
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): November 15, 2010

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 November 15, 2010, we announced that we had entered into a definitive merger agreement with Rocco B. Commisso, our founder, Chairman and Chief Executive Officer, and an entity formed by Mr. Commisso. Upon consummation of the merger, all of our outstanding shares not owned by Mr. Commisso will be converted into \$8.75 per share in cash. A copy of the press release is being furnished as Exhibit 99.1 to this report and incorporated herein by reference.

On November 15, 2010, Mr. Commisso distributed a memo to our employees announcing that we had entered into a definitive merger agreement with him. A copy of the memo is being furnished as Exhibit 99.2 to this report and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued on November 15, 2010
99.2	Memo distributed to employees on November 15, 2010

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: November 15, 2010

Mediacom Communications Corporation

By: /s/ Mark E. Stephan _____

Mark E. Stephan
Executive Vice President and
Chief Financial Officer



For Immediate Release

**Rocco B. Commisso to Acquire 100% of Public Interest
in Mediacom Communications for \$8.75 Per Share in Cash**

Middletown, NY — November 15, 2010 — MEDIACOM COMMUNICATIONS CORPORATION (NASDAQ: MCCC) announced today that it has entered into a definitive merger agreement with Rocco B. Commisso, the founder, Chairman and Chief Executive Officer of Mediacom, and an entity created by Mr. Commisso. Upon consummation of the merger, all of the outstanding shares of Mediacom common stock not owned by Mr. Commisso will convert into \$8.75 per share in cash.

The transaction results from extensive negotiations between Mr. Commisso and a Special Committee of independent directors of Mediacom formed in response to a “going private” proposal made on May 31, 2010 by Mr. Commisso to acquire all publicly held shares of Mediacom common stock for \$6.00 per share. The final price of \$8.75 per share represents a 46% premium above Mr. Commisso’s original \$6.00 offer and a 64% premium above the closing price of \$5.33 for Mediacom’s Class A Common Stock on the last trading day prior to the publication of Mr. Commisso’s May 31 proposal.

The merger is conditioned on a “majority of the minority” voting provision, which requires approval by holders of a majority of Mediacom’s outstanding Class A shares not held by Mr. Commisso, his affiliates and immediate family, or Mediacom’s directors and executive officers. The transaction is also subject to other customary closing conditions, the receipt of sufficient funds to pay the merger consideration and transaction costs pursuant to existing credit facilities of subsidiaries of Mediacom, and is expected to be completed in the first half of 2011.

The Board of Directors of Mediacom, acting upon the unanimous recommendation of a Special Committee of independent directors, unanimously approved the merger agreement and has recommended that shareholders of Mediacom vote to approve the merger. After careful consideration and a thorough review with its independent advisors, the Special Committee determined that the transaction is in the best interests of the public shareholders of Mediacom. The Special Committee’s independent financial advisor has delivered a written opinion to the effect that as of November 12, 2010, the merger consideration is fair from a financial point of view to the shareholders of Mediacom (other than Mr. Commisso). This determination by the Special Committee’s financial advisor was based on, and is subject to, assumptions and limitations set forth in the written opinion.

Mr. Commisso received financial advice from J.P. Morgan Securities LLC and BofA Merrill Lynch and legal advice from Baker Botts LLP.

The Special Committee received financial advice from Barclays Capital Inc. and legal advice from Simpson Thacher & Bartlett LLP.

Mediacom Communications Corporation
100 Crystal Run Road • Middletown, NY 10941 • 845-695-2600 • Fax 845-695-2639

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 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 traditional and advanced video services such as digital television, video-on-demand, digital video recorders, high-definition television, as well as high-speed Internet access and phone service. For more information about Mediacom Communications, please visit www.mediacomcc.com.

This press release is not a solicitation of a proxy, an offer to purchase nor a solicitation of an offer to sell shares of Mediacom Communications, and it is not a substitute for any proxy statement or other filings that may be made with the Securities and Exchange Commission ("SEC") should this proposed transaction go forward. If such documents are filed with the SEC, investors will be urged to thoroughly review and consider them because they will contain important information, including risk factors. Any such documents, once filed, will be available free of charge at the SEC's website (www.sec.gov) and from Mediacom Communications.

"Safe Harbor" Statement under the Private Securities Litigation and Reform Act of 1995:

This press release includes forward-looking statements within the meaning of the federal securities laws that are subject to risks and uncertainties, including the inability to satisfy the conditions to the proposed transaction, general economic conditions, and other factors that may be identified in filings made with the SEC by Mediacom Communications or Mr. Commisso.

Contacts:

Investor Relations

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

Media Relations

Thomas J. Larsen
Group Vice President,
Legal and Public Affairs
(845) 695-2754

**MEMORANDUM**

TO: Mediacom Employees

FROM: Rocco B. Commisso

DATE: November 15, 2010

RE: Merger Agreement between Mediacom Communications and Rocco B. Commisso

This morning Mediacom Communications announced that it has entered into a definitive merger agreement with me, under which I would acquire all of the outstanding shares of Mediacom common stock that I do not already own. Upon consummation of the merger, all of the outstanding shares of Mediacom common stock not owned by me will be converted into \$8.75 per share in cash. (See attached Press Release)

The Board of Directors of Mediacom, acting upon the unanimous recommendation of a Special Committee of independent directors, unanimously approved the merger agreement and has recommended that shareholders of Mediacom vote to approve the merger.

Completion of taking Mediacom private is subject to a number of closing conditions, and is expected to be completed in the first half of 2011.

As I stated when the announcement was first made on June 1st, it is very important that you understand becoming a private company will not change the way we do business. Mediacom customers are the absolute, number one priority for all of us, and we will strive to continue to provide them with great customer service and the very best products and services. I expect that the going private process will not distract any of us from managing the day-to-day operations of our Company.

This memorandum is not a solicitation of a proxy, an offer to purchase nor a solicitation of an offer to sell shares of Mediacom Communications, and it is not a substitute for any proxy statement or other filings that may be made with the Securities and Exchange Commission (SEC) should this proposed transaction go forward. If such documents are filed with the SEC, investors will be urged to thoroughly review and consider them because they will contain important information, including risk factors. Any such documents, once filed, will be available free of charge at the SEC's website (www.sec.gov) and from Mediacom Communications.

November 15, 2010

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