
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): September 9, 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))
-
-

Item 8.01 Other Events.

On September 9, 2009, Mediacom Communications Corporation and its subsidiaries Mediacom LLC and Mediacom Capital Corporation (together, the “Companies”) announced the expiration and final results of the previously announced cash tender offers for any and all of the Companies’ outstanding 9 1/2% Senior Notes due 2013 and 7 7/8% Senior Notes due 2011. A copy of the press release is being furnished as Exhibit 99.1 to this report and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

- (a) Financial Statements of Businesses Acquired — None
- (b) Pro Forma Financial Information — None
- (c) Shell Company Transactions — None
- (d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued on September 9, 2009

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: September 9, 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
Expiration and Final Results of Tender Offers for
9¹/₂% Notes and 7⁷/₈% Notes**

Middletown, NY — September 9, 2009 — Mediacom Communications Corporation (Nasdaq: MCCC) and its subsidiaries Mediacom LLC and Mediacom Capital Corporation (together, the “Companies”) today announced the expiration and final results of the previously announced cash tender offers for any and all of the Companies’ outstanding 9¹/₂% Senior Notes due 2013 (the “9¹/₂% Notes”) and the Companies’ outstanding 7⁷/₈% Senior Notes due 2011 (the “7⁷/₈% Notes” and, together with the 9¹/₂% Notes, the “Notes”). The tender offers expired at 11:59 p.m., New York City time, on September 8, 2009 (the “Expiration Date”).

As previously announced, on August 25, 2009, the Companies early accepted and paid for all Notes validly tendered and not withdrawn as of 5:00 p.m., New York City time, on August 24, 2009 (the “Early Tender Date”). As of the Early Tender Date, holders of \$385.2 million aggregate principal amount of 9¹/₂% Notes and \$63.6 million aggregate principal amount of 7⁷/₈% Notes had validly tendered and not withdrawn their Notes.

Since the Early Tender Date, holders of \$5.0 million aggregate principal amount of 9¹/₂% Notes and \$7.5 million aggregate principal amount of 7⁷/₈% Notes have validly tendered their Notes as of the Expiration Date. Payment for such Notes, including accrued and unpaid interest from the last interest payment date applicable to, but not including, the payment date, will be made promptly.

Pursuant to the tender offers, the Companies have or will purchase, in the aggregate, \$390.2 million principal amount of 9¹/₂% Notes and \$71.1 million principal amount of 7⁷/₈% Notes, representing 78% and 57% of the outstanding principal amount of those notes, respectively.

The Companies previously announced the call for redemption of the entire principal amount of both its 9¹/₂% Notes and 7⁷/₈% Notes that remain outstanding following the expiration of the tender offers. The redemption date for both series of Notes has been set for September 24, 2009. In accordance with the redemption provisions of the Notes and the related indentures, any non-tendered Notes will be redeemed at a price equal to 100% of the principal amount, plus accrued and unpaid interest to, but not including, the redemption date.

Wells Fargo Securities and Citi acted as the dealer managers for the tender offers, and Global Bondholder Services Corporation acted as the information agent and depository. Questions regarding the tender offers may be directed to Wells Fargo Securities at (866) 309-6316 or Citi at (800) 558-3745.

This announcement does not constitute an offer to purchase or a solicitation of any offer to sell with respect to the 9¹/₂% Notes or the 7⁷/₈% Notes. The tender offers are being made solely by the Offer to Purchase, dated August 11, 2009, as amended and supplemented by the Supplement to the Offer to Purchase, dated August 13, 2009, and the related Letter of Transmittal, copies of which are available from the Information Agent.

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 "anticipates," "believes," "continue," "estimates," "expects," "may," "plans," "potential," "predicts," "should" or "will," 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 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; fluctuations in short term interest rates which may cause our interest expense to vary from quarter to quarter; our ability to generate sufficient cash flow to meet our debt service obligations; instability in the credit markets, which may impact our ability to refinance our debt in the same amounts and on the same, or similar, terms as we currently experience; 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, 2008 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.

Source: Mediacom Communications Corporation

Contact:

Investor Relations

*Calvin Craib
Senior Vice President,
Corporate Finance
(845) 695-2675*

Media Relations

*Thomas Larsen
Vice President,
Legal and Public Affairs
(845) 695-2754*