

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person * <u>Grau Michael</u> (Last) (First) (Middle) <u>1 COURT SQUARE WEST</u> (Street) <u>LONG ISLAND NY 11101</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Altice USA, Inc. [ATUS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Former Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	03/01/2023		A		241,116 ⁽¹⁾	A	(2)	646,779	D	

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$15.78	03/01/2023		D			797,872	(3)	12/29/2031	Class A common stock	797,872	(2)	0	D	
Stock Option (Right to Buy)	\$17.57	03/01/2023		D			56,903	(4)	06/27/2028	Class A common stock	56,903	(2)	0	D	
Stock Option (Right to Buy)	\$28.36	03/01/2023		D			750,000	(5)	01/29/2030	Class A common stock	750,000	(2)	0	D	
Stock Option (Right to Buy)	\$24.08	03/01/2023		D			83,052	(6)	06/26/2029	Class A common stock	83,052	(2)	0	D	

Explanation of Responses:

- Represents restricted share units ("RSUs") granted pursuant to the Amended and Restated Altice USA 2017 Long Term Incentive Plan, as amended (the "Plan"). Each RSU represents a contingent right to receive one share of the Issuer's Class A common stock. The RSUs vest in equal installments on each of March 1, 2024 and 2025.
- On March 1, 2023, the Issuer cancelled, pursuant to the Issuer's stock option exchange program, (i) stock options to purchase 797,872 shares of the Issuer's Class A common stock granted to the Reporting Person on December 29, 2021, (ii) stock options to purchase 56,903 shares of the Issuer's Class A common stock granted to the Reporting Person on June 27, 2018, (iii) stock options to purchase 750,000 shares of the Issuer's Class A common stock granted to the Reporting Person on January 29, 2020 and (iv) stock options to purchase 83,052 shares of the Issuer's Class A common stock granted to the Reporting Person on June 26, 2019. In exchange for the cancelled stock options, the Reporting Person received 241,116 RSUs and \$2,411,190 of deferred cash denominated awards ("DCAs"). The RSUs and DCAs will vest in equal installments on each of March 1, 2024 and 2025, subject to the Reporting Person's continued employment with the Issuer on the vesting date.
- These stock options provided for vesting in equal installments on each of December 29, 2022, 2023 and 2024.
- These stock options vested on June 27, 2021.
- These stock options provided for vesting 50% on December 27, 2021, 25% on December 27, 2022 and 25% on December 27, 2023.
- These stock options vested on June 26, 2022.

/s/ Michael Grau

03/03/2023

** Signature of Reporting Person

Date

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

* 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).

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

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 Number.