
**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): March 12, 2014

**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.)

**1 Mediacom Way
Mediacom Park, New York 10918**
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (845) 443-2600

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 March 12, 2014, Mediacom Broadband LLC and Mediacom Broadband Corporation announced that they (i) launched an offering of \$200 million aggregate principal amount of senior notes due 2021 in a private sale to be conducted pursuant to Rule 144A and Regulation S under the Securities Act of 1933 (the "Offering"), and (ii) priced the Offering. The notes will bear interest at a rate of 5 1/2 percent per year. Copies of the press releases are being filed as Exhibit 99.1 and 99.2 to this Current Report on Form 8-K and are 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 March 12, 2014, regarding the Offering.
99.2	Press Release dated March 12, 2014, regarding pricing.

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: March 12, 2014

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: March 12, 2014

Mediacom Broadband Corporation

By: /s/ Mark E. Stephan

Name: Mark E. Stephan

Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

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For Immediate Release

**Mediacom Broadband LLC Announces
Proposed Private Offering of Senior Notes due 2021**

Mediacom Park, NY — March 12, 2014 — Mediacom Broadband LLC and Mediacom Broadband Corporation, wholly-owned subsidiaries of Mediacom Communications Corporation, announced today that they intend to offer \$200 million in aggregate principal amount of new senior notes due 2021 (the “Senior Notes”) in a private offering to be conducted pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended (the “Securities Act”).

Mediacom Broadband LLC and Mediacom Broadband Corporation intend to use the proceeds of the offering to repay a portion of principal amount outstanding under Term Loan D, which has a final maturity of January 31, 2015. There is currently \$744 million principal amount outstanding under Term Loan D.

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.

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, 2013.

Contact:

Investor Relations

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and Chief Financial Officer
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Mediacom Communications Corporation
1 Mediacom Way • Mediacom Park, NY 10918 • 845-443-2600 • Fax 845-698-4100



For Immediate Release

**Mediacom Broadband LLC Announces
Pricing of Private Offering of Senior Notes due 2021**

Mediacom Park, NY – March 12, 2014 - Mediacom Broadband LLC, a wholly-owned subsidiary of Mediacom Communications Corporation, announced today that it has priced an offering of \$200 million aggregate principal amount of senior notes due 2021 (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 5 ½% per year.

Mediacom Broadband LLC expects to close the offering on March 17, 2014, subject to the satisfaction of customary closing conditions, and intends to use the proceeds from the offering to repay \$200 million of principal amount outstanding under Term Loan D, which has a final maturity of January 31, 2015. Following such repayment, there will be \$544 million principal amount outstanding under Term Loan D.

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.

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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, 2013.

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