

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>Next Alt S.a.r.l.</u>  (Last) (First) (Middle) <u>1, RUE HILDEGARD VON BINGEN</u>  (Street) <u>GRAND DUCHY OF LUXEMBOURG</u> N4 L-1282  (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/01/2022</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								33,420,144 <sup>(2)(5)</sup>	D <sup>(1)</sup>	
Class A common stock								6,343,893	I	Uppernext S.C.S.p <sup>(1)(4)</sup>
Class A common stock								0 <sup>(2)</sup>	I	Altice UK S.a.r.l. <sup>(2)(4)</sup>
Class A common stock								0 <sup>(5)</sup>	I	A4 S.A. <sup>(3)(4)(5)</sup>

**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) Class A common stock	\$17.5	11/01/2022		D <sup>(6)</sup>			628,578	(7)	12/19/2028	Class A common stock	628,578	(6)	708,822	I	Uppernext S.C.S.p <sup>(1)(4)</sup>
Stock Option (right to buy) Class A common stock	\$28.36	11/01/2022		D <sup>(6)</sup>			1,840,000	(8)	01/29/2030	Class A common stock	1,840,000	(6)	2,160,000	I	Uppernext S.C.S.p <sup>(1)(4)</sup>
Performance Stock Units	(9)	11/01/2022		D <sup>(10)</sup>			159,270	(11)	(12)	Class A common stock	159,270	(10)	186,970	I	Uppernext S.C.S.p <sup>(1)(4)</sup>
Performance Stock Units	(9)	11/01/2022		D <sup>(10)</sup>			388,117	(13)	(12)	Class A common stock	388,117	(10)	455,616	I	Uppernext S.C.S.p <sup>(1)(4)</sup>

1. Name and Address of Reporting Person * <u>Next Alt S.a.r.l.</u>  (Last) (First) (Middle) <u>1, RUE HILDEGARD VON BINGEN</u>  (Street) <u>GRAND DUCHY OF LUXEMBOURG</u> N4 L-1282  (City) (State) (Zip)
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1. Name and Address of Reporting Person \*

Drahi Patrick

(Last) (First) (Middle)

1, RUE HILDEGARD VON BINGEN

(Street)

GRAND DUCHY OF LUXEMBOURG N4 L-1282

(City) (State) (Zip)

**Explanation of Responses:**

1. Next Alt S.a r.l. ("Next Alt") is an indirect wholly-owned and controlled personal holding company of Patrick Drahi. Uppernext S.C.S.p ("Uppernext") is a wholly-owned and controlled personal holding company of Patrick Drahi. Mr. Drahi may be deemed to beneficially own shares of the Issuer held by Next Alt and Uppernext.
2. Altice UK S.a r.l. ("Altice UK"), formerly known as Altice CVC Lux S.a r.l., is controlled by and 90% indirectly owned by Patrick Drahi. Mr. Drahi and Next Alt were deemed to beneficially own shares of the Issuer held by Altice UK. On May 6, 2022, Altice UK transferred 260,000 shares of the Issuer's Class A common stock to Next Alt.
3. A4 S.A. ("A4") was a company controlled by the family of Patrick Drahi. Mr. Drahi is a director of the Issuer. Next Alt is a party and A4 was a party to a stockholders agreement with the Issuer pursuant to which Next Alt has and A4 had certain rights to appoint directors of the Issuer.
4. Each Reporting Person disclaims beneficial ownership of all interests reported on this Form 4 except to the extent of such Reporting Person's pecuniary interests.
5. On September 30, 2022, all of the shares of A4 were transferred to Next Alt, after which A4 became a wholly-owned subsidiary of Next Alt. On October 13, 2022, A4 was dissolved and Next Alt became the holder of the 1,000 shares of the Issuer's Class A common stock formerly held by A4.
6. Represents stock options forfeited by the Reporting Person and cancelled by the Issuer pursuant to a settlement agreement terminating litigation in Patel v. Drahi, et al., C.A. No. 2020-0499-PAF (Del. Ch.).
7. These stock options were granted under the Altice USA Long Term Incentive Plan and vested on December 19, 2021.
8. These stock options were granted under the Amended and Restated Altice USA 2017 Long Term Incentive Plan (the "Plan") and vested 50% on December 27, 2021 and are scheduled to vest 25% on December 27, 2022 and 25% on December 27, 2023.
9. Each performance stock unit ("PSU") represents a contingent right to receive one share of Class A common stock of the Issuer.
10. Represents PSUs forfeited by the Reporting Person and cancelled by the Issuer pursuant to a settlement agreement terminating litigation in Patel v. Drahi, et al., C.A. No. 2020-0499-PAF (Del. Ch.).
11. The PSUs were granted under the Plan and vest on the day following the date on which the 30-day volume weighted average market price of the Issuer's Class A common stock equals or exceeds \$50 per share.
12. The PSUs will be forfeited if the applicable performance measure is not achieved prior to January 29, 2026 or if the Reporting Person does not continue to provide services to the Issuer through the achievement date of the applicable performance measure.
13. The PSUs were granted under the Plan and vest on the day following the date on which the 30-day volume weighted average market price of the Issuer's Class A common stock equals or exceeds \$60 per share.

**Remarks:**

Exhibit List: Exhibit 24.1 - Power of Attorney for Next Alt; Exhibit 24.2 - Power of Attorney for Patrick Drahi

/s/ Armelle Koelf Armelle Koelf  
pursuant to power of attorney for 11/03/2022  
Patrick Drahi

Next Alt S.a r.l. /s/ Armelle Koelf  
By: Armelle Koelf, pursuant to 11/03/2022  
power of attorney

\*\* 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.**

**POWER OF ATTORNEY**

Know all by these presents that the undersigned hereby constitutes and appoints ARMELLE KOELF, the undersigned's true and lawful attorney-in-fact, to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or 10% shareholder of Altice USA, Inc. (the "**Company**"), Forms 3, 4 and 5 (and any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission (the "**SEC**"), including without limitation the execution and filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Forms 3, 4 and 5 electronically with the SEC; and
3. take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by or for, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request and on the behalf of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with, or any liability for the failure to comply with, any provision of Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until December 31, 2022, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of this 2<sup>nd</sup> day of November 2022.

Signed and Acknowledged:

Next Alt S.a.r.l.

/s/ Patrick Drahi and Laurent Godineau

Name: Patrick Drahi and Laurent Godineau

Title: Manager A and Manager B

**POWER OF ATTORNEY**

Know all by these presents that the undersigned hereby constitutes and appoints ARMELLE KOELF, the undersigned's true and lawful attorney-in-fact, to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or 10% shareholder of Altice USA, Inc. (the "**Company**"), Forms 3, 4 and 5 (and any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission (the "**SEC**"), including without limitation the execution and filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Forms 3, 4 and 5 electronically with the SEC; and
3. take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by or for, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request and on the behalf of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with, or any liability for the failure to comply with, any provision of Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until December 31, 2022, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of this 2<sup>nd</sup> day of November 2022.

Signed and Acknowledged:

/s/ Patrick Drahi  
Patrick Drahi