the Proposal from its 2026 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
- 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 9, 2025 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 same requisite 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.

The Proponent sent an e-mail to the Company on October 16, 2025 to which he attached a letter from Fidelity Investments that stated that as of the start of business on October 15, 2025, the Proponent has continuously owned no fewer than four (4.000) shares of Company stock since at least September 20, 2022 (the "*Broker Letter*"). A copy of the Broker Letter is attached hereto as Exhibit C.

On October 16, 2025, 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 "*Deficiency Notice*"). Copies of the Deficiency Notice and confirmation of delivery of the courtesy hard copy are attached hereto as Exhibit D.

The 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. 14M ("*SLB 14M*"). The 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 Deficiency Notice, and 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 Deficiency Notice, among other things, identified the specific defect 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 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 described above. The highest selling price during the 60 calendar days preceding the Submission Date was $285.82 on September 30, 2025. Multiplying that dollar amount by four equals a market value of $1,143.28, which is well below the $2,000 threshold.

More than 14 calendar days have passed since the Company sent the Deficiency Notice to the Proponent and requisite proof of ownership has not been received by the Company. In fact, the Company has received no response at all from the Proponent.

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 nearly identical to the facts in *Charter Communications, Inc.* (Jan. 21, 2025) where the Staff granted no-action relief earlier this year on the same basis requested here. In *Charter Communications, Inc.,* the Proponent submitted a proposal to the Company and provided a letter from his broker demonstrating ownership of the same number of shares as in the present case. In *Charter Communications, Inc.*, just like in the present case, the number of shares was too low to establish the Proponent's eligibility to submit a proposal. The Company sent the Proponent a deficiency notice, and he did not cure the deficiency. Because the facts here are the same as those in *Charter Communications, Inc.*, the Company requests that the Staff reach the same conclusion and concur that the Proposal may be excluded pursuant to Rule 14a-8(b)(1)(i) and Rule 14a-8(f).

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 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 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 Deficiency Notice within the time period required by Rule 14a-8 and identified the specific defect 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).

[*Signature page follows*]

CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that the Company may exclude the Proposal from the 2026 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 [redacted]

Sincerely,

Christian O. Nagler, P.C.

cc: Jamal Haughton
Charter Communications, Inc.

Christina M. Thomas
Kirkland & Ellis LLP

John Chevedden

Enclosures: Exhibit A
Exhibit B
Exhibit C
Exhibit D

EXHIBIT A

[CHTR – Rule 14a-8 Proposal, October 9, 2025]
[This line and any line above it – *Not* for publication.]

Proposal 4 – Independent Board Chairman

Shareholders request that the Board of Directors adopt an enduring policy, and amend the governing documents as necessary in order that 2 separate people hold the office of the Chairman and the office of the CEO as soon as possible.

Selection of the Chairman of the Board the Board requires the separation of the offices of the Chairman of the Board and the Chief Executive Officer.

The Chairman of the Board shall be an Independent Director. A Lead Director shall not be a substitute for an independent Board Chairman.

The Board shall have the discretion to select an interim Chairman of the Board, who is not an Independent Director, to serve while the Board is seeking an Independent Chairman of the Board on an accelerated basis. This policy could be phased in when there is a contract renewal for our current CEO or for the next CEO transition although it is better to adopt it now.

It is especially important to always have an independent board chairman at a company like Charter Communications, that has as much poor corporate governance as Charter Communications has. Charter Communications ranks 9 on overall corporate governance with 10 being the worst possible score. Charter Communications also ranks on the bottom at 10 on executive pay.

Charter Communications only allows a shareholder vote on executive pay once in 3-years while the vast majority of well performing companies have an annual vote on executive pay. The last time Charter Communications shareholders voted on executive pay 29% of Charter Communications shares rejected Charter Communications executive pay. A 5% rejection is often the norm at well performing companies.

An independent Board Chairman at all times improves corporate governance by bringing impartiality, objective oversight, and external expertise to board decisions, mitigating conflicts of interest, enhancing transparency, and boosting investor confidence.

This detached perspective allows the chairman to focus on shareholder interests, strengthen management accountability, and provide critical checks and balances, ultimately contributing to the Company's long-term sustainability and credibility.

Please vote yes:

Independent Board Chairman – Proposal 4

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

EXHIBIT B

From:	John
To:	Haughton, Jamal
Cc:	mcritchie James
Subject:	[EXTERNAL] Rule 14a-8 Proposal (CHTR)
Date:	Thursday, October 9, 2025 10:54:11 AM
Attachments:	Scan2025-10-09_074950.pdf PastedGraphic-1.tiff

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

Rule 14a-8 Proposal (CHTR)

Mr. Haughton,
Please see the attached rule 14a-8 proposal.
Please acknowledge receipt promptly in order to expedite delivery of the broker letter.

Please confirm that this is 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.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

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.
John Chevedden

JOHN CHEVEDDEN

[redacted] [redacted]

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

Mr. Haughton,

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

This Rule 14a-8 proposal is a very low-cost method to improve Company performance – especially given the substantial capitalization of the Company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold the same requisite 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 Company 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

October 9, 2025

Date

[CHTR – Rule 14a-8 Proposal, October 9, 2025]
[This line and any line above it – *Not* for publication.]

Proposal 4 – Independent Board Chairman

Shareholders request that the Board of Directors adopt an enduring policy, and amend the governing documents as necessary in order that 2 separate people hold the office of the Chairman and the office of the CEO as soon as possible.

Selection of the Chairman of the Board the Board requires the separation of the offices of the Chairman of the Board and the Chief Executive Officer.

The Chairman of the Board shall be an Independent Director. A Lead Director shall not be a substitute for an independent Board Chairman.

The Board shall have the discretion to select an interim Chairman of the Board, who is not an Independent Director, to serve while the Board is seeking an Independent Chairman of the Board on an accelerated basis. This policy could be phased in when there is a contract renewal for our current CEO or for the next CEO transition although it is better to adopt it now.

It is especially important to always have an independent board chairman at a company like Charter Communications, that has as much poor corporate governance as Charter Communications has. Charter Communications ranks 9 on overall corporate governance with 10 being the worst possible score. Charter Communications also ranks on the bottom at 10 on executive pay.

Charter Communications only allows a shareholder vote on executive pay once in 3-years while the vast majority of well performing companies have an annual vote on executive pay. The last time Charter Communications shareholders voted on executive pay 29% of Charter Communications shares rejected Charter Communications executive pay. A 5% rejection is often the norm at well performing companies.

An independent Board Chairman at all times improves corporate governance by bringing impartiality, objective oversight, and external expertise to board decisions, mitigating conflicts of interest, enhancing transparency, and boosting investor confidence.

This detached perspective allows the chairman to focus on shareholder interests, strengthen management accountability, and provide critical checks and balances, ultimately contributing to the Company's long-term sustainability and credibility.

Please vote yes:

Independent Board Chairman – 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(l)(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.

I intend to continue to hold the same requisite 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.

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.



EXHIBIT C

From: John
To: Haughton, Jamal; Proost, Tom
Subject: [EXTERNAL] CHTR
Date: Thursday, October 16, 2025 12:34:15 AM
Attachments: Scan2025-10-15_213257.pdf

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

Please see the attached broker letter.
Please confirm receipt.
John Chevedden

Personal Investing

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

Fidelity INVESTMENTS

JOHN R CHEVEDDEN
[redacted]

October 15, 2025

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 table below since at least September 20, 2022.

Security	Symbol	Share Quantity
[redacted]		
CHARTER COMMUNICATIONS INC	CHTR	4.000
[redacted]		

This security is registered in the name of our clearing firm, National Financial Services LLC, a wholly owned subsidiary of Fidelity Investments. The DTC clearinghouse number for Fidelity is 0226.

I hope this information is helpful. For any other issues or general inquiries, please call your Private Client Group at 800-544-5704. Thank you for choosing Fidelity Investments.

Sincerely,

David Campbell
Brokerage Operations

Our File: [redacted]

EXHIBIT D

KIRKLAND & ELLIS LLP

Christian O. Nagler, P.C.
To Call Writer Directly:
[redacted]
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

October 16, 2025

BY EMAIL AND FEDERAL EXPRESS
John Chevedden
[redacted]

Re: Notification of Deficiency under Rule 14a-8

Dear Mr. Chevedden:

Charter Communications, Inc. (the "*Company*") received a letter on October 9, 2025 (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 2026 Annual Meeting of Shareholders (the "*Annual Meeting*"). On October 16, 2025, we received your email to which you attached a letter from Fidelity Investments that states that as of the start of business on October 15, 2025, you have continuously owned no fewer than four (4.000) shares of Company stock since at least September 20, 2022 (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 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

(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. 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 $285.82 on September 30, 2025. Multiplying that dollar amount by four equals a market value of $1,143.28, which is well below the $2,000 threshold.

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 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.

- 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. 14M ("*SLB 14M*") encourages shareholders and their brokers or banks to use the sample language below 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]

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
Charter Communications, Inc.

Christina M. Thomas
Kirkland & Ellis LLP

Enclosures:
Exhibit A - Copy of Rule 14a-8
Exhibit B - SLB 14F, SLB 14G and SLB 14M

November 11, 2025

Dear Customer,

The following is the proof-of-delivery for tracking number [redacted]

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		[redacted]
		Delivery date:	Oct 17, 2025 10:44

Shipping Information:

Tracking number:	[redacted]	**Ship Date:**	Oct 16, 2025
		Weight:	0.5 LB/0.23 KG

Recipient:
[redacted]

Shipper:
New York, NY, US,

Reference	23542-28
Purchase Order	Christina M. 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

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

December 2, 2025

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 and the enclosed materials on behalf of Charter Communications, Inc. (the "*Company*") pursuant to the Statement Regarding the Division of Corporation Finance's Role in the Exchange Act Rule 14a-8 Process for the Current Proxy Season released by the staff of the Division of Corporation Finance (the "*Staff*") on November 17, 2025 (the "*Staff Statement*"). The Company previously submitted a no-action request on November 13, 2025 (the "*No-Action Request*") pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), to request confirmation from the Staff that it would not recommend enforcement action to the U.S. Securities and Exchange Commission (the "*Commission*") if the Company excludes a shareholder proposal and supporting statement (the "*Proposal*") submitted by John Chevedden (the "*Proponent*") from its proxy statement and form of proxy for its 2026 Annual Meeting of Shareholders (the "*2026 Annual Meeting*" and such materials, the "*2026 Proxy Materials*"). A copy of the No-Action Request, which remains pending, is attached hereto as Exhibit A.

In accordance with the Staff Statement, we are furnishing this letter as a supplemental notice regarding the No-Action Request. As outlined in the Staff Statement, the Company would like to receive a response with respect to its notice that it will exclude the Proposal from the 2026 Proxy Materials. In this regard, we represent without qualification that the Company has a reasonable basis to exclude the Proposal based on the provisions of Rule 14a-8, prior published Staff guidance and/or judicial decisions. As further described in the No-Action Request, the Company believes it may properly omit the Proposal from its 2026 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). Accordingly, we believe the Company has a reasonable basis to exclude the Proposal from the 2026 Proxy Materials.

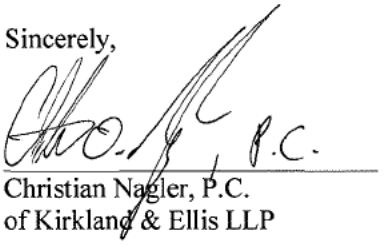
In accordance with the Staff Statement, this letter is being submitted via the Staff's electronic shareholder proposal submission form. In accordance with Rule 14a-8(j) under the Exchange Act, a copy of this letter and the exhibit thereto are being provided to the Proponent simultaneously as further notice of the Company's intent to exclude the Proposal from the 2026 Proxy Materials for its 2026 Annual Meeting. If the Proponent elects to submit any correspondence to the Commission or the

Staff with respect to the Proposal, he should provide a copy of that correspondence concurrently to the undersigned on behalf of the Company at the address above.

* * * * *

Based on the foregoing representation, we respectfully request that the Staff respond with a letter indicating that, based solely on the representation above, that the Staff will not object if the Company omits the Proposal from the 2026 Proxy Materials. If the Staff has any questions regarding this request or requires additional information, please contact me at Christian.Nagler@kirkland.com or (212) 446-4660.

Sincerely,



Christian Nagler, P.C.
of Kirkland & Ellis LLP

cc: Jamal Jaughton
Charter Communications, Inc.

John Chevedden

Enclosures: Exhibit A

EXHIBIT A

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 13, 2025

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 2026 Annual Meeting of Shareholders (the "*2026 Annual Meeting"* and such materials, the "*2026 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 2026 Proxy Materials for the reasons discussed below.

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 2026 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 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 2026 Annual Meeting:

> Shareholders request that the Board of Directors adopt an enduring policy, and amend the governing documents as necessary in order that 2 separate people hold the office of the Chairman and the office of the CEO as soon as possible.

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

BASIS FOR EXCLUSION

As discussed more fully below, the Company believes it may properly omit the Proposal from its 2026 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
- 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 9, 2025 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 same requisite 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.

The Proponent sent an e-mail to the Company on October 16, 2025 to which he attached a letter from Fidelity Investments that stated that as of the start of business on October 15, 2025, the Proponent has continuously owned no fewer than four (4.000) shares of Company stock since at least September 20, 2022 (the "*Broker Letter*"). A copy of the Broker Letter is attached hereto as Exhibit C.

On October 16, 2025, 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 "*Deficiency Notice*"). Copies of the Deficiency Notice and confirmation of delivery of the courtesy hard copy are attached hereto as Exhibit D.

The 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. 14M ("*SLB 14M*"). The 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 Deficiency Notice, and 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 Deficiency Notice, among other things, identified the specific defect 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 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 described above. The highest selling price during the 60 calendar days preceding the Submission Date was $285.82 on September 30, 2025. Multiplying that dollar amount by four equals a market value of $1,143.28, which is well below the $2,000 threshold.

More than 14 calendar days have passed since the Company sent the Deficiency Notice to the Proponent and requisite proof of ownership has not been received by the Company. In fact, the Company has received no response at all from the Proponent.

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 nearly identical to the facts in *Charter Communications, Inc.* (Jan. 21, 2025) where the Staff granted no-action relief earlier this year on the same basis requested here. In *Charter Communications, Inc.,* the Proponent submitted a proposal to the Company and provided a letter from his broker demonstrating ownership of the same number of shares as in the present case. In *Charter Communications, Inc.*, just like in the present case, the number of shares was too low to establish the Proponent's eligibility to submit a proposal. The Company sent the Proponent a deficiency notice, and he did not cure the deficiency. Because the facts here are the same as those in *Charter Communications, Inc.*, the Company requests that the Staff reach the same conclusion and concur that the Proposal may be excluded pursuant to Rule 14a-8(b)(1)(i) and Rule 14a-8(f).

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 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 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).

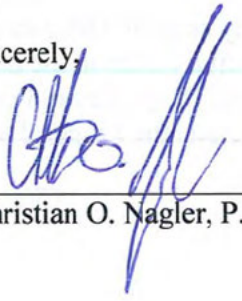
Here, the Company sent the Deficiency Notice within the time period required by Rule 14a-8 and identified the specific defect in the proof of ownership submitted by the Proponent. The Proponent has not cured the procedural defect. Accordingly, we request that the Staff concur that the Company may exclude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

[*Signature page follows*]

CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that the Company may exclude the Proposal from the 2026 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.

Christina M. Thomas
Kirkland & Ellis LLP

John Chevedden

Enclosures: Exhibit A
Exhibit B
Exhibit C
Exhibit D

EXHIBIT A

[CHTR – Rule 14a-8 Proposal, October 9, 2025]
[This line and any line above it – *Not* for publication.]

Proposal 4 – Independent Board Chairman

Shareholders request that the Board of Directors adopt an enduring policy, and amend the governing documents as necessary in order that 2 separate people hold the office of the Chairman and the office of the CEO as soon as possible.

Selection of the Chairman of the Board the Board requires the separation of the offices of the Chairman of the Board and the Chief Executive Officer.

The Chairman of the Board shall be an Independent Director. A Lead Director shall not be a substitute for an independent Board Chairman.

The Board shall have the discretion to select an interim Chairman of the Board, who is not an Independent Director, to serve while the Board is seeking an Independent Chairman of the Board on an accelerated basis. This policy could be phased in when there is a contract renewal for our current CEO or for the next CEO transition although it is better to adopt it now.

It is especially important to always have an independent board chairman at a company like Charter Communications, that has as much poor corporate governance as Charter Communications has. Charter Communications ranks 9 on overall corporate governance with 10 being the worst possible score. Charter Communications also ranks on the bottom at 10 on executive pay.

Charter Communications only allows a shareholder vote on executive pay once in 3-years while the vast majority of well performing companies have an annual vote on executive pay. The last time Charter Communications shareholders voted on executive pay 29% of Charter Communications shares rejected Charter Communications executive pay. A 5% rejection is often the norm at well performing companies.

An independent Board Chairman at all times improves corporate governance by bringing impartiality, objective oversight, and external expertise to board decisions, mitigating conflicts of interest, enhancing transparency, and boosting investor confidence.

This detached perspective allows the chairman to focus on shareholder interests, strengthen management accountability, and provide critical checks and balances, ultimately contributing to the Company's long-term sustainability and credibility.

Please vote yes:

Independent Board Chairman – Proposal 4

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

EXHIBIT B

From:	John
To:	Haughton, Jamal
Cc:	mcritchie James
Subject:	[EXTERNAL] Rule 14a-8 Proposal (CHTR)
Date:	Thursday, October 9, 2025 10:54:11 AM
Attachments:	Scan2025-10-09_074950.pdf PastedGraphic-1.tiff

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

Rule 14a-8 Proposal (CHTR)

Mr. Haughton,
Please see the attached rule 14a-8 proposal.
Please acknowledge receipt promptly in order to expedite delivery of the broker letter.

Please confirm that this is 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.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

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.
John Chevedden

JOHN CHEVEDDEN

[redacted] [redacted]

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

Mr. Haughton,

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

This Rule 14a-8 proposal is a very low-cost method to improve Company performance – especially given the substantial capitalization of the Company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold the same requisite 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 Company 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

October 9, 2025

Date

[CHTR – Rule 14a-8 Proposal, October 9, 2025]
[This line and any line above it – *Not* for publication.]

Proposal 4 – Independent Board Chairman

Shareholders request that the Board of Directors adopt an enduring policy, and amend the governing documents as necessary in order that 2 separate people hold the office of the Chairman and the office of the CEO as soon as possible.

Selection of the Chairman of the Board the Board requires the separation of the offices of the Chairman of the Board and the Chief Executive Officer.

The Chairman of the Board shall be an Independent Director. A Lead Director shall not be a substitute for an independent Board Chairman.

The Board shall have the discretion to select an interim Chairman of the Board, who is not an Independent Director, to serve while the Board is seeking an Independent Chairman of the Board on an accelerated basis. This policy could be phased in when there is a contract renewal for our current CEO or for the next CEO transition although it is better to adopt it now.

It is especially important to always have an independent board chairman at a company like Charter Communications, that has as much poor corporate governance as Charter Communications has. Charter Communications ranks 9 on overall corporate governance with 10 being the worst possible score. Charter Communications also ranks on the bottom at 10 on executive pay.

Charter Communications only allows a shareholder vote on executive pay once in 3-years while the vast majority of well performing companies have an annual vote on executive pay. The last time Charter Communications shareholders voted on executive pay 29% of Charter Communications shares rejected Charter Communications executive pay. A 5% rejection is often the norm at well performing companies.

An independent Board Chairman at all times improves corporate governance by bringing impartiality, objective oversight, and external expertise to board decisions, mitigating conflicts of interest, enhancing transparency, and boosting investor confidence.

This detached perspective allows the chairman to focus on shareholder interests, strengthen management accountability, and provide critical checks and balances, ultimately contributing to the Company's long-term sustainability and credibility.

Please vote yes:

Independent Board Chairman – 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(l)(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.

I intend to continue to hold the same requisite 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.

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.



EXHIBIT C

From: John
To: Haughton, Jamal; Proost, Tom
Subject: [EXTERNAL] CHTR
Date: Thursday, October 16, 2025 12:34:15 AM
Attachments: Scan2025-10-15_213257.pdf

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

Please see the attached broker letter.
Please confirm receipt.
John Chevedden

Personal Investing

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

Fidelity INVESTMENTS

JOHN R CHEVEDDEN
[redacted]

October 15, 2025

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 table below since at least September 20, 2022.

Security	Symbol	Share Quantity
[redacted]		
CHARTER COMMUNICATIONS INC	CHTR	4.000
[redacted]		

This security is registered in the name of our clearing firm, National Financial Services LLC, a wholly owned subsidiary of Fidelity Investments. The DTC clearinghouse number for Fidelity is 0226.

I hope this information is helpful. For any other issues or general inquiries, please call your Private Client Group at 800-544-5704. Thank you for choosing Fidelity Investments.

Sincerely,

David Campbell
Brokerage Operations

Our File: W936293-14OCT25

EXHIBIT D

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

October 16, 2025

BY EMAIL AND FEDERAL EXPRESS
John Chevedden
[redacted]

Re: Notification of Deficiency under Rule 14a-8

Dear Mr. Chevedden:

Charter Communications, Inc. (the "*Company*") received a letter on October 9, 2025 (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 2026 Annual Meeting of Shareholders (the "*Annual Meeting*"). On October 16, 2025, we received your email to which you attached a letter from Fidelity Investments that states that as of the start of business on October 15, 2025, you have continuously owned no fewer than four (4.000) shares of Company stock since at least September 20, 2022 (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 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

(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. 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 $285.82 on September 30, 2025. Multiplying that dollar amount by four equals a market value of $1,143.28, which is well below the $2,000 threshold.

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 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.

- 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. 14M ("*SLB 14M*") encourages shareholders and their brokers or banks to use the sample language below 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]

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
Charter Communications, Inc.

Christina M. Thomas
Kirkland & Ellis LLP

Enclosures:
Exhibit A - Copy of Rule 14a-8
Exhibit B - SLB 14F, SLB 14G and SLB 14M

November 11, 2025

Dear Customer,

The following is the proof-of-delivery for tracking number: [redacted]

Delivery Information:

Status:	Delivered	**Delivered To:**	Residence
Signed for by:	Signature not required	**Delivery Location:**	
Service type:	FedEx Priority Overnight		[redacted]
Special Handling:	Deliver Weekday; Residential Delivery	**Delivery date:**	Oct 17, 2025 10:44

Shipping Information:

Tracking number:	[redacted]	**Ship Date:**	Oct 16, 2025
		Weight:	0.5 LB/0.23 KG

Recipient:	**Shipper:**
[redacted]	New York, NY, US,

Reference	23542-28
Purchase Order	Christina M. Thomas

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

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