

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 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):
June 7, 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 registrant 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 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 Information.

On June 7, 2018, Altice USA, Inc. ("Altice USA") issued a press release announcing the number of shares of Altice USA Class A common stock and Altice USA Class B common stock to be distributed to Altice N.V. shareholders in connection with the separation of Altice USA and Altice N.V., the majority stockholder of Altice USA. A copy of the press release is attached as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	Description
99.1	Press Release dated June 7, 2018.

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.

Dated: June 7, 2018

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





June 7, 2018

Altice N.V. and Altice USA Announce the Number of Shares of Altice USA Class A Common Stock and Class B Common Stock to be Distributed

June 7, 2018 — Altice N.V. (“Altice NV”, Euronext: ATC, ATCB) and Altice USA, Inc. (“Altice USA”, NYSE: ATUS) today announce the number of shares of Altice USA Class A common stock and Class B common stock to be distributed to Altice NV shareholders in connection with the separation of Altice USA from Altice NV (the “Separation”).

The number of shares of Altice USA Class A common stock and Altice USA Class B common stock to be distributed will be:

Altice USA Class A common stock	247,683,489⁽¹⁾
Altice USA Class B common stock	247,683,443⁽¹⁾

The Separation was previously announced by Altice NV on January 8, 2018. The Separation is to be effected by way of a special distribution in kind by Altice NV of its 67.2% interest in Altice USA to Altice NV shareholders out of Altice NV’s share premium reserve (the “Distribution”).⁽²⁾ Each shareholder of Altice NV as of 18:00 CET on May 23, 2018, the Distribution record date, will be entitled to receive 0.4163 shares of Altice USA common stock for every share held by such shareholder in Altice NV’s capital on the Distribution record date. Altice NV will implement the Distribution on June 8, 2018. Following the Distribution, there will be 489,384,523 shares of Altice USA Class A common stock and 247,684,443 shares of Altice USA Class B common stock outstanding.

Between May 24, 2018 and June 4, 2018, each Altice NV shareholder was given the opportunity to elect the percentage of shares of Altice USA Class A common stock and shares of Altice USA Class B common stock such shareholder will receive in the Distribution, whereby the number of shares of Altice USA Class B common stock to be distributed was subject to a cap of 50% of the total shares of Altice USA common stock being distributed (the “Class B Cap”). Because the Class B Cap has been exceeded, the shares of Altice USA Class B common stock to be delivered to Altice NV’s shareholders of record who elected to receive them were subject to proration, and such shareholders will receive shares of Altice USA Class

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- (1) Fractional shares of Altice USA common stock will not be distributed in the Distribution. Fractional shares of Altice USA Class A common stock and Altice USA Class B common stock (after conversion into shares of Altice USA Class A common stock) will be aggregated into whole shares of Class A common stock, which will be sold in the open market at prevailing market prices. These numbers therefore reflect the conversion of 23 shares of Altice USA Class B common stock into Altice USA Class A common stock for purposes of selling them in the open market.
 - (2) The Distribution excludes shares indirectly owned by Altice NV through Neptune Holding US LP.

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A common stock in lieu of the portion of shares of Altice USA Class B common stock that has been cut back. Altice NV shareholders who did not make an election will receive shares of Altice USA Class A common stock.

In connection with the Distribution, Altice USA has filed a registration statement including a US prospectus relating to the shares of Altice USA common stock to be distributed in the Distribution which was declared effective by the US Securities and Exchange Commission on May 23, 2018. In addition, Altice USA has published an EU prospectus on May 24, 2018, which has been approved by the Dutch Authority for the Financial Markets. Copies of the US prospectus and the EU prospectus may be obtained free of charge from Altice USA’s website (<http://investors.alticeusa.com/investors/Separation-of-Altice-USA-from-Altice-NV/default.aspx>) and from Altice N.V.’s website (www.altice.net/separation-altice-usa-altice-nv) and during usual business hours on any weekday from the principal executive office of Altice USA at 1 Court Square West, Long Island City, NY 11101, United States of America and the registered office of Altice N.V. at Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands.

Contacts

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About Altice Europe

Altice Europe (ATC & ATCB), listed on Euronext Amsterdam, is a convergent leader in telecoms, content, media, entertainment and advertising. Altice delivers innovative, customer-centric products and solutions that connect and unlock the limitless potential of its over 30 million customers over fiber networks and mobile broadband. Altice is also a provider of enterprise digital solutions to millions of business customers. The company innovates with technology, research and development and enables 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 its customers to enjoy the most well-known media and entertainment.

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Alice USA (NYSE: ATUS) is one of the largest broadband communications and video services providers in the United States, delivering broadband, pay television, telephony services, proprietary content and advertising services to approximately 4.9 million Residential and Business customers across 21 states through its Optimum and Suddenlink brands.