CHARTER COMMUNICATIONS, INC. /MO/
Form SC 13D/A
May 03, 2013
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Charter Communications, Inc.
(Name of Issuer)

Class A Common Stock, par value $0.001 per share
(Title of Class of Securities)

16117M305
(CUSIP Number)

Ross A. Oliver
Crestview Partners
667 Madison Avenue, 10th Floor
New York, NY 10065
(212) 906-0700

Copies to:
Paul R. Kingsley
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

May 1, 2013
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-l(f) or 240.13d-l(g), check the following box.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures

provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 16117M305

1. Names of Reporting Persons.

   Crestview, L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) o
   (b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

   OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization

   Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 7,449,234
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 7,449,234

11. Aggregate Amount Beneficially Owned by Each Reporting Person

    7,449,234

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)

    7.36%

14. Type of Reporting Person (See Instructions)

    CO

CUSIP No. 16117M305

1. Names of Reporting Persons.

   Encore, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) o
   (b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

   OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization

   Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 2,262,138
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 2,262,138
	10.	Shared Dispositive Power 0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

    2,262,138

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)

    2.24%

14. Type of Reporting Person (See Instructions)

    CO

CUSIP No. 16117M305

1. Names of Reporting Persons.

   Crestview Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) o
   (b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

   OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization

   Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 2,262,138
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 2,262,138

11. Aggregate Amount Beneficially Owned by Each Reporting Person

    2,262,138

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)

    2.24%

14. Type of Reporting Person (See Instructions)

    PN

CUSIP No. 16117M305

1. Names of Reporting Persons.

   Crestview Partners (PF), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) o
   (b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

   OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization

   Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 2,262,138
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 2,262,138

11. Aggregate Amount Beneficially Owned by Each Reporting Person

    2,262,138

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)

    2.24%

14. Type of Reporting Person (See Instructions)

    PN

CUSIP No. 16117M305

1. Names of Reporting Persons.

   Crestview Holdings (TE), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) x
   (b) o

3. SEC Use Only

4. Source of Funds (See Instructions)

   OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization

   Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 2,262,138
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 2,262,138

11. Aggregate Amount Beneficially Owned by Each Reporting Person

    2,262,138

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)

    2.24%

14. Type of Reporting Person (See Instructions)

    PN

CUSIP No. 16117M305

1. Names of Reporting Persons.

   Encore (ERISA), Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) o
   (b)x

3. SEC Use Only

4. Source of Funds (See Instructions)

   OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization

   Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 2,262,138
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 2,262,138

11. Aggregate Amount Beneficially Owned by Each Reporting Person

    2,262,138

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)

    2.24%

14. Type of Reporting Person (See Instructions)

CO

CUSIP No. 16117M305

1. Names of Reporting Persons.

   Crestview Partners, (ERISA) L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) o
   (b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

   OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization

   Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 2,262,138
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 2,262,138

11. Aggregate Amount Beneficially Owned by Each Reporting Person

    2,262,138

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)

    2.24%

14. Type of Reporting Person (See Instructions)

PN

CUSIP No. 16117M305

1. Names of Reporting Persons.

   Crestview Offshore Holdings (Cayman), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) o
   (b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

   OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization

   Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 2,262,138
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 2,262,138

11. Aggregate Amount Beneficially Owned by Each Reporting Person

    2,262,138

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)

    2.24%

14. Type of Reporting Person (See Instructions)

    PN

CUSIP No. 16117M305

1. Names of Reporting Persons.

   Crestview Partners GP, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) o
   (b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

   OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization

   Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 2,263,167
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 2,263,167

11. Aggregate Amount Beneficially Owned by Each Reporting Person

    2,263,167

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)

    2.24%

14. Type of Reporting Person (See Instructions)

    PN

CUSIP No. 16117M305

1. Names of Reporting Persons.

   Encore II, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) o
   (b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

   OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization

   Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 5,185,617
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 5,185,617
	10.	Shared Dispositive Power 0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

    5,185,617

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)

    5.13%

14. Type of Reporting Person (See Instructions)

CO

CUSIP No. 16117M305

1. Names of Reporting Persons.

   Crestview Partners II, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) o
   (b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

   OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization

   Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 5,187,617
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 5,185,617

11. Aggregate Amount Beneficially Owned by Each Reporting Person

    5,185,617

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)

    5.13%

14. Type of Reporting Person (See Instructions)

PN

CUSIP No. 16117M305

1. Names of Reporting Persons.

   Crestview Partners II (FF), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) o
   (b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

   OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization

   Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 5,185,617
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 5,185,617

11. Aggregate Amount Beneficially Owned by Each Reporting Person

    5,185,617

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)

    5.13%

14. Type of Reporting Person (See Instructions)

    PN

CUSIP No. 16117M305

1. Names of Reporting Persons.

   Crestview Partners II (TE), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) o
   (b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

   OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization

   Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 5,185,617
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 5,185,617

11. Aggregate Amount Beneficially Owned by Each Reporting Person

    5,185,617

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)

    5.13%

14. Type of Reporting Person (See Instructions)

PN

CUSIP No. 16117M305

1. Names of Reporting Persons.

   Crestview Offshore Holdings II (Cayman), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) o
   (b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

   OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization

   Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 5,185,617
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 5,185,617

11. Aggregate Amount Beneficially Owned by Each Reporting Person

    5,185,617

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)

    5.13%

14. Type of Reporting Person (See Instructions)

    PN

CUSIP No. 16117M305

1. Names of Reporting Persons.

   Crestview Offshore Holdings II (FF Cayman), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) o
   (b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

   OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization

   Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 5,185,617
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 5,185,617

11. Aggregate Amount Beneficially Owned by Each Reporting Person

    5,185,617

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)

    5.13%

14. Type of Reporting Person (See Instructions)

    PN

CUSIP No. 16117M305

1. Names of Reporting Persons.

   Crestview Offshore Holdings II (892 Cayman), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) o
   (b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

   OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization

   Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 5,185,617
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 5,185,617

11. Aggregate Amount Beneficially Owned by Each Reporting Person

    5,185,617

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)

    5.13%

14. Type of Reporting Person (See Instructions)

    PN

CUSIP No. 16117M305

1. Names of Reporting Persons.

   Crestview Partners II GP, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) o
   (b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

   OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization

   Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 5,187,096
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 5,187,096

11. Aggregate Amount Beneficially Owned by Each Reporting Person

    5,187,096

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)

    5.13%

14. Type of Reporting Person (See Instructions)

    PN

CUSIP No. 16117M305

1. Names of Reporting Persons.

   Crestview Advisors, L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
   (a) o
   (b) x

3. SEC Use Only

4. Source of Funds (See Instructions)

   OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization

   Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 1,479
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 1,479
	10.	Shared Dispositive Power 0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

    1,479

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)

    0.001%

14. Type of Reporting Person (See Instructions)

CO

This amendment No. 3 relates to the Schedule 13D filed by Crestview L.L.C. ("Crestview"), Encore, LLC ("Encore"), Crestview Partners, L.P. ("Crestview Partners"), Crestview Partners (PF), L.P. ("Crestview PF"), Crestview Holdings (TE), L.P. ("Crestview TE"), Encore (ERISA), Ltd. ("Encore ERISA"), Crestview Partners (ERISA), L.P. ("Crestview ERISA"), Crestview Offshore Holdings (Cayman), L.P. ("Crestview Offshore"), Crestview Partners GP, L.P. ("Crestview Partners GP"), Encore II, LLC ("Encore II"), Crestview Partners II, L.P. ("Crestview Partners II"), Crestview Partners II (FF), L.P. ("Crestview II FF"), Crestview Partners II (TE), L.P. ("Crestview II TE"), Crestview Offshore Holdings II (Cayman), L.P. ("Crestview Offshore II"), Crestview Offshore Holdings II (FF Cayman), L.P. ("Crestview Offshore II FF"), Crestview Offshore Holdings II (892 Cayman), L.P. ("Crestview Offshore II 892"), Crestview Partners II GP, L.P. ("Crestview Partners II GP") and Crestview Advisors, L.L.C. ("Crestview Advisors") with the Securities and Exchange Commission on May 11, 2012 (the "Schedule 13D"), relating to the Class A Common Stock, par value $0.001 per share (the "Shares"), of Charter Communications, Inc. (the "Issuer"). Unless set forth below, all Items are unchanged from the Schedule 13D. Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended by the addition of the following:

On May 1, 2013, 1,285 restricted Shares were granted to Jeffrey A. Marcus in connection with his service on the board of directors of the Issuer (the "Board"). On May 1, 2014, in connection with the vesting of such restricted Shares and pursuant to arrangements between Mr. Marcus and Crestview Advisors, Mr. Marcus shall assign all of his rights, title and interest in such Shares to Crestview Advisors.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety:

(a) See item 9 on Cover Pages to this Schedule 13D.

The Reporting Persons have acquired and, for the purpose of Rule 13d-3 promulgated under the Exchange Act, beneficially own an aggregate of 7,449,234 Shares, representing approximately 7.36% of the outstanding Shares of the Issuer based on 101,178,821 Shares outstanding as of January 31, 2013, as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 22, 2013 (the "Issuer's 2012 10-K").

Encore is the direct beneficial owner of 2,262,138 Shares. Crestview Partners, Crestview PF, Crestview TE, Encore ERISA, Crestview Offshore are members of Encore. Crestview ERISA is the sole shareholder of Encore ERISA. Crestview Partners GP serves as the general partner of Crestview Partners, Crestview PF, Crestview TE, Crestview ERISA and Crestview Offshore (collectively, the "Crestview I Funds").

Encore II is the direct beneficial owner of 5,185,617 Shares. Crestview Partners II GP serves as the general partner of Crestview Partners II, Crestview II FF, Crestview II TE, Crestview Offshore II, Crestview Offshore II FF and Crestview Offshore II 892 (collectively, the "Crestview II Funds"), each of which is a member of Encore II.

Crestview serves as the general partner of Crestview Partners GP and Crestview Partners II GP.

Crestview Advisors is the direct beneficial owner of 1,479 Shares. The 1,479 directly beneficial owned by Crestview Advisors does not include the 1,285 restricted Shares described in Item 3 hereof. Crestview Advisors provides investment advisory and management services to the Crestview I Funds and the Crestview II Funds.

Each Reporting Person disclaims beneficial ownership of the Shares except and to the extent of its pecuniary interest therein. Except as set forth in this Item 5(a), none of the Reporting Persons owns beneficially any Shares.

(b) Number of Shares as to which each Reporting Person has:

(i) Sole power to vote or to direct the vote: See item 7 on Cover Pages to this Schedule 13D.

(ii) Shared power to vote or to direct the vote: See item 8 on Cover Pages to this Schedule 13D.

(iii) Sole power to dispose or to direct the disposition: See item 9 on Cover Pages to this Schedule 13D.

(iv) Shared power to dispose or to direct the vote: See item 10 on Cover Pages to this Schedule 13D.

(c) As previously described in Item 6 of Amendment No. 2 to this Schedule 13D filed with the Securities and Exchange Commission on March 20, 2013, on March 19, 2013, Encore, LLC and Encore II, LLC entered into a Stock Purchase Agreement (the "Stock Purchase Agreement") with certain other parties and Liberty Media Corporation, a Delaware corporation ("Buyer") pursuant to which, among other things, Encore agreed to sell 607,468 Shares to Buyer and Encore II agreed to sell 1,392,532 Shares to Buyer. On May 1, 2013, such sale of Shares was completed as contemplated by the Stock Purchase Agreement.

On May 1, 2013, Jeffrey A. Marcus assigned all of his rights, title and interest to 1,479 Shares, which were granted to Mr. Marcus on May 1, 2012 in connection with his service on the Board, to Crestview Advisors pursuant to an arrangement between Mr. Marcus and Crestview Advisors.

On May 1, 2013, 1,285 restricted Shares were granted to Jeffrey A. Marcus in connection with his service on the Board. In connection with the vesting of the restricted Shares on May 1, 2014, and pursuant to arrangements between Mr. Marcus and Crestview Advisors, Mr. Marcus will assign all of his rights, title and interest in such Shares to Crestview Advisors.

(d) Inapplicable.

(e) Inapplicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 3, 2013

Crestview, L.L.C.

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Senior Counsel & Chief Compliance Officer

Encore, LLC
By: Crestview Partners, L.P., as member
By: Crestview Partners GP, L.P., as general partner
By: Crestview, L.L.C., as general partner

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Senior Counsel & Chief Compliance Officer

Crestview Partners, L.P.
Crestview Partners (PF), L.P.
Crestview Holdings (TE), L.P.
Crestview Partners (ERISA), L.P.
Crestview Offshore Holdings (Cayman), L.P.
By: Crestview Partners GP, L.P., as general partner
By: Crestview, L.L.C., as general partner

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Senior Counsel & Chief Compliance Officer

Crestview Partners GP, L.P.
By: Crestview, L.L.C., as general partner

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title:

Senior Counsel & Chief
Compliance Officer

Encore (ERISA), Ltd.

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Director

Encore II, LLC
By: Crestview Partners II, L.P., as member
By: Crestview Partners II GP, L.P., as general partner
By: Crestview, L.L.C., as general partner

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Senior Counsel & Chief Compliance Officer

Crestview Partners II, L.P.
Crestview Partners II (FF), L.P.
Crestview Partners II (TE), L.P.
Crestview Offshore Holdings II (Cayman), L.P.
Crestview Offshore Holdings II (FF Cayman), L.P.
Crestview Offshore Holdings II (892 Cayman), L.P.

By: Crestview Partners II GP, L.P., as general partner
By: Crestview, L.L.C., as general partner

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Senior Counsel & Chief Compliance Officer

Crestview Partners II GP, L.P.
By: Crestview, L.L.C., as general partner

By: /s/ Ross A. Oliver
Name: Ross A. Oliver
Title: Senior Counsel & Chief Compliance Officer

Crestview Advisors, L.L.C.

By: /s/ Ross A. Oliver
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