

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 2, 2009

MEDIACOM COMMUNICATIONS CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware
(State of incorporation)

0-29227
(Commission File No.)

06-1566067
(IRS Employer Identification No.)

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

Registrant's telephone number: **(845) 695-2600**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

As previously reported in our Current Report on Form 8-K, dated February 13, 2009, Craig S. Mitchell resigned as a member of our Board of Directors and our Audit Committee on February 13, 2009.

On March 2, 2009, we received a letter from The Nasdaq Stock Market indicating that due to the resignation of Craig S. Mitchell on February 13, 2009, we no longer comply with Nasdaq's audit committee requirements as set forth in Marketplace Rule 4350. This rule requires our audit committee to have at least three independent members. As a result of Mr. Mitchell's resignation, we only have two of the three required independent audit committee members.

However, consistent with Marketplace Rule 4350(d)(4), Nasdaq will provide us with a cure period in order to regain compliance as follows:

- until the earlier of our next annual shareholders' meeting or February 13, 2010; or
- if the next annual shareholders' meeting is held before August 12, 2009, then we must evidence compliance no later than August 12, 2009.

We expect to appoint a new director to fill the vacancy created by Mr. Mitchell's resignation within the cure period.

Under Marketplace Rule 4803(a), we are required to issue a press release disclosing receipt of the Nasdaq letter and the Nasdaq rules upon which it is based. Accordingly, on March 6, 2009, we issued such a press release, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
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99.1	Press release issued March 6, 2009
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 6, 2009

Mediacom Communications Corporation

By: /s/ Mark E. Stephan
Mark E. Stephan
Executive Vice President and
Chief Financial Officer



For Immediate Release

Mediacom Communications Announces
Receipt of Letter from Nasdaq

Middletown, New York — March 6, 2009 — MEDIACOM COMMUNICATIONS CORPORATION (Nasdaq: MCCC) today announced that it received a letter from The Nasdaq Stock Market (“Nasdaq”) on March 2, 2009 indicating that due to the resignation of Craig S. Mitchell on February 13, 2009, the Company’s audit committee now has only two independent members rather than at least three independent members as required by the Nasdaq’s audit committee requirements in Marketplace Rule 4350. Nasdaq’s rules, however, allow the Company until at least August 12, 2009 to add a third independent member to the audit committee. As previously announced, Mr. Mitchell resigned from the Company’s Board of Directors under the terms of the recently completed acquisition by the Company of the shares of its common stock owned by an affiliate of Morris Communications.

The Company expects to appoint a new director to fill the vacancy created by Mr. Mitchell’s resignation by August 12, 2009.

Mark Stephan, the Company’s chief financial officer, said that “Craig Mitchell was an outstanding member of the audit committee and we appreciate his contributions over the years. We intend to use the time allowed by the Nasdaq’s rule to find the right person to fill the vacancy.”

About Mediacom Communications Corporation

Mediacom Communications is the nation’s eighth largest cable television company and one of the leading cable operators focused on serving the smaller cities and towns in the United States. Mediacom Communications offers a wide array of broadband products and services, including traditional video services, digital television, video-on-demand, digital video recorders, high-definition television, high-speed data access and phone service. More information about Mediacom Communications can be accessed on the Internet at: www.mediacomcc.com.

Forward Looking Statements

In this press release, we state our beliefs of future events and of our future financial performance. In some cases, you can identify those so-called “forward-looking statements” by words such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential,” or “continue” or the negative of those words and other comparable words. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from historical results or those we anticipate, many of which are beyond our control. Factors that could cause actual results to differ from those contained in the forward-looking statements include, but are not limited to: competition for video, high-speed data and phone customers; our ability to achieve

anticipated customer and revenue growth and to successfully introduce new products and services; greater than anticipated effects of the current, or future, economic downturns and other factors which may negatively affect our customers' demand for our products and services; increasing programming costs and delivery expenses related to our products and services; changes in consumer preferences, laws and regulations or technology that may cause us to change our operational strategies; changes in assumptions underlying our critical accounting policies which could impact our results; our ability to generate sufficient cash flow to meet our debt service obligations; liquidity and overall instability in the credit markets and/or an adverse change in the ratings of our debt securities by nationally accredited rating organizations which may impact the availability and costs, including interest rates, of our future financings; and the other risks and uncertainties discussed in this press release, in our Annual Report on Form 10-K for the year ended December 31, 2007 and other reports or documents that we file from time to time with the SEC. Statements included in this press release are based upon information known to us as of the date that this press release is filed with the SEC, and we assume no obligation to update or alter our forward-looking statements made in this press release, whether as a result of new information, future events or otherwise, except as required by applicable federal securities laws.

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