

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (date of earliest event reported): **March 22, 2018**

Altice USA, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State of Incorporation)

No. 001-38126
(Commission
File Number)

No. 38-3980194
(IRS Employer
Identification Number)

1 Court Square West
Long Island City, New York
(Address of principal executive offices)

11101
(Zip Code)

(516) 803-2300

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On March 22, 2018, Altice USA, Inc. (the "Company") issued a press release announcing the pricing by Cequel Communications Holdings I, LLC, a Delaware limited liability company ("Cequel") and Cequel Capital Corporation, a Delaware corporation ("Cequel Capital", together with Cequel the "Co-Issuers" and each a "Co-Issuer"), each an indirect wholly-owned subsidiary of the Company, as Co-Issuers of an offering (the "Offering") of \$1,050 million in aggregate principal amount of its Senior Notes due 2028 (the "Notes"). A copy of the press release related to the Offering is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The Notes will bear interest at a rate of 7.500% and will pay interest semi-annually in arrears on April 1 and October 1 of each year, beginning on October 1, 2018. The Notes will mature on April 1, 2028. The Co-Issuers entered into a purchase agreement on March 22, 2018 with the representative of the initial purchasers named therein, related to the issuance and sale of the Notes. The Offering is expected to close on or about April 5, 2018, subject to customary closing conditions. The Notes are being sold in a private placement only to qualified institutional buyers pursuant to Rule 144A and to non-U.S. persons pursuant to Regulation S under the U.S. Securities Act of 1933, as amended, subject to prevailing market and other conditions.

The proceeds from the Offering, together with cash on hand, are expected to be used to redeem the \$1,050 million aggregate principal amount outstanding of the Co-Issuers existing 6.375% Senior Notes due 2020 and to pay fees, costs and expenses in connection therewith.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Press Release, dated March 22, 2018 issued by Altice USA, Inc., related to the Offering. |

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Press Release, dated March 22, 2018 issued by Altice USA, Inc., related to the Offering. |

3

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALTICE USA, INC.

By: /s/ David Connolly
David Connolly
Executive Vice President, General Counsel and Secretary

Date: March 23, 2018



**Cequel Communications Holdings I, LLC and
Cequel Capital Corporation Announce Pricing of Senior Notes**

March 22, 2018 — Cequel Communications Holdings I, LLC and Cequel Capital Corporation (the “Co-Issuers”) today announced the pricing of an offering (the “Offering”) of \$1,050 million in aggregate principal amount of their Senior Notes due 2028 (the “Notes”). The Notes will bear interest at a rate of 7.500% and will pay interest semi-annually in arrears on April 1 and October 1 of each year, beginning on October 1, 2018. The Notes will mature on April 1, 2028. The Offering is expected to close on or about April 5, 2018, subject to customary closing conditions. The Co-Issuers are indirect, wholly owned subsidiaries of Altice USA, Inc. (“Altice USA”; NYSE: ATUS).

The proceeds from the Offering, together with cash on hand, are expected to be used to redeem the \$1,050 million aggregate principal amount outstanding of the Co-Issuers existing 6.375% Senior Notes due 2020 and to pay fees, costs and expenses in connection therewith.

The Notes are being sold in a private placement only to qualified institutional buyers pursuant to Rule 144A and non-U.S. persons pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”), subject to prevailing market and other conditions. There is no assurance that the Offering will be completed or, if completed, as to the terms on which they are completed. The Notes have not been, and will not be, registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or unless pursuant to an applicable exemption from the registration requirements of the Securities Act and any other applicable securities laws. This press release is for informational purposes only and shall not constitute an offer to sell, or a solicitation of an offer to buy, any security, including the Notes. No offer, solicitation, or sale will be made in any jurisdiction in which such an offer, solicitation, or sale would be unlawful.

About Altice USA

Altice USA (NYSE: ATUS), the U.S. business of Altice N.V. (Euronext: ATC, ATCB), is one of the largest broadband communications and video services providers in the United States, delivering broadband, pay television, telephony services, Wi-Fi hotspot access, proprietary content and advertising services to approximately 4.9 million residential and business customers across 21 states through its Optimum and Suddenlink brands.

About Altice N.V.

Founded in 2001 by entrepreneur Patrick Drahi, Altice is a convergent global leader in telecom, content, media, entertainment and advertising. Altice delivers innovative, customer-centric products and solutions that connect and unlock the limitless potential of its over 50 million customers over fiber networks and mobile broadband. The company enables millions of people to live out their passions by providing original content, high-quality and compelling TV shows, and international, national and local news channels. Altice delivers live broadcast premium sports events and enables millions of customers to enjoy the most well-known media and entertainment. Altice innovates with technology in its Altice Labs across the world. Altice links leading brands to audiences through premium advertising solutions. Altice is also a global provider of enterprise digital solutions to millions of business customers. Altice

is present in 10 territories from New York to Paris, from Tel Aviv to Lisbon, from Santo Domingo to Geneva, from Amsterdam to Dallas. Altice (ATC & ATCB) is listed on Euronext Amsterdam.

Forward-Looking Statements

This press release contains statements about future events, projections, forecasts and expectations that are forward-looking statements. Any statement in this press release that is not a statement of historical fact is a forward-looking statement that involves known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. In addition, past performance of the Co-Issuers and their respective affiliates cannot be relied on as a guide to future performance. The Co-Issuers and their respective affiliates make no representation on the accuracy and completeness of any of the forward-looking statements, and, except as may be required by applicable law, assume no obligations to supplement, amend, update or revise any such statements or any opinion expressed to reflect actual results, changes in assumptions or in the Co-Issuers’ or their respective affiliates’ expectations, or changes in factors affecting these statements. Accordingly, any reliance you place on such forward-looking statements will be at your sole risk.

Contacts

Altice NV

Nick Brown, +41 79 720 15 03

Head of Investor Relations

nick.brown@altice.net

or

Arthur Dreyfuss, +41 79 946 49 31

Head of Communications

arthur.dreyfuss@altice.net

or

Altice USA

Lisa Anselmo, +1 929 418 4362

Head of Communications

lisa.anselmo@alticeusa.com
