

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | | |
|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person Next Alt S.a.r.l. | | 2. Issuer Name and Ticker or Trading Symbol Altice USA, Inc. [ATUS] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director Officer (give title below) <input type="checkbox"/> 10% Owner Other (specify below) | |
| 5. RUE EUGENE RUPPERT | | 3. Date of Earliest Transaction (Month/Day/Year) 06/08/2018 | | | |
| LUXEMBOURG, N4 L-2453 | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |
| | | 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 | 06/08/2018 | | J | | 247,683,489 | D | | 0 | I | Altice Europe N.V. (2) (3) (4) |
| Class A common stock | | | | | | | | 62,369,305 (1) | D | |
| Class A common stock | | | | | | | | 7,526,349 | I | UpperNext S.C.S.p (2) (3) (4) |
| Class A common stock | | | | | | | | 1,000 | I | A4 S.A. (2) (3) (4) |
| Class A common stock | | | | | | | | 255,346 | I | CVC 3 B.V. (2) (3) (4) |
| Class B common stock | 06/08/2018 | | J | | 247,683,443 | D | | 0 | I | Altice Europe N.V. (2) (3) (4) |
| Class B common stock | | | | | | | | 182,883,414 (1) | D | |
| Class B common stock | | | | | | | | 1,000 | I | A4 S.A. (2) (3) (4) |

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

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 control number.

SEC 1474 (9-02)

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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Forward Contract (obligation to sell) | (6) | 06/08/2018 | | J | | 1,699,908 | | (6) | (6) | Class A common stock | 1,699,908 | (6) | 1,699,908 | I | Altice Europe N.V. (2) (3) (4) |
| Call option (obligation to sell) | (7) (8) | 06/08/2018 | | J | | 33,819,573 | | (7)(8) | (7)(8) | Class A common stock | 33,819,573 | (7) (8) | 33,819,573 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Next Alt S.a.r.l. 5, RUE EUGENE RUPPERT LUXEMBOURG, N4 L-2453 | X | X | | |
| Drahi Patrick 5, RUE EUGENE RUPPERT LUXEMBOURG, N4 L-2453 | X | X | | |
| A4 S.A. 5, RUE EUGENE RUPPERT LUXEMBOURG, N4 L-2453 | X | | | |
| Altice Europe N.V. PRINS BERNHARDPLEIN 200 AMSTERDAM, P7 1097 JB | | | | See Remarks |
| CVC 3 B.V. PRINS BERNHARDPLEIN 200 AMSTERDAM, P7 1097 JB | | | | See Remarks |

Signatures

| | |
|---|------------|
| /s/ David Connolly, Attorney-in-Fact for Next Alt. S.a r.l. | 06/13/2018 |
| <small>**Signature of Reporting Person</small> | Date |
| /s/ David Connolly, Attorney-in-Fact for Patrick Drahi | 06/13/2018 |

| | | |
|---|--|------------|
| <u>Signature of Reporting Person</u> | | Date |
| /s/ David Connolly, Attorney-in-Fact for Altice Europe N.V. | | 06/13/2018 |
| <u>Signature of Reporting Person</u> | | Date |
| /s/ David Connolly, Attorney-in-Fact for A4 S.A. | | 06/13/2018 |
| <u>Signature of Reporting Person</u> | | Date |
| /s/ David Connolly, Attorney-in-Fact for CVC 3 B.V. | | 06/13/2018 |
| <u>Signature of Reporting Person</u> | | Date |

Explanation of Responses:

* 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).

On June 8, 2018, Altice N.V. was renamed Altice Europe N.V. and effected a pro rata distribution in kind (the "Distribution") of Issuer's Class A and Class B common stock to holders of Altice Europe N.V.'s common shares A and common shares B, as described in the Form S-1 filed by the Issuer with the Securities and Exchange Commission, effective May 23, 2018. In connection with the Distribution, control over Neptune Holding US GP LLC was transferred from CVC 3 B.V. ("CVC 3") to the Issuer. Certain of the Reporting Persons hold Altice Europe N.V. shares and, therefore, received shares of the Issuer in the Distribution in transactions exempt from reporting pursuant to Rule 16a-9 under the Securities Exchange Act of 1934, as amended, which are reflected in the amount of shares reported as beneficially owned after the transactions reported in this Form 4.

Next Alt S.a r.l. ("Next Alt") is a personal holding company of Mr. Drahi, who is its controlling shareholder. As of the date of this report, Next Alt is the holder of 67.54% of the share capital and voting rights of Altice Europe N.V. Altice Europe N.V. maintains a one-tier board of four executive board members and three non-executive board members. The executive board members are appointed by shareholders at the general meeting at the binding nomination of Next Alt. Mr. Drahi and Next Alt may each be deemed to beneficially own the shares of the Issuer owned by Altice Europe N.V.

Altice Europe N.V. owns a direct controlling interest in CVC 3. Mr. Drahi, Next Alt and Altice Europe N.V. may each be deemed to beneficially own the shares of the Issuer owned by CVC 3. Patrick Drahi is the sole controlling shareholder of Uppernext S.C.S.p ("Uppernext"). As such, Mr. Drahi may be deemed to beneficially own shares of the Issuer held by Uppernext. A4 S.A., which is controlled by the family of Mr. Drahi, is an executive board member of Altice Europe N.V. Patrick Drahi is a director of the Issuer and Next Alt and A4 S.A. are parties to a stockholders agreement with the Issuer pursuant to which they have 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) Certain of the Altice Europe N.V. shares held by Reporting Persons were subject to derivative positions. Upon the Distribution, these derivatives attached to Issuer shares on a pro rata basis.

On May 1, 2018, Altice Europe N.V. entered into a share forward transaction contract (the "Forward Contract") with a financial institution counterparty. Pursuant to the Forward Contract, in exchange for a payment from the counterparty upon settlement in December 2018, Altice Europe N.V. would be required to deliver to the counterparty a certain number of Altice Europe N.V. shares, which, due to the Distribution, is to be adjusted to reference "baskets" of securities covering those Altice Europe N.V. shares and 1,699,908 shares of Class A common stock of the Issuer.

On November 24, 2015, Next Alt entered into a series of capped call transactions (the "Capped Calls") with a financial institution counterparty over a certain number of Altice Europe N.V. ordinary "A" shares, which, due to the Distribution, is to be adjusted to reference "baskets" of securities covering those Altice Europe N.V. shares and 33,819,573 shares of Class A common stock of the Issuer. The Capped Calls will expire in equal tranches over a 252 scheduled trading day period, beginning in November 2020. For each Capped Call (of which there are three on each trading day, each at different strike prices), Next Alt will be required to deliver to the counterparty a number of Altice Europe N.V. ordinary "A" shares and 0.4163 shares of Class A common stock of the Issuer for each such Altice Europe N.V. share equal to:

(i) if the then-current value of the basket (the "Settlement Price") is below the lower strike price (80%, 85% or 90% of the reference price), zero; (ii) if the Settlement Price is equal to or above the lower strike price but is equal to or below the higher strike price (127.50%, 132.50% or 137.50% of the reference price), then (x) the product of the number of shares under such Capped Call and the lower strike price divided by (y) the Settlement Price; or (iii) if the Settlement Price is above the higher strike price, (x) the product of (A) the number of shares under such Capped Call and (B) the sum of (I) the lower strike price and (II) the excess, if any, of the market value of the basket over the higher strike price divided by the market value of the basket.

Remarks:

After giving effect to the transactions reported on this Form 4, Altice Europe N.V. and CVC 3 beneficially own less than 10% of the outstanding shares of the Issuer and do not have rights to appoint directors of the Issuer.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.