

# 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(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 <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/21/2018		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
5, RUE EUGENE RUPPERT			4. If Amendment, Date Original Filed (Month/Day/Year)		
(Street) GRAND DUCHY OF LUXEMBOURG, N4 L-2453					
(City)	(State)	(Zip)			

**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	12/21/2018		C		2,640,111	A	(1)	9,347,531	I	CVC 3 B.V. (2) (3) (4)
Class A common stock	12/21/2018		C		358,558	A	(5)	9,706,089	I	CVC 3 B.V. (2) (3) (4)
Class A common stock	01/03/2019		C		76,855	A	(1)	9,782,944	I	CVC 3 B.V. (2) (3) (4)
Class A common stock	12/21/2018		C		368,339	A	(5)	7,894,688	I	UpperNext S.C.S.p (2) (3) (4)
Class A common stock								62,369,305 (6)	D	
Class A 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.

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**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				
Class A Unit	(1)	12/21/2018		C		2,640,111		(1)	(1)	Class A common stock	2,640,111	\$ 0	27,874,512	I	CVC 3 B.V. (2) (3) (4)
Class A Unit	(1)	01/03/2019		C		76,855		(1)	(1)	Class A common stock	76,855	\$ 0	27,748,929	I	CVC 3 B.V. (2) (3) (4)
Class C Unit	(5)	12/21/2018		C		358,558		(7)	(7)	Class A common stock	358,558	\$ 0	2,337,031	I	CVC 3 B.V. (2) (3) (4)
Class C Unit	(5)	12/21/2018		C		368,339		(8)	(8)	Class A common stock	368,339	\$ 0	416,393	I	UpperNext S.C.S.p (2) (3) (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Next Alt S.a.r.l. 5, RUE EUGENE RUPPERT GRAND DUCHY OF LUXEMBOURG, N4 L-2453	X	X		
Drahi Patrick 5, RUE EUGENE RUPPERT GRAND DUCHY OF LUXEMBOURG, N4 L-2453	X	X		
A4 S.A. 5, RUE EUGENE RUPPERT GRAND DUCHY OF LUXEMBOURG, N4 L-2453	X			

## Signatures

/s/ David Connolly, Attorney-in-Fact for Next Alt S.a. r.l. <small>**Signature of Reporting Person</small>		02/14/2019 <small>Date</small>
/s/ David Connolly, Attorney-in-Fact for Patrick Drahi <small>**Signature of Reporting Person</small>		02/14/2019 <small>Date</small>
/s/ David Connolly, Attorney-in-Fact for A4 S.A. <small>**Signature of Reporting Person</small>		02/14/2019 <small>Date</small>

## 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).

Class A Units represent a contingent right to receive shares of Class A common stock of the Issuer in the discretion of Neptune Holding US GP LLC. At the time a portion of this derivative security was converted to Class A common stock, as reported on this Form 4, another portion of this derivative security was canceled for no consideration due to other distributions of Class A common stock by Neptune Holding US Limited Partnership ("Neptune Holding US LP").

(1) 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 67.53% 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, one of whom is Mr. Drahi, and four non-executive board members.

(2) The executive board members are appointed by shareholders at the general meeting at the binding nomination of Next Alt. Altice Europe N.V. owns a direct controlling interest in CVC 3 B.V. ("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.

(3) Mr. 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. Mr. 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) Class C Units represent a contingent right to receive, following vesting, shares of Class A common stock of the Issuer in the discretion of Neptune Holding US GP LLC.

(6) The form of ownership and number of shares beneficially owned as reported by Next Alt previously was and herein is correct and unchanged, provided that the pecuniary interest in a certain limited amount of such beneficially owned shares may be deemed to have changed pursuant to changes relating to certain arrangements to which Next Alt has been party.

(7) These Class C Units vest with CVC 3 upon the termination of employment of certain participants in the Neptune Management Limited Partnership Carry Unit Plan. At the time a portion of this derivative security was converted to Class A common stock, as reported on this Form 4, another portion of this derivative security was canceled for no consideration due to other distributions of Class A common stock by Neptune Holding US LP.

(8) These Class C Units vested 50% on December 21, 2017 and 25% on December 21, 2018. The remaining 25% will vest on December 21, 2019.

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

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