

**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): August 16, 2005

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 8.01. Other Events.

On August 16, 2005, Mediacom Broadband LLC and Mediacom Broadband Corporation, wholly-owned subsidiaries of Mediacom Communications Corporation, entered into an agreement to sell to certain financial institutions an aggregate of \$200 million principal amount of 8-1/2% Senior Notes due 2015. Subject to the satisfaction of customary conditions, the sale of the Senior Notes is expected to be completed on August 30, 2005.

On August 18, 2005, Mediacom Broadband LLC and Mediacom Broadband Corporation issued a press release pursuant to Rule 135c of the Securities Act concerning the agreement of Mediacom Broadband LLC and Mediacom Broadband Corporation to sell senior notes under Rule 144A. A copy of such press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

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

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued on August 18, 2005

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: August 22, 2005

Mediacom Communications Corporation

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

Contact:
Mediacom Communications Corporation

Investor Relations

Matt Derdeyn
Group Vice President,
Corporate Finance and Treasurer
(845) 695-2612

**Mediacom Broadband LLC Announces Agreement to Sell
\$200 Million Principal Amount of Senior Notes due 2015**

Middletown, NY — August 18, 2005 — Mediacom Broadband LLC and Mediacom Broadband Corporation, wholly-owned subsidiaries of Mediacom Communications Corporation (NASDAQ: MCCC), announced today that they have agreed to sell \$200 million principal amount of 8-1/2% senior notes due 2015 (the “Senior Notes”). On August 16, 2005, Mediacom Broadband LLC and Mediacom Broadband Corporation announced that they intended to offer \$300 million principal amount of Senior Notes but have instead agreed to sell \$200 million principal amount of such Senior Notes.

Mediacom Broadband LLC will use the net proceeds of the sale of the Senior Notes for working capital and other general corporate purposes and, until needed for a specific application, will apply the net proceeds to repay approximately \$193 million of borrowings outstanding under the revolving credit portion of the bank credit facility of its subsidiaries. Subject to the satisfaction of customary conditions, the sale of the Senior Notes is expected to be completed on August 30, 2005.

The Senior Notes were offered to qualified institutional buyers under Rule 144A and to persons outside the United States under Regulation S. The Senior Notes will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, the Senior Notes nor shall there be any sale of the Senior Notes in any state in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Any statements in this press release that are not historical facts are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from historical results or those Mediacom Broadband LLC and Mediacom Broadband Corporation anticipate. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see the reports and documents Mediacom Broadband LLC and Mediacom Broadband Corporation file from time to time with the Securities and Exchange Commission. Statements included in this press release are based upon information known to Mediacom Broadband LLC and Mediacom Broadband Corporation as of the date of this press release, and Mediacom Broadband LLC and Mediacom Broadband Corporation assume no obligation to (and expressly disclaim any such obligation to) publicly update or alter their forward-looking statements made in this press release, whether as a result of new information, future events or otherwise, except as otherwise required by applicable federal securities laws.