
**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): February 1, 2012

**Mediacom LLC
Mediacom Capital Corporation**

(Exact names of Registrants as specified in their charters)

**New York
New York**
(State or other jurisdiction of
incorporation or organization)

**333-82124-01
333-82124-04**
(Commission
File Nos.)

**06-1433421
06-1513997**
(IRS Employer
Identification Numbers)

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

Registrants' 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 8.01 Other Events.

On February 1, 2012, Mediacom LLC and Mediacom Capital Corporation announced that they have priced an offering of \$250 million aggregate principal amount of senior notes due 2022 in a private sale to be conducted pursuant to Rule 144A and Regulation S under the Securities Act of 1933. The registrants also announced that the size of the initial offering was increased by \$50 million aggregate principal amount of senior notes, which will bear interest at a rate of 7.25 percent per year. A copy of the press release is being filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated February 1, 2012

(1)

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: February 2, 2012

Mediacom LLC

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

(2)

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: February 2, 2012

Mediacom Capital Corporation

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

(3)

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1

Press release dated February 1, 2012



For Immediate Release

**Mediacom LLC Announces
Pricing of Upsized Offering of
\$250 Million of 7.25% Senior Notes due 2022**

Middletown, NY – February 1, 2012 – Mediacom LLC and Mediacom Capital Corporation, wholly-owned subsidiaries of Mediacom Communications Corporation, announced today that they have priced an offering of \$250 million aggregate principal amount of senior notes due 2022 (the “Offering”) in a private sale to be conducted pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). The size of the initial Offering was increased by \$50 million aggregate principal amount of senior notes (the “Senior Notes”), which will bear interest at a rate of 7.25 percent per year.

Mediacom LLC expects to close the Offering on February 7, 2012, subject to the satisfaction of customary closing conditions, and will use the net proceeds of the offering to repay a portion of the borrowings outstanding under Term Loan D of its operating subsidiaries’ senior secured credit facility. Mediacom LLC currently expects that the remaining portion of such borrowings will be repaid using a draw down by its subsidiaries from the revolving credit portion of the subsidiary credit facility.

The Senior Notes will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from registration under the Securities Act. This press release does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

Cautionary Statement Regarding Forward-Looking Statements

Any statements in this press release that are not historical facts are forward-looking statements. The words “plan,” “believe,” “expect,” “anticipate,” “estimate” and other expressions that indicate future events and trends identify forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or those anticipated. Readers are cautioned not to place undue reliance on such forward-looking statements. Mediacom LLC undertakes no obligation to update or alter these forward-looking statements to reflect events or circumstances after today or to reflect the occurrence of unanticipated events.

Contact:

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