

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 13G
(Amendment No. 1)***

Under the Securities Exchange Act of 1934

Altice USA, Inc.
(Name of Issuer)

Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)

02156K103
(CUSIP Number)

September 30, 2024
(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAMES OF REPORTING PERSONS D. E. Shaw & Co., L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 11,318,150
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 11,365,550
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,365,550	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.1%	

12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IA, PN
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1	NAMES OF REPORTING PERSONS David E. Shaw	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 11,318,150
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 11,365,550
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,365,550	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.1%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

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Item 1.

- (a) **Name of Issuer**
Altice USA, Inc.
- (b) **Address of Issuer's Principal Executive Offices**
1 Court Square West
Long Island City, NY 11101

Item 2.

- (a) **Name of Person Filing**
D. E. Shaw & Co., L.P.
David E. Shaw
- (b) **Address of Principal Business Office or, if none, Residence**
The business address for each reporting person is:
Two Manhattan West
375 Ninth Avenue, 52nd Floor
New York, NY 10001
- (c) **Citizenship**
D. E. Shaw & Co., L.P. is a limited partnership organized under the laws of the state of Delaware.
David E. Shaw is a citizen of the United States of America.

(d) **Title of Class of Securities**
Class A Common Stock, par value \$0.01 per share

(e) **CUSIP Number**
02156K103

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:
Not Applicable

Item 4. Ownership

As of September 30, 2024:

- (a) Amount beneficially owned:
- | | |
|-------------------------|---|
| D. E. Shaw & Co., L.P.: | 11,365,550 shares |
| | This is composed of (i) 9,716,215 shares in the name of D. E. Shaw Galvanic Portfolios, L.L.C. and (ii) 1,649,335 shares under the management of D. E. Shaw Investment Management, L.L.C. |
| David E. Shaw: | 11,365,550 shares |
| | This is composed of (i) 9,716,215 shares in the name of D. E. Shaw Galvanic Portfolios, L.L.C. and (ii) 1,649,335 shares under the management of D. E. Shaw Investment Management, L.L.C. |
- (b) Percent of class:
- | | |
|-------------------------|------|
| D. E. Shaw & Co., L.P.: | 4.1% |
| David E. Shaw: | 4.1% |
- (c) Number of shares to which the person has:
- (i) Sole power to vote or to direct the vote:
- | | |
|-------------------------|------------|
| D. E. Shaw & Co., L.P.: | -0- shares |
| David E. Shaw: | -0- shares |

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- (ii) Shared power to vote or to direct the vote:
- | | |
|-------------------------|-------------------|
| D. E. Shaw & Co., L.P.: | 11,318,150 shares |
| David E. Shaw: | 11,318,150 shares |
- (iii) Sole power to dispose or to direct the disposition of:
- | | |
|-------------------------|------------|
| D. E. Shaw & Co., L.P.: | -0- shares |
| David E. Shaw: | -0- shares |
- (iv) Shared power to dispose or to direct the disposition of:
- | | |
|-------------------------|-------------------|
| D. E. Shaw & Co., L.P.: | 11,365,550 shares |
| David E. Shaw: | 11,365,550 shares |

David E. Shaw does not own any shares directly. By virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of D. E. Shaw & Co., L.P., which in turn is the managing member of D. E. Shaw Investment Management, L.L.C. and D. E. Shaw Adviser II, L.L.C., which in turn is the investment adviser of D. E. Shaw Galvanic Portfolios, L.L.C., and by virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co. II, Inc., which is the managing member of D. E. Shaw & Co., L.L.C., which in turn is the managing member of D. E. Shaw Manager II, L.L.C., which in turn is the manager of D. E. Shaw Galvanic Portfolios, L.L.C., David E. Shaw may be deemed to have the shared power to vote or direct the vote of 11,318,150 shares, and the shared power to dispose or direct the disposition of 11,365,550 shares, the 11,365,550 shares as described above constituting 4.1% of the outstanding shares, and, therefore, David E. Shaw may be deemed to be the beneficial owner of such shares. David E. Shaw disclaims beneficial ownership of such 11,365,550 shares.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below, each of D. E. Shaw & Co., L.P. and David E. Shaw certify that, to the best of such reporting person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete, and correct. A Power of Attorney, dated August 1, 2024, granted by David E. Shaw in favor of Daniel R. Marcus, is attached hereto.

Dated: November 14, 2024

D. E. Shaw & Co., L.P.

By: /s/ Daniel R. Marcus
Daniel R. Marcus
Chief Compliance Officer

David E. Shaw

By: /s/ Daniel R. Marcus
Daniel R. Marcus
Attorney-in-Fact for David E. Shaw

EXHIBIT 1

POWER OF ATTORNEY
FOR CERTAIN REGULATORY FILINGS
INCLUDING CERTAIN FILINGS
UNDER THE SECURITIES EXCHANGE ACT OF 1934
AND THE INVESTMENT ADVISERS ACT OF 1940

I, David E. Shaw, hereby make, constitute, and appoint each of

Adam Deaton,
Anne Dinning,
Edward Fishman,
Alexis Halaby,
Edwin Jager,
Martin Lebwohl,
Daniel Marcus,
Anoop Prasad,
Maximilian Stone, and
David Sweet,

acting individually in such person's capacity as an employee of D. E. Shaw & Co., L.P. or one of its subsidiaries, as my agent and attorney-in-fact, with full power of substitution, for the purpose of, from time to time, (i) executing in my name, in my capacity as President of D. E. Shaw & Co., Inc. (acting for itself or as the general partner of D. E. Shaw & Co., L.P. and general partner, managing member, or manager of other entities, any of which in turn may be acting for itself or other entities), all documents, certificates, instruments, statements, other filings, and amendments to the foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with any registration or regulatory disclosure requirements and/or ownership or control-person reporting requirements imposed by any U.S. or non-U.S. governmental or regulatory authority, including without limitation Form ADV, Forms 3, 4, 5, and 13F, and Schedules 13D and 13G required to be filed with the U.S. Securities and Exchange Commission, and/or (ii) delivering, furnishing, or filing, in each case whether themselves or through their designee, any such documents to or with the appropriate governmental or regulatory authority. Any such determination shall be conclusively evidenced by such person's execution of, and/or their (or their designee's) delivery, furnishing, and/or filing of, the applicable document.

This power of attorney shall be valid as of the date set forth below and replaces the power granted on March 1, 2017, which is hereby cancelled. Furthermore, this power of attorney shall be valid with respect to any particular individual set forth above only for so long as such person remains employed by D. E. Shaw & Co., L.P. or one of its subsidiaries.

IN WITNESS WHEREOF, I have executed this instrument as of the date set forth below.

Date: August 1, 2024

/s/ David E. Shaw

David E. Shaw,
as President of D. E. Shaw & Co., Inc.

EXHIBIT 2

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, each of the undersigned Reporting Persons hereby agrees to the joint filing, along with all other such Reporting Persons, on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Class A Common Stock, par value \$0.01 per share, of Altice USA, Inc., and that this Agreement be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, each of the undersigned hereby executes this Agreement as of this 14th day of November, 2024.

D. E. Shaw & Co., L.P.

By: /s/ Daniel R. Marcus
Daniel R. Marcus
Chief Compliance Officer

David E. Shaw

By: /s/ Daniel R. Marcus
Daniel R. Marcus
Attorney-in-Fact for David E. Shaw
