
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): August 15, 2012

**Mediacom Broadband LLC
Mediacom Broadband Corporation**

(Exact name of registrants as specified in their charter)

**Delaware
Delaware**
(State or other jurisdiction of
incorporation or organization)

**333-72440
333-82124-02**
(Commission
File Nos.)

**06-1615412
06-1630167**
(I.R.S. Employer
Identification Nos.)

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

Registrant's telephone number, including area code: (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 (see General Instruction A.2. below):

- 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 August 15, 2012, Mediacom Broadband LLC and Mediacom Broadband Corporation announced that they have priced an offering of \$300 million aggregate principal amount of senior notes due 2023 in a private sale to be conducted pursuant to Rule 144A and Regulation S under the Securities Act of 1933. The notes were issued at par and will bear interest at a rate of 6.375 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>Name</u>
99.1	Press Release dated August 15, 2012.

SIGNATURE

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

Date: August 15, 2012

Mediacom Broadband LLC

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

SIGNATURE

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

Date: August 15, 2012

Mediacom Broadband Corporation

By: /s/ Mark E. Stephan

Name: Mark E. Stephan

Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Name</u>
99.1	Press Release dated August 15, 2012.



For Immediate Release

**Mediacom Broadband LLC Announces
Pricing of Private Offering of Senior Notes due 2023**

Middletown, NY - August 15, 2012 - Mediacom Broadband LLC, a wholly-owned subsidiary of Mediacom Communications Corporation, announced today that it has priced an offering of \$300 million aggregate principal amount of senior notes due 2023 (the "Senior Notes") 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 Senior Notes were issued at par and will bear interest at a rate of 6.375% per year.

Mediacom Broadband LLC expects to close the offering on August 28, 2012, subject to the satisfaction of customary closing conditions, and will use the net proceeds from the offering to provide a portion of the consideration required to purchase up to \$300 million principal amount of its outstanding 8 1/2% senior notes due 2015 ("8 1/2% Notes") pursuant to a tender offer. There is currently \$500 million principal amount outstanding of 8 1/2% Notes.

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. 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.

About Mediacom Communications

Mediacom Communications is the nation's eighth largest cable television company and one of the leading cable operators focused on serving the smaller cities in the United States, with a significant concentration in the Midwestern and Southeastern regions. Mediacom Communications offers a wide array of broadband products and services, including digital television, video-on-demand, digital video recorders, high-definition television, as well as high-speed Internet access and phone service. Mediacom Communications also offers affordable broadband communications solutions that can be tailored to any size business through Mediacom Business. For more information about Mediacom Communications, please visit www.mediacomcc.com.

Forward Looking Statements

This press release contains forward looking statements that involve risks and uncertainties. Factors that could cause actual results to differ materially from those expressed or implied by the forward looking statements in this press release include: adverse conditions in the capital markets, our inability to secure financing on acceptable terms, failure of holders to participate in the tender offer and the other risks and uncertainties discussed in our Annual Report on Form 10-K for the year ended December 31, 2011.

Contact:

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