

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 * Goei Dexter		2. Issuer Name and Ticker or Trading Symbol Altice USA, Inc. [ATUS]		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) Chief Executive Officer	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/21/2021		
1 COURT SQUARE WEST					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		
LONG ISLAND CITY, NY 11101					
(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 A common stock	12/21/2021 <u>(1)(2)(3)</u>		J/K	<u>(1)(2)(3)</u>		1,122,282	D	<u>(1)(2)(3)</u> 8,875,640	I	LLCs
Class A common stock	12/22/2021 <u>(1)(2)(3)</u>		J/K	<u>(1)(2)(3)</u>		1,122,281	D	<u>(1)(2)(3)</u> 7,753,359	I	LLCs
Class A common stock								1,837,951 <u>(4)</u>	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	<u>(1)(2)(3)</u>	12/21/2021		J/K		1,122,282	<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Class A common stock	1,122,282	<u>(1)(2)(3)</u>	1,122,281	I	LLCs
Variable Prepaid Share Forward Transaction	<u>(1)(2)(3)</u>	12/22/2021		J/K		1,122,281	<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Class A common stock	1,122,281	<u>(1)(2)(3)</u>	0	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/ Dexter Goei	02/10/2022
<small>Signature of Reporting Person</small>	<small>Date</small>

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).

(1) The reporting person physically settled a Variable Prepaid Forward Transaction entered into on March 22, 2019 (and thereafter amended on December 22, 2020) (the "Transaction") with an unaffiliated bank (the "Bank"). The Transaction related to 2,244,563 shares of Class A common stock of the Issuer (the "Shares") held by the reporting person and was divided into two individual components (each a "Component") designated by two valuation dates, December 21, 2021 and December 22, 2021 (the "Valuation Dates"), with respect to 1,122,282 Shares and 1,122,281 Shares, respectively, (each, the "Component Number of Shares" for the relevant Component).

(2) On the settlement date for each Component, the reporting person was obligated to deliver to the Bank a number of Shares determined as follows (or, at the reporting person's election, 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 a specified price (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 a specified price (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 $(1 - ((\text{Cap Price} - \text{Floor Price}) / \text{Settlement Price}))$.

(3) On March 22, 2019, the reporting person pledged 2,244,563 Shares (the "Pledged Shares") to the Bank to secure its obligations under the Transaction. In exchange for assuming this obligation, the reporting person received an aggregate cash payment equal \$43,000,000 upon entry into the Transaction, and an additional \$5,809,155 at the time the Transaction was amended. On the Valuation Dates, the Settlement Price was \$15.82 and \$15.75, respectively. Accordingly, the reporting person transferred to the Bank all of the Component Number of Shares for each Component at settlement, at which time, no Form 4 was previously filed.

(4) Since the last Form 4 filed by the reporting person that included Table I holdings, the reporting person transferred Shares previously reported as directly held to LLCs.

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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