

# FORM 4

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

OMB APPROVAL	
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## STATEMENT OF CHANGES IN 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <b>Goei Dexter</b>		2. Issuer Name and Ticker or Trading Symbol <b>Altice USA, Inc. [ATUS]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Executive Officer</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/06/2019</b>		
1 COURT SQUARE WEST					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		
LONG ISLAND CITY, NY 11101			6. Individual or Joint/Group Filing Check Applicable Line <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)			

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class B common stock	03/06/2019		C		2,982,842	D		2,194,592	I	LLC
Class A common stock	03/06/2019		C		2,982,842	A		5,666,172	I	LLCs
Class B common stock	03/14/2019		C		601,867	D		1,592,725	I	LLC
Class A common stock	03/14/2019		C		601,867	A		6,268,039	I	LLCs
Class B common stock	03/22/2019		C		1,592,725	D		0	I	LLC
Class A common stock	03/22/2019		C		1,592,725	A		7,860,764	I	LLCs
Class A common stock								1,087,975	D	

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Variable Prepaid Share Forward Transaction	(2) (3) (4)	03/22/2019		J/K		2,244,563	(2)(3)(4)	(2)(3)(4)	Class A common stock	2,244,563	(2) (3) (4)	2,244,563	I	LLCs

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goei Dexter 1 COURT SQUARE WEST LONG ISLAND CITY, NY 11101	X		Chief Executive Officer	

## Signatures

/s/ David Connolly, Attorney-in-Fact for Dexter Goei	03/22/2019
Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

Each share of Class B common stock, which is a registered security of the Issuer, is convertible on a share-for-share basis at any time upon written notice to the Issuer at the option of the holder into one share of Class A common stock pursuant to the Issuer's third amended and restated certificate of incorporation. Holders of Class A common stock are entitled to one vote per share and holders of Class B common stock are entitled to twenty-five votes per share, in each case, on any matter submitted to a vote of Altice USA stockholders. Shares of Class B common stock that have been converted into Class A common stock may not be converted back into shares of Class B common stock.

(1) On March 22, 2019, the reporting person entered into a Variable Prepaid Forward Transaction (the "Transaction") with an unaffiliated bank (the "Bank") relating to 2,244,563 shares of Class A common stock of the Issuer (the "Shares"). The Transaction is divided into two individual components (each a "Component") designated by valuation date, which are the two trading days from March 22, 2022 through March 23, 2022, inclusive, of which the number of shares are, respectively, 1,122,282 Shares and 1,122,281 Shares (each, the "Component Number of Shares" for the relevant Component).

(2) On the settlement date for each Component, the reporting person will be obligated to deliver to the Bank a number of Shares determined as follows (or, at the reporting person's election, it may pay an equivalent amount in cash on the cash settlement date(s)): (a) if the volume weighted average trading price per share on the valuation date for the relevant Component (the "Settlement Price") is less than \$22.02 (the "Floor Price"), the Component Number of Shares; (b) if the Settlement Price is greater than the Floor Price but less than or equal to \$29.73 (the "Cap Price"), the Component Number of Shares multiplied by the Floor Price divided by the Settlement Price; and (c) if the Settlement Price is greater than the Cap Price, the Component Number of Shares multiplied by  $(1 - ((\text{Forward Cap Price} - \text{Forward Floor Price}) / \text{Settlement Price}))$ .

(3) In exchange for assuming this obligation, the reporting person is receiving a cash payment of \$43,000,000 in connection with entering into the Transaction. The Transaction was undertaken to fund tax obligations of the reporting person arising from the pro rata distribution in kind of Issuer's Class A common stock and Class B common stock to holders of Altice Europe N.V.'s common shares A and common shares B, as described in the Form S-1 filed by the Issuer with the Securities and Exchange Commission, effective May 23, 2018. The reporting person pledged 2,244,563 Shares (the "Pledged Shares") to the Bank to secure its obligations under the Transaction. The reporting person retained voting rights in the Pledged Shares during the term of the pledge, subject to the Bank's exercise of default remedies. The terms of the Transaction may be adjusted to account for the economic effects of dividends paid during the term of the pledge.

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

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