
**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 9, 2011

MEDIACOM LLC

(Exact name of Registrant as specified in its charter)

New York
(State of incorporation)

333-82124-01
(Commission File No.)

06-1433421
(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 2.02. Results of Operations and Financial Condition.

On November 9, 2011, Mediacom LLC issued a press release announcing its financial results for the quarter ended September 30, 2011. A copy of the press release is being furnished as Exhibit 99.1 to this report and incorporated herein by reference.

The press release contains disclosure of OIBDA, Adjusted OIBDA, free cash flow and cash interest expense, which are not measures of performance calculated in accordance with generally accepted accounting principles (GAAP) in the United States. Reconciliations of OIBDA, Adjusted OIBDA, free cash flow and cash interest expense, to the most directly comparable financial measures calculated and presented in accordance with GAAP are presented on Table 3 of the press release. Disclosure regarding management's reasons for presenting these non-GAAP measures is set forth on Table 4 of the press release.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by the Registrant on November 9, 2011

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 9, 2011

Mediacom LLC

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



**Mediacom Broadband LLC and Mediacom LLC Report
Results for Third Quarter 2011**

Middletown, NY — November 9, 2011 — MEDIACOM BROADBAND LLC AND MEDIACOM LLC, wholly-owned subsidiaries of Mediacom Communications Corporation, today each reported financial results for the three months ended September 30, 2011.

Mediacom Broadband LLC Third Quarter 2011 Highlights*

- Revenues were \$220.2 million, a 4.5% increase from the prior year period
- Operating income before depreciation and amortization (“OIBDA”) was \$83.4 million, a 13.0% increase from the prior year period
- Free cash flow of \$9.0 million, compared to \$8.0 million in the prior year period

Mediacom LLC Third Quarter 2011 Highlights*

- Revenues were \$170.6 million, a 4.3% increase from the prior year period
- Adjusted OIBDA was \$69.2 million, a 10.9% increase from the prior year period
- Free cash flow of \$19.3 million, compared to \$18.3 million in the prior year period

About Mediacom

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. 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.

Cautionary Statement Regarding Forward-Looking Statements

In this press release, we state our beliefs of future events and of our future financial performance. These forward-looking statements are not guarantees of future performance or results, and are subject to risks and uncertainties that could cause actual results to differ materially from historical results or those we anticipate as a result of various factors, many of which are beyond our control. Factors that may cause such differences to occur include, but are not limited to: increased levels of competition; greater than anticipated programming and other service costs; our ability to generate sufficient cash flow to meet our debt service obligations; and other risks and uncertainties discussed in the Annual Reports on Form 10-K for the year ended December 31, 2010 for each of Mediacom Broadband LLC and Mediacom LLC. We disclaim any obligation to update any forward-looking statements contained herein.

Contacts:

Investor Relations

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Media Relations

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* Adjusted OIBDA is OIBDA plus investment income from affiliate. See Table 4 for information regarding our use of non-GAAP measures.

TABLE 1*
Mediacom Broadband LLC
Selected Financial and Operating Data
(Dollars in thousands, except per unit data)
(Unaudited)

	Three Months Ended September 30,		YoY% Change
	2011	2010	
Video	\$ 127,916	\$ 128,566	(0.5)%
High-speed data	62,358	53,606	16.3%
Phone	17,914	16,117	11.1%
Advertising	12,056	12,499	(3.5)%
Total revenues	\$ 220,244	\$ 210,788	4.5%
Service costs	(88,566)	(90,019)	(1.6)%
SG&A expenses	(44,872)	(42,986)	4.4%
Management fees	(3,414)	(3,985)	(14.3)%
OIBDA (a)	\$ 83,392	\$ 73,798	13.0%
Cash interest expense (a)	(26,781)	(26,921)	(0.5)%
Capital expenditures (b)	(43,154)	(34,386)	25.5%
Dividend to preferred members	(4,500)	(4,500)	NM
Free cash flow (a)	\$ 8,957	\$ 7,991	12.1%
OIBDA margin (c)	37.9%	35.0%	
	<u>September 30, 2011</u>	<u>September 30, 2010</u>	
Bank credit facility	\$ 1,497,000	\$ 1,368,500	
8 1/2% senior notes due 2015	500,000	500,000	
Total debt	\$ 1,997,000	\$ 1,868,500	
Unused revolving credit commitments	\$ 278,200	\$ 427,200	
Total leverage ratio (d)	5.99x	6.33x	
Interest coverage ratio (e)	3.11x	2.74x	
	<u>September 30, 2011</u>	<u>September 30, 2010</u>	
Basic subscribers	612,000	668,000	
High-speed data customers	467,000	453,000	
Phone customers	179,000	171,000	
Primary service units ("PSUs")	1,258,000	1,292,000	
Digital customers	403,000	400,000	
Revenue generating units	1,661,000	1,692,000	
Customer relationships (f)	708,000	733,000	
Average total monthly revenue per:			
Basic subscriber (g)	\$ 117.84	\$ 104.48	
PSU (h)	\$ 57.83	\$ 54.38	
Customer relationship (i)	\$ 102.61	\$ 95.27	

* See Tables 3 and 4.

TABLE 2*
Mediacom LLC
Selected Financial and Operating Data
(Dollars in thousands, except per unit data)
(Unaudited)

	Three Months Ended September 30,		YoY% Change
	2011	2010	
Video	\$ 99,926	\$ 100,298	(0.4)%
High-speed data	50,357	44,348	13.5%
Phone	16,316	14,681	11.1%
Advertising	3,987	4,237	(5.9)%
Total revenues	\$ 170,586	\$ 163,564	4.3%
Service costs	(73,636)	(74,278)	(0.9)%
SG&A expenses	(29,601)	(28,282)	4.7%
Management fees	(2,644)	(3,093)	(14.5)%
OIBDA (a)	\$ 64,705	\$ 57,911	11.7%
Investment income from affiliate	4,500	4,500	NM
Adjusted OIBDA (a)	\$ 69,205	\$ 62,411	10.9%
Cash interest expense (a)	(23,232)	(22,704)	2.3%
Capital expenditures	(26,678)	(21,435)	24.5%
Free cash flow (a)	\$ 19,295	\$ 18,272	5.6%
Adjusted OIBDA margin (j)	40.6%	38.2%	
	<u>September 30, 2011</u>	<u>September 30, 2010</u>	
Bank credit facility	\$ 1,253,000	\$ 1,172,000	
9 ¹ / ₈ % senior notes due 2019	350,000	350,000	
Total debt	\$ 1,603,000	\$ 1,522,000	
Unused revolving credit commitments	\$ 122,800	\$ 303,800	
Total leverage ratio (d)	5.79x	6.10x	
Interest coverage ratio (e)	2.98x	2.75x	
	<u>September 30, 2011</u>	<u>September 30, 2010</u>	
Basic subscribers	488,000	535,000	
High-speed data customers	383,000	374,000	
Phone customers	159,000	153,000	
Primary service units ("PSUs")	1,030,000	1,062,000	
Digital customers	300,000	317,000	
Revenue generating units	1,330,000	1,379,000	
Customer relationship (f)	576,000	596,000	
Average total monthly revenue per:			
Basic subscriber (g)	\$ 114.53	\$ 101.53	
PSU (h)	\$ 54.73	\$ 51.51	
Customer relationships (i)	\$ 97.79	\$ 91.10	

* See Tables 3 and 4.

TABLE 3
Reconciliation of Non-GAAP Measures
(Dollars in thousands)
(Unaudited)

Mediacom Broadband LLC:

	Three Months Ended September 30,	
	2011	2010
Free cash flow	\$ 8,957	\$ 7,991
Capital expenditures	43,154	34,386
Dividend to preferred members	4,500	4,500
Other expense, net	(456)	(643)
Share-based compensation	—	321
Changes in assets and liabilities, net	32,895	18,129
Net cash flows provided by operating activities	\$ 89,050	\$ 64,684
OIBDA	\$ 83,392	\$ 73,798
Depreciation and amortization	(35,503)	(33,022)
Operating income	\$ 47,889	\$ 40,776
Cash interest expense	\$ 26,781	\$ 26,921
Amortization of deferred financing costs	1,116	1,030
Interest expense, net	\$ 27,897	\$ 27,951

Mediacom LLC:

	Three Months Ended September 30,	
	2011	2010
Free cash flow	\$ 19,295	\$ 18,272
Capital expenditures	26,678	21,435
Other expense, net	(504)	(717)
Share-based compensation	—	146
Changes in assets and liabilities, net	(12,910)	(24,795)
Net cash flows provided by operating activities	\$ 32,559	\$ 14,341
Adjusted OIBDA	\$ 69,205	\$ 62,411
Investment income from affiliate	(4,500)	(4,500)
OIBDA	\$ 64,705	\$ 57,911
Depreciation and amortization	(29,450)	(26,593)
Operating income	\$ 35,255	\$ 31,318
Cash interest expense	\$ 23,232	\$ 22,704
Amortization of deferred financing costs	961	839
Interest expense, net	\$ 24,193	\$ 23,543

TABLE 4
Use of Non-GAAP Financial Measures and Notes

“OIBDA,” “Adjusted OIBDA,” “cash interest expense” and “free cash flow” are not financial measures calculated in accordance with generally accepted accounting principles (“GAAP”) in the United States. We define OIBDA as operating income before depreciation and amortization and Adjusted OIBDA as OIBDA plus investment income from affiliate. We define cash interest expense as interest expense, net, less non-cash amortization of deferred financing costs. For Mediacom Broadband LLC, we define free cash flow as OIBDA less capital expenditures, cash interest expense and dividends to preferred members. For Mediacom LLC, we define free cash flow as Adjusted OIBDA less capital expenditures and cash interest expense. OIBDA, Adjusted OIBDA, cash interest expense and free cash flow have inherent limitations as discussed below.

OIBDA and Adjusted OIBDA are some of the primary measures used by management to evaluate our performance and to forecast future results. We believe OIBDA and Adjusted OIBDA are useful for investors because it enables them to assess our performance in a manner similar to the methods used by management, and provides a measure that can be used to analyze value and compare the companies in the cable industry. A limitation of OIBDA and Adjusted OIBDA, however, is that they exclude depreciation and amortization, which represents the periodic costs of certain capitalized tangible and intangible assets used in generating revenues in our business. Management utilizes a separate process to budget, measure and evaluate capital expenditures. OIBDA and Adjusted OIBDA may not be comparable to similarly titled measures used by other companies, which may have different depreciation and amortization policies, and are key components in our covenant calculations, as defined under our debt arrangements.

Free cash flow is used by management to evaluate our ability to repay debt, and to facilitate the growth of our business with internally generated funds. A limitation of free cash flow, however, is that it may be affected by the timing of our capital spending. We believe free cash flow is useful for investors for the same reasons and provides measures that can be used to analyze value and compare companies in the cable television industry, although our measure of free cash flow may not be directly comparable to similar measures reported by other companies.

OIBDA, Adjusted OIBDA and free cash flow should not be regarded as alternatives to operating income or net income (loss) as indicators of operating performance, or to the statement of cash flows as measures of liquidity, nor should they be considered in isolation or as substitutes for financial measures prepared in accordance with GAAP. We believe that operating income is the most directly comparable GAAP financial measure to OIBDA and Adjusted OIBDA, and that net cash flows provided by operating activities is the most directly comparable GAAP financial measure to free cash flow.

Cash interest expense excludes the non-cash amortization of financing costs which were paid upon the financing of the relevant debt. We believe cash interest expense is useful for investors because it enables them to assess our cost of debt for the current period without including the non-cash amortization of financing costs that were previously paid. We believe interest expense, net, is the most directly comparable GAAP financial measure to cash interest expense.

For a reconciliation of OIBDA, Adjusted OIBDA, cash interest expense and free cash flow to their most directly comparable GAAP financial measures, see Table 3.

NOTES:

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- (a) See above for information about our use of Non-GAAP financial measures.
 - (b) Excludes \$2.2 million of non-cash transactions representing capital expenditures which were accrued during the quarter ended September 30, 2011.
 - (c) Represents OIBDA as a percentage of total revenues.
 - (d) For Mediacom Broadband LLC, represents total debt at quarter end divided by annualized OIBDA for the quarter. For Mediacom LLC, represents total debt at quarter end divided by annualized Adjusted OIBDA for the quarter.
 - (e) For Mediacom Broadband LLC, represents OIBDA divided by cash interest expense. For Mediacom LLC, represents Adjusted OIBDA divided by cash interest expense.
 - (f) Represents the total number of customers that receive at least one level of service, without regard to which service(s) customers purchase.
 - (g) Represents average total monthly revenues for the quarter divided by average basic subscribers for such quarter.
 - (h) Represents average total monthly revenues for the quarter divided by average PSUs for such quarter.
 - (i) Represents average total monthly revenues for the quarter divided by average customer relationships for such quarter.
 - (j) Represents Adjusted OIBDA as a percentage of total revenues.