

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* Next Alt S.a.r.l.  (Last) (First) (Middle) 3 BOULEVARD ROYAL, L-2449  (Street)  GRAND DUCHY OF LUXEMBOURG, N4  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/21/2017	3. Issuer Name and Ticker or Trading Symbol Altice USA, Inc. [ATUS]		
		4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A common stock	1,000	I	A4 S.A. (1) (2)
Class A common stock	6,806,713	I	UpperNext S.C.S.p (2) (3)
Class A common stock	57,064,086	I	Neptune Holding US LP (2) (4)
Class B common stock	490,085,674	I	CVC 3 B.V. (2) (4)
Class B common stock	1,000	I	A4 S.A. (1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class A Unit	(5)	(5)	Class A common stock	57,064,086	\$ (5)	I	CVC 3 B.V. (2) (4)
Class C Unit	(6)	(6)	Class A common stock	32,294,494	\$ (7)	I	CVC 3 B.V. (2) (4)
Class C Unit	(8)	(8)	Class A common stock	3,748,540	\$ (7)	I	CVC 3 B.V. (2) (4)
Class C Unit	(9)	(9)	Class A common stock	1,595,952	\$ (7)	I	UpperNext S.C.S.p (2) (3)
Put Right	(10)	(10)	Class A Common Stock	57,064,086	\$ (10)	I	Neptune Holding US LP (2) (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Next Alt S.a.r.l. 3 BOULEVARD ROYAL, L-2449 GRAND DUCHY OF LUXEMBOURG, N4	X	X		
Drahi Patrick 3 BOULEVARD ROYAL, L-2449 GRAND DUCHY OF LUXEMBOURG, N4	X	X		
Altice N.V. PRINS BERNHARDPLEIN 200 AMSTERDAM, P7 1097 JB	X	X		
A4 S.A. 3 BOULEVARD ROYAL, L-2449 GRAND DUCHY OF LUXEMBOURG, N4	X			
CVC 3 B.V. PRINS BERNHARDPLEIN 200 AMSTERDAM, P7 1097 JB	X	X		

## Signatures

/s/ David Connolly, Attorney-in-Fact for Next Alt. S.a r.l. **Signature of Reporting Person		06/21/2017 Date
/s/ David Connolly, Attorney-in-Fact for Patrick Drahi **Signature of Reporting Person		06/21/2017 Date
/s/ David Connolly, Attorney-in-Fact for Altice N.V. **Signature of Reporting Person		06/21/2017 Date
/s/ David Connolly, Attorney-in-Fact for A4 S.A. **Signature of Reporting Person		06/21/2017 Date
/s/ David Connolly, Attorney-in-Fact for CVC 3 B.V. **Signature of Reporting Person		06/21/2017 Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
Next Alt S.a r.l. ("Next Alt") is a personal holding company of Patrick Drahi, who is its sole indirect controlling shareholder. As of the date of this report, Next Alt is holder of 59.37% of the share capital and voting rights of Altice N.V. Altice N.V. maintains a one-tier board of four executive board members and three non-executive
- (1) board members. The executive board members are appointed by shareholders at the general meeting at the binding nomination of Next Alt. A4 S.A., which is controlled by the family of Mr. Drahi, is an executive board member of Altice N.V. Altice N.V. and A4 S.A. are parties to a stockholders agreement with the Issuer to be entered into at the closing of the IPO pursuant to which they have certain rights to appoint directors of the Issuer.
  - (2) Each Reporting Person disclaims beneficial ownership of all interests reported on this Form 3 except to the extent of such Reporting Person's pecuniary interests.
  - (3) Mr. Drahi is the sole controlling shareholder of Uppernext. As such, Mr. Drahi may be deemed to beneficially own shares of the Issuer held by Uppernext.  
As of the date of this report, CVC 3 B.V. ("CVC 3") holds more than 10% of the Class A common stock of the Issuer on an as converted basis. Altice N.V. owns an
  - (4) indirect controlling interest in CVC 3. Mr. Drahi, Next Alt and Altice N.V. may each be deemed to beneficially own the shares of the Issuer owned by CVC 3. CVC 3 is the sole member of Neptune Holding US GP LLC, which is the sole general partner of Neptune Holding US Limited Partnership ("Neptune Holding US LP"). As such, Mr. Drahi, Next Alt, Altice N.V. and CVC 3 may each be deemed to beneficially own shares of the Issuer held by Neptune Holding US LP.
  - (5) Class A Units represent a contingent right to receive shares of Class A common stock of the Issuer in the discretion of Neptune Holding US GP LLC.
  - (6) These Class C Units vest with CVC 3 upon the termination of employment of certain participants in the Neptune Management Limited Partnership Carry Unit Plan.
  - (7) Class C Units represent a contingent right to receive, following vesting, shares of Class A common stock of the Issuer in the discretion of Neptune Holding US GP LLC.
  - (8) These Class C Units are vested.
  - (9) These Class C Units vest 50% on December 21, 2017, 25% on December 21, 2018 and 25% on December 21, 2019.
  - (10) Neptune Holdings US LP has a right to put its Class A common stock to the holder of any Class A Unit or vested Class C Unit.

### Remarks:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.



POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints DAVID CONNOLLY the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as a beneficial owner of Altice USA, Inc. (the "Company"), Forms 3, 4 and 5 (and any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission (the "SEC"), including without limitation the execution and filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Forms 3, 4 and 5 electronically with the SEC; and
3. take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by or for, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request and on the behalf of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with, or any liability for the failure to comply with, any provision of Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of this 17<sup>th</sup> day of June, 2017.

Signed and Acknowledged:

/s/ Patrick Drahi

Patrick Drahi

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POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints DAVID CONNOLLY the undersigned's true and lawful attorney-in-fact to:

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3. take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by or for, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of this 16<sup>th</sup> day of June, 2017.

Signed and Acknowledged:

A4 S.A.

/s/ Jean-Luc BERREBI and /s/ Laurent GODINEAU

Name: Jean-Luc BERREBI and Laurent GODINEAU

Title: directors

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POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints DAVID CONNOLLY the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as a beneficial owner of Altice USA, Inc. (the "Company"), Forms 3, 4 and 5 (and any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission (the "SEC"), including without limitation the execution and filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Forms 3, 4 and 5 electronically with the SEC; and
3. take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by or for, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request and on the behalf of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with, or any liability for the failure to comply with, any provision of Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of this 16<sup>th</sup> day of June, 2017.

Signed and Acknowledged:

CVC 3 B.V.

/s/ Dexter Goei

Name: Dexter Goei  
Title: Managing Director

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