

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

Form S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

Mediacom Communications Corporation
 (Exact name of registrant as specified in its charter)

Delaware
 (State of incorporation or organization)

06-1566067
 (I.R.S. Employer
 Identification Number)

100 Crystal Run Road
 Middletown, New York 10941
 (Address of registrant's principal executive offices)

MEDIACOM COMMUNICATIONS CORPORATION 1999 STOCK OPTION PLAN
 (Full title of plan)

Rocco B. Comisso
 Chairman and Chief Executive Officer
 Mediacom Communications Corporation
 100 Crystal Run Road
 Middletown, New York 10941
 (Name, address and telephone number of agent for service)

With a copy to:

Robert L. Winikoff, Esq.
 Joseph H. Schmitt, Esq.
 Cooperman Levitt Winikoff Lester & Newman, P.C.
 800 Third Avenue
 New York, New York 10022
 (212) 688-7000
 Fax: (212) 755-2839

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A common stock, \$.01 par value per share.....	9,000,000 shares	(1)	\$151,060,814	\$39,880.05

(1) Estimated pursuant to Rule 457(h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee as follows: (i) in the case of shares of Mediacom Communications Corporation Class A common stock, par value \$.01 ("Class A Common Stock") granted under the Mediacom Communications Corporation 1999 Stock Option Plan, the fee is calculated on the basis of the price at which such options may be exercised when vested: 2,812,350 options exercisable at \$19.00 per share and 6,000 options exercisable at \$12.00 per share; and (ii) in the case of shares of Class A Common Stock for which options have not yet been granted and the option price is therefore unknown, the fee is calculated in accordance with Rule 457(c).

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Mediacom Communications Corporation (the "Registrant") with the Securities and Exchange Commission are incorporated herein by reference and made a part hereof:

- (a) Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1999;
- (b) Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2000; and
- (c) Registrant's Registration Statement on Form 8-A (File No. 0-29227) containing a description of Registrant's Class A Common Stock, par value \$.01 per share (the "Common Stock").

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all Common Stock registered hereby has been sold or which deregisters such Common Stock then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents (such documents, and the documents listed above, being hereinafter referred to as "Incorporated Documents"). Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

The Common Stock of the Registrant is registered under Section 12 of the Exchange Act.

Item 5. Interests of Named Experts and Counsel.

Members of Cooperman Levitt Winikoff Lester & Newman, P.C., counsel to the Registrant, beneficially own in the aggregate 53,250 shares of Common Stock.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee of or agent to the Registrant. The statute provides that it is not exclusive of other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise. The Registrant's by-laws provide for

indemnification by the Registrant of any director or officer (as such term is defined in the by-laws) of the Registrant who is or was a director of any of its subsidiaries, or, at the request of the Registrant, is or was serving as a director or officer of, or in any other capacity for, any other enterprise, to the fullest extent permitted by law. The by-laws also provide that the Registrant shall advance expenses to a director or officer and, if reimbursement of such expenses is demanded in advance of the final disposition of the matter with respect to which such demand is being made, upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it is ultimately determined that the director or officer is not entitled to be indemnified by the Registrant. To the extent authorized from time to time by the board of directors of the Registrant, the Registrant may provide to any one or more employees of the Registrant, one or more officers, employees and other agents of any subsidiary or one or more directors, officers, employees and other agents of any other enterprise, rights of indemnification and to receive payment or reimbursement of expenses, including attorneys' fees, that are similar to the rights conferred in the by-laws of the Registrant on directors and officers of the Registrant or any subsidiary or other enterprise. The by-laws do not limit the power of the Registrant or its board of directors to provide other indemnification and expense reimbursement rights to directors, officers, employees, agents and other persons otherwise than pursuant to the by-laws. The Registrant intends to enter into agreements with certain directors, officers and employees who are asked to serve in specified capacities at subsidiaries and other entities.

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for payments of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) for any transaction from which the director derived an improper personal benefit. The Registrant's restated certificate of incorporation provides for such limitation of liability.

The Registrant maintains policies of insurance under which its directors and officers are insured, within the limits and subject to the limitations of the policies, against certain expenses in connection with the defense of, and certain liabilities which might be imposed as a result of, actions, suits or proceedings to which they are parties by reason of being or having been such directors or officers.

Item 7. Exemption From Registration Claimed.

Not Applicable

Item 8. Exhibits.

- 4 Mediacom Communications Corporation 1999 Stock Option Plan (1)
- 5 Opinion of Cooperman Levitt Winikoff Lester & Newman, P.C.
- 23(a) Consent of Arthur Andersen LLP
- 23(b) Consent of Cooperman Levitt Winikoff Lester & Newman, P.C.
(reference is made to Exhibit 5 herein)

- (1) Filed as an exhibit to the Registration Statement on Form S-1 (File No. 333-90879) of the Registrant and incorporated herein by reference.

Item 9. Undertakings.

(a) The Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made of the securities registered hereby, a post-effective amendment to this Registration Statement;
- (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the "Securities Act");
- (ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and
- (iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that the undertakings set forth in paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered hereby which remain unsold at the termination of the offering.
- (b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions of the restated certificate of incorporation and by-laws of the Registrant and the provisions of the Delaware law described under Item 6 above, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as

expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Middletown, State of New York, on the 10th day of July, 2000.

Mediacom Communications Corporation

By: /s/ Rocco B. Commisso

 Rocco B. Commisso, Chairman and Chief
 Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on the dates indicated.

Signature -----	Title -----	Date ----
<u>/s/ Rocco B. Commisso</u> Rocco B. Commisso	Chairman and Chief Executive Officer (principal executive officer)	July 10, 2000
<u>/s/ Mark E. Stephan</u> Mark E. Stephan	Senior Vice President, Chief Financial Officer, Treasurer and Director (principal financial officer and principal accounting officer)	July 10, 2000
<u>/s/ William S. Morris III</u> William S. Morris III	Director	July 10, 2000
<u>/s/ Craig S. Mitchell</u> Craig S. Mitchell	Director	July 10, 2000
<u>/s/ Thomas V. Reifenheiser</u> Thomas V. Reifenheiser	Director	July 10, 2000
<u>/s/ Natale S. Ricciardi</u> Natale S. Ricciardi	Director	July 10, 2000
<u>/s/ Robert L. Winikoff</u> Robert L. Winikoff	Director	July 10, 2000

July 13, 2000

Mediacom Communications Corporation
100 Crystal Run Road
Middletown, New York 10941

Re: Registration of 9,000,000 shares of Common Stock
under the Securities Act of 1933, as amended

Ladies and Gentlemen:

In our capacity as counsel to Mediacom Communications Corporation, a Delaware corporation (the "Company"), we have been asked to render this opinion in connection with a Registration Statement on Form S-8 being filed contemporaneously herewith by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Registration Statement"), covering an aggregate of 9,000,000 shares of Class A Common Stock, par value \$.01 per share, of the Company (the "Stock") issuable upon the exercise of options heretofore granted or which may be granted subsequent hereto to acquire shares of Class A Common Stock under the Company's 1999 Stock Option Plan (the "Plan").

In that connection, we have examined the Restated Certificate of Incorporation and the By-Laws of the Company, the Registration Statement, the Plan, corporate proceedings of the Company relating to the issuance of the Stock pursuant to the Plan, and such other instruments and documents as we deemed relevant under the circumstances.

In making the aforesaid examinations, we have assumed the genuineness of all signatures and the conformity to original documents of all copies furnished to us as photostatic copies. We have also assumed that the corporate records furnished to us by the Company include all corporate proceedings taken by the Company to date.

Based upon and subject to the foregoing, we are of the opinion that the Stock has been duly and validly authorized and, when issued and paid for as described in the Plan, will be duly and validly issued, fully paid and non-assessable.

We hereby consent to the use of our opinion as herein set forth as an exhibit to the Registration Statement.

Very truly yours,

COOPERMAN LEVITT WINIKOFF
LESTER & NEWMAN, P.C.

By: /s/ Ira Roxland

Ira Roxland
A Member of the Firm

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our reports dated February 25, 2000 included in Mediacom Communications Corporation and subsidiaries' Form 10-K for the year ended December 31, 1999 and to all references to our Firm included in this registration statement.

/s/Arthur Andersen LLP

Stamford, Connecticut
July 10, 2000