
**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 5, 2013

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.)

1 Mediacom Way
Mediacom Park, NY 10918
(Address of principal executive offices)

Registrant's telephone number: (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:

- 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 5, 2013, Mediacom LLC issued a press release announcing its financial results for the three months ended September 30, 2013. A copy of the press release is being furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

The press release contains disclosure of operating income before depreciation and amortization (“OIBDA”), Adjusted OIBDA, free cash flow, cash interest expense and net debt, 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 4 of the press release. Calculations of net debt are presented on Table 2 of the press release. Disclosure regarding management’s reasons for presenting these non-GAAP measures is set forth on Table 5 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 Mediacom LLC on November 5, 2013

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 5, 2013

Mediacom LLC

By: /s/ Mark E. Stephan

Mark E. Stephan
Executive Vice President and
Chief Financial Officer



For Immediate Release

**Mediacom Broadband LLC and Mediacom LLC Report
Results for Third Quarter 2013**

Mediacom Park, NY – November 5, 2013 – MEDIACOM BROADBAND LLC AND MEDIACOM LLC, wholly-owned subsidiaries of Mediacom Communications Corporation, today each reported unaudited financial and operating highlights for the three months ended September 30, 2013.

Mediacom Broadband LLC*

- Revenues were \$231.3 million, reflecting a 3.3% increase from the prior year period
- Operating income before depreciation and amortization (“OIBDA”) was \$87.4 million, reflecting a 2.5% increase from the prior year period
- Free cash flow of \$17.4 million, compared to \$9.4 million in the prior year period
- Net quarterly decline of 8,000 primary service units (“PSUs”), compared to a net decline of 8,000 PSUs in the prior year period

Mediacom LLC*

- Revenues were \$176.6 million, reflecting a 3.5% increase from the prior year period
- Adjusted OIBDA was \$70.9 million, reflecting a 4.0% increase from the prior year period
- Free cash flow of \$16.7 million, compared to \$14.8 million in the prior year period
- Net quarterly decline of 4,000 PSUs, compared to a net decline of 1,000 PSUs in the prior year period

About Mediacom

Mediacom Communications Corporation 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 customer concentration in the Midwestern and Southeastern regions. Mediacom Communications offers a wide array of information, communications and entertainment services, including video, high-speed data and phone, and provides innovative broadband communications solutions through its Mediacom Business division that can be tailored to any size business. Mediacom Communications’ advertising sales and production services are sold under its OnMedia division. More information about Mediacom Communications is available at www.mediacomcc.com.

Contacts:

Investor Relations

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Media Relations

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* See Table 5 for information regarding our use of non-GAAP measures and definitions of OIBDA, Adjusted OIBDA and free cash flow.

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
	2013	2012	
Video	\$ 114,547	\$ 114,519	—
High-speed data	62,140	56,250	10.5%
Phone	16,331	16,962	(3.7)%
Business services	26,283	21,634	21.5%
Advertising	11,951	14,500	(17.6)%
Total revenues	\$ 231,252	\$ 223,865	3.3%
Service costs	(91,786)	(89,176)	2.9%
SG&A expenses	(47,762)	(45,964)	3.9%
Management fees	(4,300)	(3,450)	24.6%
OIBDA ^(a)	\$ 87,404	\$ 85,275	2.5%
Cash interest expense ^(a)	(21,860)	(28,571)	(23.5)%
Capital expenditures ^(b)	(43,609)	(42,791)	1.9%
Dividend to preferred members	(4,500)	(4,500)	—
Free cash flow ^(a)	\$ 17,435	\$ 9,413	85.2%
OIBDA margin ^(c)	37.8%	38.1%	

	September 30, 2013	September 30, 2012
Video customers	535,000	567,000
High-speed data (“HSD”) customers	529,000	501,000
Phone customers	204,000	189,000
Primary service units (“PSUs”)	1,268,000	1,257,000
Video customer declines	(14,000)	(12,000)
HSD customer increases	4,000	8,000
Phone customer increases (declines)	2,000	(4,000)
Quarterly PSU declines	(8,000)	(8,000)
Customer relationships ^(d)	710,000	712,000
Average total monthly revenue per:		
Video customer ^(e)	\$ 142.22	\$ 130.23
PSU ^(f)	\$ 60.60	\$ 59.18
Customer relationship ^(g)	\$ 108.11	\$ 104.73

	September 30, 2013	September 30, 2012
Bank credit facility	\$ 1,624,000	\$ 1,540,500
8 1/2% senior notes due 2015	—	425,154
6 3/8% senior notes due 2023	300,000	300,000
Total indebtedness	\$ 1,924,000	\$ 2,265,654
Cash and cash equivalents	(13,575)	(213,137)
Net debt ^(a)	\$ 1,910,425	\$ 2,052,517
Net leverage ratio ^(h)	5.46x	6.02x
Interest coverage ratio ⁽ⁱ⁾	4.00x	2.98x

* See Tables 3 and 5.

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

	Three Months Ended September 30,		YoY% Change
	2013	2012	
Video	\$ 89,424	\$ 89,149	0.3%
High-speed data	51,444	46,667	10.2%
Phone	14,800	15,502	(4.5)%
Business services	16,788	14,938	12.4%
Advertising	4,140	4,298	(3.7)%
Total revenues	\$ 176,596	\$ 170,554	3.5%
Service costs	(75,869)	(74,662)	1.6%
SG&A expenses	(31,105)	(29,539)	5.3%
Management fees	(3,200)	(2,650)	20.8%
OIBDA ^(a)	\$ 66,422	\$ 63,703	4.3%
Investment income from affiliate	4,500	4,500	—
Adjusted OIBDA ^(a)	\$ 70,922	\$ 68,203	4.0%
Cash interest expense ^(a)	(23,071)	(22,969)	0.4%
Capital expenditures ^(b)	(31,188)	(30,415)	2.5%
Free cash flow ^(a)	\$ 16,663	\$ 14,819	12.4%
Adjusted OIBDA margin ⁽ⁱ⁾	40.2%	40.0%	

	September 30, 2013	September 30, 2012
Video customers	425,000	452,000
High-speed data (“HSD”) customers	427,000	408,000
Phone customers	176,000	166,000
Primary service units (“PSUs”)	1,028,000	1,026,000
Video customer declines	(9,000)	(6,000)
HSD customer increases	3,000	7,000
Phone customer increases (declines)	2,000	(2,000)
Quarterly PSU declines	(4,000)	(1,000)
Customer relationships ^(d)	571,000	573,000
Average total monthly revenue per:		
Video customer ^(e)	\$ 137.05	\$ 124.95
PSU ^(f)	\$ 57.15	\$ 55.38
Customer relationship ^(g)	\$ 102.82	\$ 99.22

	September 30, 2013	September 30, 2012
Bank credit facility	\$ 897,000	\$ 857,000
9 1/8% senior notes due 2019	350,000	350,000
7 1/4% senior notes due 2022	250,000	250,000
Total indebtedness	\$ 1,497,000	\$ 1,457,000
Cash	(7,643)	(20,668)
Net debt ^(a)	\$ 1,489,357	\$ 1,436,332
Net leverage ratio ^(h)	5.25x	5.26x
Interest coverage ratio ⁽ⁱ⁾	3.07x	2.97x

* See Tables 4 and 5.

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

	Three Months Ended September 30,	
	2013	2012
Free cash flow	\$ 17,435	\$ 9,413
Capital expenditures	43,609	42,791
Dividend to preferred members	4,500	4,500
Other expense, net	(435)	(458)
Loss on early extinguishment of debt ^(k)	—	(1,875)
Changes in assets and liabilities, net	2,459	8,909
Net cash flows provided by operating activities	\$ 67,568	\$ 63,280
OIBDA	\$ 87,404	\$ 85,275
Depreciation and amortization	(39,018)	(37,645)
Operating income	\$ 48,386	\$ 47,630
Cash interest expense	\$ 21,860	\$ 28,571
Amortization of deferred financing costs	1,295	1,333
Interest expense, net	\$ 23,155	\$ 29,904

TABLE 4
Mediacom LLC
Reconciliation of Non-GAAP Measures
(Dollars in thousands)
(Unaudited)

	Three Months Ended September 30,	
	2013	2012
Free cash flow	\$ 16,663	\$ 14,819
Capital expenditures	31,188	30,415
Other expense, net	(638)	(653)
Changes in assets and liabilities, net	(12,986)	(16,417)
Net cash flows provided by operating activities	\$ 34,227	\$ 28,164
Adjusted OIBDA	\$ 70,922	\$ 68,203
Investment income from affiliate	(4,500)	(4,500)
OIBDA	\$ 66,422	\$ 63,703
Depreciation and amortization	(29,211)	(28,653)
Operating income	\$ 37,211	\$ 35,050
Cash interest expense	\$ 23,071	\$ 22,969
Amortization of deferred financing costs	774	783
Interest expense, net	\$ 23,845	\$ 23,752

TABLE 5
Use of Non-GAAP Financial Measures

“OIBDA,” “Adjusted OIBDA,” “cash interest expense” and “free cash flow” and “net debt” 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 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. We define net debt as total indebtedness less cash and cash equivalents. 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 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 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 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.

Net debt is used by management as an alternative to total indebtedness for comparison purposes under certain circumstances in which we have greater than usual levels of cash and cash equivalents. On August 28, 2012, Mediacom Broadband LLC and Mediacom Broadband Corporation (together, “Mediacom Broadband”) issued new 6^{3/8}% senior notes due 2023 in the aggregate principal amount of \$300 million, the net proceeds of which were used in part to purchase our existing 8^{1/2}% senior notes due 2015 (the “8^{1/2}% Notes”) in the principal amount of \$74.8 million through a cash tender offer on August 28, 2012 and September 12, 2012, with the balance of net proceeds primarily held as cash and cash equivalents. On October 15, 2012, Mediacom Broadband redeemed the remaining 8^{1/2}% Notes in the aggregate principal amount of \$425.2 million, which was funded in part by such excess cash and cash equivalents. Due to the timing of such transactions, Mediacom Broadband temporarily had greater than usual levels of cash and cash equivalents as of September 30, 2012, and therefore we believe that net debt is the most appropriate comparative measure.

For calculations of net debt, see Tables 1 and 2. For reconciliations of OIBDA, Adjusted OIBDA, cash interest expense and free cash flow to their most directly comparable GAAP financial measures, see Tables 3 and 4.

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, 2012 for each of Mediacom Broadband LLC and Mediacom LLC. We disclaim any obligation to update any forward-looking statements contained herein, except as required by applicable federal securities laws.

NOTES:

- (a) See Table 5 for information about our use of Non-GAAP financial measures.
- (b) Capital expenditures exclude changes in accrued property, plant and equipment, which represented a cash use of \$0.9 million and a cash source of less than \$0.1 million at Mediacom Broadband LLC and Mediacom LLC, respectively, during the three months ended September 30, 2013, and cash sources of \$2.4 million and \$1.3 million at Mediacom Broadband LLC and Mediacom LLC, respectively, during the three months ended September 30, 2012.
- (c) Represents OIBDA as a percentage of total revenues.
- (d) Represents the total number of customers that receive at least one level of service, without regard to which service(s) customers purchase.
- (e) Represents average total monthly revenues for the quarter divided by average video customers for such quarter.
- (f) Represents average total monthly revenues for the quarter divided by average PSUs for such quarter.
- (g) Represents average total monthly revenues for the quarter divided by average customer relationships for such quarter.
- (h) For Mediacom Broadband LLC, represents net debt at quarter end divided by annualized OIBDA for the quarter. For Mediacom LLC, represents net debt at quarter end divided by annualized Adjusted OIBDA for the quarter.
- (i) For Mediacom Broadband LLC, represents OIBDA divided by cash interest expense for the quarter. For Mediacom LLC, represents Adjusted OIBDA divided by cash interest expense for the quarter.
- (j) Represents Adjusted OIBDA as a percentage of total revenues.
- (k) Reflects the cash portion of loss on early extinguishment, net, and excludes a \$0.5 million write-off of deferred financing costs.