

CHARTER COMMUNICATIONS, INC. /MO/  
Form SC 13G/A  
May 03, 2013

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

SCHEDULE 13G

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)

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

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

- |                                  |               |
|----------------------------------|---------------|
| <input type="radio"/>            | Rule 13d-1(b) |
| <input type="radio"/>            | Rule 13d-1(c) |
| <input checked="" type="radio"/> | Rule 13d-1(d) |

\*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).

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CUSIP No.  
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1 NAME OF REPORTING PERSON

Oaktree Opportunities Investments, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF  
SHARES 2,000,000 (1)

BENEFICIALLY OWNED 6 SHARED VOTING POWER

BY EACH None

REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 2,000,000 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,000,000 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.97% (2)

12 TYPE OF REPORTING PERSON

PN

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(1) Solely in its capacity as the direct owner of 2,000,000 shares of Class A Common Stock.

(2) All calculations of percentage ownership are based on a total of 101,404,703 shares of Class A Common Stock, consisting of 101,178,821 shares of Class A Common Stock outstanding as of January 31, 2013, as disclosed on the issuer's Definitive Proxy Statement filed on Form 14A on March 21, 2013 (as amended, the "14A"), and 225,882 warrants beneficially owned by the Reporting Persons (as defined below), assuming that all of the warrants beneficially owned by the Reporting Persons are exercised to purchase shares of Class A Common Stock.

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1 NAME OF REPORTING PERSON

Oaktree Fund GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

2,000,000 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

2,000,000 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,000,000 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.97%

12 TYPE OF REPORTING PERSON

OO

---

(1) Solely in its capacity as the general partner of Oaktree Opportunities Investments, L.P.



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1 NAME OF REPORTING PERSON

OCM FIE, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5  SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH  
REPORTING  
PERSON  
WITH

0

6  SHARED VOTING POWER

None

7  SOLE DISPOSITIVE POWER

0

8  SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON

Oaktree Capital Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES 0 (1)

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 0 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely in its capacity as the managing member of OCM FIE, LLC.





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1 NAME OF REPORTING PERSON

Oaktree Holdings, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

0 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12 TYPE OF REPORTING PERSON

CO

---

(1) Solely in its capacity as the general partner of Oaktree Capital Management, L.P.



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1 NAME OF REPORTING PERSON

OCM Opportunities Fund V, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH  
REPORTING  
PERSON  
WITH

0

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12 TYPE OF REPORTING PERSON

PN



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1 NAME OF REPORTING PERSON

OCM Opportunities Fund V GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

0 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely in its capacity as the general partner of OCM Opportunities Fund V, L.P.



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1 NAME OF REPORTING PERSON

OCM Opportunities Fund VI, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

121,329 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

121,329 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

121,329 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.12% (2)

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely in its capacity as the direct owner of 121,329 Class A Common Stock Warrants.

(2) All calculations of percentage ownership are based on a total of 101,404,703 shares of Class A Common Stock, consisting of 101,178,821 shares of Class A Common Stock outstanding as of January 31, 2013, as disclosed on the 14A, and 225,882 warrants beneficially owned by the Reporting Persons (as defined below), assuming that all of the warrants beneficially owned by the Reporting Persons are exercised to purchase shares of Class A Common Stock.

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1 NAME OF REPORTING PERSON

OCM Opportunities Fund VI GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

121,329 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

121,329 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

121,329 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.12%

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely in its capacity as the general partner of OCM Opportunities Fund VI, L.P.



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1 NAME OF REPORTING PERSON

OCM Opportunities Fund VII Delaware, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

104,553 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

104,553 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

104,553 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.10% (2)

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely in its capacity as the direct owner of 104,553 Class A Common Stock Warrants.

(2) All calculations of percentage ownership are based on a total of 101,404,703 shares of Class A Common Stock, consisting of 101,178,821 shares of Class A Common Stock outstanding as of January 31, 2013, as disclosed on the 14A, and 225,882 warrants beneficially owned by the Reporting Persons (as defined below), assuming that all of the warrants beneficially owned by the Reporting Persons are exercised to purchase shares of Class A Common Stock.

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1 NAME OF REPORTING PERSON

OCM Opportunities Fund VII Delaware GP Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

104,553 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

104,553 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

104,553 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.10%

12 TYPE OF REPORTING PERSON

CO

---

(1) Solely in its capacity as the general partner of OCM Opportunities Fund VII Delaware, L.P.



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1 NAME OF REPORTING PERSON

OCM Opportunities Fund VI AIF (Cayman), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 429,008 (1)  
SHARES

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED

None

BY EACH 7 SOLE DISPOSITIVE POWER  
REPORTING

PERSON 429,008 (1)  
WITH

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

429,008 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o  
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.42%

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely through an indirect ownership interest in Oaktree Opportunities Investments, L.P.





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1 NAME OF REPORTING PERSON

Oaktree Fund AIF Series (Cayman), L.P. – Series H

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 429,008 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED None

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 429,008 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

429,008 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.42%

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely in its capacity as the general partner of OCM Opportunities Fund VI AIF (Cayman), L.P.



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16117M305

SCHEDULE 13G

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1 NAME OF REPORTING PERSON

Oaktree AIF (Cayman) GP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 429,008 (1)  
SHARES

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED

None

BY EACH 7 SOLE DISPOSITIVE POWER  
REPORTING

PERSON 429,008 (1)  
WITH

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

429,008 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.42%

12 TYPE OF REPORTING PERSON

OO

---

(1) Solely in its capacity as the general partner of Oaktree Fund AIF Series (Cayman), L.P. – Series H.



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1 NAME OF REPORTING PERSON

Oaktree Fund GP III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 429,008 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED None

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 429,008 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

429,008 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.42%

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely in its capacity as the general partner of Oaktree AIF (Cayman) GP Ltd.



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1 NAME OF REPORTING PERSON

Oaktree AIF Investments, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES 429,008 (1)

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 429,008 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

429,008 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.42%

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely in its capacity as the general partner of Oaktree Fund GP III, L.P.





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1 NAME OF REPORTING PERSON

Oaktree AIF Holdings, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

429,008 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

429,008 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

429,008 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.42%

12 TYPE OF REPORTING PERSON

CO

---

(1) Solely in its capacity as the general partner of Oaktree AIF Investments, L.P.



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16117M305

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1 NAME OF REPORTING PERSON

OCM Opportunities Fund VIIb, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 538,044 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED None

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 538,044 (1)

WITH 8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

538,044 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.53%

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely through an indirect ownership interest in Oaktree Opportunities Investments, L.P.



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1 NAME OF REPORTING PERSON

OCM Opportunities Fund VIIb (Parallel), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 64,383 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED None

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 64,383 (1)

WITH

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

64,383 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN   
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.06%

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely through an indirect ownership interest in Oaktree Opportunities Investments, L.P.



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1 NAME OF REPORTING PERSON

OCM Opportunities Fund VIIb GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

602,427 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

602,427 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

602,427 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.59%

12 TYPE OF REPORTING PERSON

CO

---

(1) In its capacity as the general partner of OCM Opportunities Fund VIIb, L.P and OCM Opportunities Fund VIIb (Parallel), L.P.





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1 NAME OF REPORTING PERSON

OCM Opportunities Fund VIIb GP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 602,427 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED None

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 602,427 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

602,427 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.59%

12 TYPE OF REPORTING PERSON

OO

---

(1) In its capacity as the general partner of OCM Opportunities Fund VIIb GP, L.P.



CUSIP No.  
16117M305

SCHEDULE 13G

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1 NAME OF REPORTING PERSON

OCM Opportunities Fund VII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF SHARES 714,236 (1)

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 714,236 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

714,236 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.70%

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely through an indirect ownership interest in Oaktree Opportunities Investments, L.P. and in its capacity as the sole shareholder of OCM Opportunities Fund VII Delaware GP Inc.



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16117M305

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1 NAME OF REPORTING PERSON

OCM Opportunities Fund VII GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

714,236 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

714,236 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

714,236 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.70%

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely in its capacity as the general partner of OCM Opportunities Fund VII, L.P.



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16117M305

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1 NAME OF REPORTING PERSON

OCM Opportunities Fund VII GP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF SHARES 714,236 (1)

BENEFICIALLY OWNED 6 SHARED VOTING POWER

None

BY EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

714,236 (1)

PERSON WITH 8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

714,236 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.70%

12 TYPE OF REPORTING PERSON

OO

---

(1) Solely in its capacity as the general partner of OCM Opportunities Fund VII GP, L.P.





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1 NAME OF REPORTING PERSON

Oaktree Value Opportunities Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 300,000 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

None

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 300,000 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

300,000 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.30%

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely in its capacity as a limited partner of Oaktree Opportunities Investments, L.P.



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1 NAME OF REPORTING PERSON

Oaktree Value Opportunities Fund GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 300,000 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED None

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 300,000 (1)

WITH 8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

300,000 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.30%

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely in its capacity as the general partner of Oaktree Value Opportunities Fund, L.P.



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16117M305

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1 NAME OF REPORTING PERSON

Oaktree Value Opportunities Fund GP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

300,000 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

300,000 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

300,000 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.30%

12 TYPE OF REPORTING PERSON

OO

---

(1) Solely in its capacity as the general partner of Oaktree Value Opportunities Fund GP, L.P.



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1 NAME OF REPORTING PERSON

Oaktree FF Investment Fund, L.P. - Class B

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

58,882 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

58,882 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

58,882 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.06%

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely through an indirect ownership interest in Oaktree Opportunities Investments, L.P.





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1 NAME OF REPORTING PERSON

Oaktree FF Investment Fund GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 58,882 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED None

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 58,882 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

58,882 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.06%

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely in its capacity as the general partner of Oaktree FF Investment Fund, L.P. – Class B.



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1 NAME OF REPORTING PERSON

Oaktree FF Investment Fund GP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

58,882 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

58,882 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

58,882 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.06%

12 TYPE OF REPORTING PERSON

OO

---

(1) Solely in its capacity as the general partner of Oaktree FF Investment Fund GP, L.P.



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1 NAME OF REPORTING PERSON

Oaktree Fund GP I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

2,225,882 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

2,225,882 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,225,882 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.20%

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely in its capacity as the managing member of Oaktree Fund GP, LLC, the general partner of OCM Opportunities Fund V GP, L.P. and OCM Opportunities Fund VI GP, L.P. and the sole shareholder of OCM

Opportunities Fund VII GP Ltd., Oaktree Value Opportunities Fund GP Ltd., Oaktree FF Investment Fund GP Ltd.  
and OCM Opportunities Fund VIIb GP Ltd.

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1 NAME OF REPORTING PERSON

Oaktree Capital I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

2,225,882 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

2,225,882 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,225,882 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.20%

12 TYPE OF REPORTING PERSON

PN

---

(1) Solely in its capacity as the general partner of Oaktree Fund GP I, L.P.





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1 NAME OF REPORTING PERSON

OCM Holdings I, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

2,225,882 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

2,225,882 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,225,882 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.20%

12 TYPE OF REPORTING PERSON

OO

---

(1) Solely in its capacity as the general partner of Oaktree Capital I, L.P.



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1 NAME OF REPORTING PERSON

Oaktree Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

2,225,882 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

2,225,882 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,225,882 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.20%

12 TYPE OF REPORTING PERSON

OO

---

(1) Solely in its capacity as the managing member of OCM Holdings I, LLC.



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1 NAME OF REPORTING PERSON

Oaktree Capital Group, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

2,225,882 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

2,225,882 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,225,882 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.20%

12 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the managing member of Oaktree Holdings, LLC and the sole shareholder of Oaktree Holdings, Inc.

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1 NAME OF REPORTING PERSON

Oaktree Capital Group Holdings, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

2,225,882 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

2,225,882 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,225,882 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.20%

12 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the holder of a majority of the voting units of Oaktree Capital Group, LLC and a majority of the voting shares of Oaktree AIF Holdings, Inc.

---



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1 NAME OF REPORTING PERSON

Oaktree Capital Group Holdings GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

2,225,882 (1)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

2,225,882 (1)

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,225,882 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.20%

12 TYPE OF REPORTING PERSON

OO

---

(1) Solely in its capacity as the general partner of Oaktree Capital Group Holdings, L.P.



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ITEM 1. (a)

Name of Issuer:

Charter Communications, Inc. (the "Issuer")

(b)

Address of Issuer's Principal Executive Offices:

400 Atlantic Street, 10th Floor

Stamford, Connecticut 06901

ITEM 2. (a)

Name of Person Filing:

This Schedule 13G is filed jointly, pursuant to a joint filing agreement attached hereto as Exhibit I, by:

- (1) Oaktree Opportunities Investments, L.P. ("OOI") in its capacity as the direct owner of 2,000,000 shares of Class A Common Stock;
- (2) Oaktree Fund GP, LLC ("GP") in its capacity as the general partner of OOI;
- (3) OCM FIE, LLC ("FIE");
- (4) Oaktree Capital Management, L.P. ("OCM") in its capacity as the managing member of FIE;
- (5) Oaktree Holdings, Inc. ("Holdings Inc.") in its capacity as the general partner of OCM;
- (6) OCM Opportunities Fund V, L.P. ("OCM V");
- (7) OCM Opportunities Fund V GP, L.P. ("V GP") in its capacity as the general partner of OCM V;
- (8) OCM Opportunities Fund VI, L.P. ("OCM VI") as the direct owner of 121,329 Class A Common Stock Warrants;
- (9) OCM Opportunities Fund VI GP, L.P. ("VI GP") in its capacity as the general partner of OCM VI;
- (10) OCM Opportunities Fund VII Delaware, L.P. ("OCM Delaware VII") in its capacity as the direct owner of 104,553 Class A Common Stock Warrants;
- (11) OCM Opportunities Fund VII Delaware GP Inc. ("VII Delaware GP") in its capacity as the general partner of OCM Delaware VII;
- (12) OCM Opportunities Fund VI AIF (Cayman), L.P. ("OCM VI AIF") in its capacity as the holder of an indirect ownership interest in OOI;
- (13) Oaktree Fund AIF Series (Cayman), L.P. – Series H ("AIF H") in its capacity as the general partner of OCM VI AIF;
- (14) Oaktree AIF (Cayman) GP Ltd. ("AIF GP Ltd.") in its capacity as the general partner of AIF H;
- (15) Oaktree Fund GP III, L.P. ("GP III") in its capacity as the general partner of AIF GP Ltd.;
- (16) Oaktree AIF Investments, L.P. ("AIF Inv.") in its capacity as the general partner of GP III;

- (17) Oaktree AIF Holdings, Inc. (“AIF Holdings”) in its capacity as the general partner of AIF Inv.;
  - (18) OCM Opportunities Fund VIIb, L.P. (“OCM VIIb”) in its capacity as the holder of an indirect ownership interest in OOI;
  - (19) OCM Opportunities Fund VIIb (Parallel), L.P. (“OCM VIIbP”) in its capacity as the holder of an indirect ownership interest in OOI;
  - (20) OCM Opportunities Fund VIIb GP, L.P. (“VIIb GP”) in its capacity as the general partner of OCM VIIb and OCM VIIbP;
-

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- (21) OCM Opportunities Fund VIIb GP Ltd. (“VIIb GP Ltd.”) in its capacity as the general partner of VIIb GP;
- (22) OCM Opportunities Fund VII, L.P. (“Fund VII”) in its capacity as the holder of an indirect ownership interest in OOI and in its capacity as the sole shareholder of VII Delaware GP;
- (23) OCM Opportunities Fund VII GP, L.P. (“Fund VII GP”) in its capacity as the general partner of Fund VII;
- (24) OCM Opportunities Fund VII GP Ltd. (“Fund VII GP Ltd.”) in its capacity as the general partner of Fund VII GP;
- (25) Oaktree Value Opportunities Fund, L.P. (“VOF”) in its capacity as a limited partner of OOI;
- (26) Oaktree Value Opportunities Fund GP, L.P. (“VOF GP”) in its capacity as the general partner of VOF; and
- (27) Oaktree Value Opportunities Fund GP Ltd. (“VOF GP Ltd.”), in its capacity as the general partner of VOF GP;
- (28) Oaktree FF Investment Fund, L.P. -- Class B (“FF Inv”) in its capacity as the holder of an indirect ownership interest in Oaktree Opportunities Investments, L.P.;
- (29) Oaktree FF Investment Fund GP, L.P. (“FF GP”) in its capacity as the general partner of FF Inv;
- (30) Oaktree FF Investment Fund GP Ltd. (“FF GP Ltd.”) in its capacity as the general partner of FF GP;
- (31) Oaktree Fund GP I, L.P. (“GP I”) in its capacity as the managing member of GP, the general partner of V GP and VI GP and the sole shareholder of Fund VII GP Ltd., VOF GP Ltd., FF GP Ltd., VIIb GP Ltd.
- (32) Oaktree Capital I, L.P. (“Capital I”) in its capacity as the general partner of GP I;
- (33) OCM Holdings I, LLC (“Holdings I”) in its capacity as the general partner of Capital I;
- (34) Oaktree Holdings, LLC (“Holdings”) in its capacity as the managing member of Holdings I;
- (35) Oaktree Capital Group, LLC (“OCG”) in its capacity as the managing member of Holdings and the sole shareholder of Holdings Inc.;
- (36) Oaktree Capital Group Holdings, L.P. (“OCGH”) in its capacity as the holder of a majority of the voting units of OCG and as the sole shareholder of AIF Holdings; and
- (37) Oaktree Capital Group Holdings GP, LLC (“OCGH GP” and, together with OOI, GP, FIE, OCM, Holdings Inc., OCM V, V GP, OCM VI, VI GP, OCM Delaware VII, VII Delaware GP, OCM VI AIF, AIF H, AIF GP Ltd., GP III, AIF Inv., AIF Holdings, OCM VIIb, OCM VIIbP, VIIb GP, VIIb GP Ltd., Fund VII, Fund VII GP, Fund VII GP Ltd., VOF, VOF GP, VOF GP Ltd., FF Inv, FF GP, FF GP Ltd., GP I, Capital I, Holdings I, Holdings, OCG and OCGH, collectively, the “Reporting Persons” and, each individually, a “Reporting Person”) in its capacity as the general partner of OCGH.

Opps 6 Opportunities Investments Holdings Ltd., Opps 7 Opportunities Investments Holdings Ltd., Opps 7b Opportunities Investments Holdings Ltd. and FF Opportunities Investments Holdings Ltd. serve as intermediaries through which various Reporting Persons hold beneficial ownership; however, each such entity lacks both the power to

vote and the power to dispose of any shares of the Issuer.

Each Reporting Person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement except to the extent of such person's pecuniary interest therein, and except to the extent of its pecuniary interest, such beneficial ownership is expressly disclaimed by each Reporting Person.

- (b) Address of Principal Business Office, or if None, Residence:  
The principal business address of each of the Reporting Persons is c/o Oaktree Capital Group Holdings GP, LLC, 333 South Grand Avenue, 28th Floor, Los Angeles, California 90071.
  - (c) Citizenship:  
See Item 4 on the cover page(s) hereto.
  - (d) Title of Class of Securities:  
Class A Common Stock, \$0.001 par value per share
  - (e) CUSIP Number:  
16117M305
-

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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o)
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e)  An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E)
- (f)  An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g)  A Parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j)  Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP

- (a) Amount beneficially owned:  
See Item 9 on the cover page(s) hereto.
- (b) Percent of class:  
See Item 11 on the cover page(s) hereto.  
All calculations of percentage ownership in this Schedule 13G/A are based on a total of 101,404,703 shares of Class A Common Stock, consisting of 101,178,821 shares of Class A Common Stock outstanding as of January 31, 2013, as disclosed on the 14A, and 225,882 warrants beneficially owned by the Reporting Persons, assuming that all of the warrants beneficially owned by the Reporting Persons are exercised to purchase shares of Class A Common Stock.
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote  
See Item 5 on the cover page(s) hereto.
- (ii) Shared power to vote or to direct the vote  
See Item 6 on the cover page(s) hereto.
- (iii) Sole power to dispose or to direct the disposition of  
See Item 7 on the cover page(s) hereto.

- (iv) Shared power to dispose or to direct the disposition of  
See Item 8 on the cover page(s) hereto.
-



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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. x

As a result of the shares of Class A Common Stock and Class A Common Stock Warrants sold to Liberty Media Corporation pursuant to the Stock Purchase Agreement dated as of March 19, 2013 (the "Purchase Agreement"), the Reporting Persons ceased to beneficially own more than 5% of the Issuer's Class A Common Stock issued and outstanding. This Amendment No .3 constitutes an exit filing for each of the Reporting Persons.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATIONS.

Not applicable.

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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.

Dated: May 3, 2013

OAKTREE OPPORTUNITIES INVESTMENTS,  
L.P.

By: Oaktree Fund GP, LLC  
Its: General Partner

By: Oaktree Fund GP I, L.P.  
Its: Managing Member

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Authorized Signatory

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Authorized Signatory

OAKTREE FUND GP, LLC

By: Oaktree Fund GP I, L.P.  
Its: Managing Member

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Authorized Signatory

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Authorized Signatory

OCM FIE, LLC

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Authorized Signatory

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Authorized Signatory

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OAKTREE CAPITAL MANAGEMENT, L.P.

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and  
Associate General Counsel

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

OAKTREE HOLDINGS, INC.

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director, Associate  
General Counsel  
and Assistant Secretary

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

OCM OPPORTUNITIES FUND V, L.P.

By: OCM Opportunities Fund V GP,  
Its: L.P.  
General Partner

By: Oaktree Fund GP I, L.P.  
Its: General Partner

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Authorized Signatory

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Authorized Signatory



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OCM OPPORTUNITIES FUND V GP, L.P.

By: Oaktree Fund GP I, L.P.  
Its: General Partner

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Authorized Signatory

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Authorized Signatory

OCM OPPORTUNITIES FUND VI, L.P.

By: OCM Opportunities Fund VI  
Its: GP, L.P.  
General Partner

By: Oaktree Fund GP I, L.P.  
Its: General Partner

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Authorized Signatory

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Authorized Signatory

OCM OPPORTUNITIES FUND VI GP, L.P.

By: Oaktree Fund GP I, L.P.  
Its: General Partner

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Authorized Signatory

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Authorized Signatory



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OCM OPPORTUNITIES FUND VII  
DELAWARE, L.P.

By: OCM Opportunities Fund VII  
Its: Delaware GP Inc.  
General Partner

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Authorized Signatory

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Authorized Signatory

OCM OPPORTUNITIES FUND VII DELAWARE  
GP INC.

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Authorized Signatory

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Authorized Signatory

OCM OPPORTUNITIES FUND VI AIF  
(CAYMAN), L.P.

By: Oaktree Fund AIF Series  
Its: (Cayman), L.P. – Series H  
General Partner

By: Oaktree AIF (Cayman) GP Ltd.  
Its: General Partner

By: Oaktree Fund GP III, L.P.  
Its: Director

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Authorized Signatory



By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Authorized Signatory

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OAKTREE FUND AIF SERIES (CAYMAN) L.P. –  
SERIES H

By: Oaktree AIF (Cayman) GP Ltd.  
Its: General Partner

By: Oaktree Fund GP III, L.P.  
Its: Director

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Authorized Signatory

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Authorized Signatory

OAKTREE AIF (CAYMAN) GP LTD.

By: Oaktree Fund GP III, L.P.  
Its: Director

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Authorized Signatory

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Authorized Signatory

OAKTREE FUND GP III, L.P.

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Authorized Signatory

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Authorized Signatory

OAKTREE AIF INVESTMENTS, L.P.

By: Oaktree AIF Holdings, Inc.

Its: General Partner

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and  
Associate General Counsel

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

OAKTREE AIF HOLDINGS, INC.

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and  
Associate General Counsel

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

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OCM OPPORTUNITIES FUND VIIIB, L.P.

By: OCM Opportunities Fund VIIb  
Its: GP, L.P.  
General Partner

By: OCM Opportunities Fund VIIb  
Its: GP Ltd.  
General Partner

By: Oaktree Capital Management,  
Its: L.P.  
Director

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Authorized Signatory

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Authorized Signatory

OCM OPPORTUNITIES FUND VIIIB  
(PARALLEL), L.P.

By: OCM Opportunities Fund VIIb  
Its: GP, L.P.  
General Partner

By: OCM Opportunities Fund VIIb  
Its: GP Ltd.  
General Partner

By: Oaktree Capital Management,  
Its: L.P.  
Director

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and  
Associate General Counsel

By: /s/ Philip McDermott

Name: Philip McDermott  
Title: Assistant Vice President

OCM OPPORTUNITIES FUND VIIB GP, L.P.

By: OCM Opportunities Fund VIIB  
Its: GP Ltd.  
General Partner

By: Oaktree Capital Management,  
Its: L.P.  
Director

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and  
Associate General Counsel

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

OCM OPPORTUNITIES FUND VIIB GP LTD.

By: Oaktree Capital Management,  
Its: L.P.  
Director

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and  
Associate General Counsel

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

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OCM OPPORTUNITIES FUND VII, L.P.

By: OCM Opportunities Fund VII  
Its: GP, L.P.  
General Partner

By: OCM Opportunities Fund VII  
Its: GP Ltd.  
General Partner

By: Oaktree Capital Management,  
Its: L.P.  
Director

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and  
Associate General Counsel

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

OCM OPPORTUNITIES FUND VII GP, L.P.

By: OCM Opportunities Fund VII  
Its: GP Ltd.  
General Partner

By: Oaktree Capital Management,  
Its: L.P.  
Director

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and  
Associate General Counsel

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President



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OCM OPPORTUNITIES FUND VII GP LTD.

By: Oaktree Capital Management,  
Its: L.P.  
Director

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and  
Associate General Counsel

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

OAKTREE VALUE OPPORTUNITIES FUND,  
L.P.

By: Oaktree Value Opportunities  
Its: Fund GP, L.P.  
General Partner

By: Oaktree Value Opportunities  
Its: Fund GP Ltd.  
General Partner

By: Oaktree Capital Management,  
Its: L.P.  
Director

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and  
Associate General Counsel

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President



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OAKTREE VALUE OPPORTUNITIES FUND  
GP, L.P.

By: Oaktree Value Opportunities  
Its: Fund GP Ltd.  
General Partner

By: Oaktree Capital Management,  
Its: L.P.  
Director

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and  
Associate General Counsel

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

OAKTREE VALUE OPPORTUNITIES FUND GP  
LTD.

By: Oaktree Capital Management,  
Its: L.P.  
Director

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and  
Associate General Counsel

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

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OAKTREE FF INVESTMENT FUND, L.P. –  
CLASS B

By: Oaktree FF Investment Fund GP,  
L.P.

Its: General Partner

By: Oaktree FF Investment Fund GP  
Ltd.

Its: General Partner

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and Associate  
General Counsel

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

OAKTREE FF INVESTMENT FUND GP, L.P.

By: Oaktree FF Investment Fund GP  
Ltd.

Its: General Partner

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and Associate  
General Counsel

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President



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OAKTREE FF INVESTMENT FUND GP LTD.

By: Oaktree Capital Management,  
L.P.

Its: Director

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and  
Associate General Counsel

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

OAKTREE FUND GP I, L.P.

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Authorized Signatory

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Authorized Signatory

OAKTREE CAPITAL I, L.P.

By: OCM Holdings I, LLC  
Its: General Partner

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director and  
Associate General Counsel

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

OCM HOLDINGS I, LLC

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director, Associate  
General Counsel  
and Assistant Vice President

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

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OAKTREE HOLDINGS, LLC

By: Oaktree Capital Group, LLC  
Its: Managing Member

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director, Associate  
General Counsel  
and Assistant Secretary

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

OAKTREE CAPITAL GROUP, LLC

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director, Associate  
General Counsel  
and Assistant Secretary

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

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OAKTREE CAPITAL GROUP HOLDINGS, L.P.

By: Oaktree Capital Group Holdings  
Its: GP, LLC  
General Partner

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director, Associate  
General Counsel  
and Assistant Secretary

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

OAKTREE CAPITAL GROUP HOLDINGS GP,  
LLC

By: /s/ Richard Ting  
Name: Richard Ting  
Title: Managing Director, Associate  
General Counsel  
and Assistant Secretary

By: /s/ Philip McDermott  
Name: Philip McDermott  
Title: Assistant Vice President

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16117M305

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Exhibit Index

- Exhibit Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (Incorporated by reference from the Schedule 13G/A filed with the Securities and Exchange Commission by the Reporting Persons with respect to the Issuer on February 14, 2013).
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