

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): **May 24, 2005**

**MEDIACOM BROADBAND LLC
MEDIACOM BROADBAND CORPORATION**

(Exact names of Registrants as specified in their charters)

Delaware
Delaware
(State of incorporation)

333-72440
333-72440-01
(Commission File No.)

06-1615412
06-1630167
(IRS Employer Identification Nos.)

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

The table below sets forth the ratio of earnings to fixed charges, which is derived from:

- the audited financial statements of Mediacom Systems (“Predecessor Company”) for the year ended December 31, 2000 and for the period January 1, 2001 through July 18, 2001; and
- the audited consolidated financial statements of Mediacom Broadband LLC for the period from Registrant’s inception on April 5, 2001 through December 31, 2001 and for each of the years ended December 31, 2002 through 2004.

	Mediacom Broadband LLC				Predecessor Company	
	Year Ended December 31, 2004	Year Ended December 31, 2003	Year Ended December 31, 2002	Inception (April 5, 2001) through December 31, 2001	Period from January 1 through July 18, 2001	Year Ended December 31, 2000
Ratio of earnings to fixed charges.	1.15	— (a)	— (b)	— (c)	n/a (d)	n/a (d)

- (a) The dollar amount of the deficiency of earnings over fixed charges was \$11 million for the year ended December 31, 2003.
- (b) The dollar amount of the deficiency of earnings over fixed charges was \$49 million for the year ended December 31, 2002.
- (c) The dollar amount of the deficiency of earnings over fixed charges was \$59 million for the period of April 5, 2001 through December 31, 2001.
- (d) For all periods presented prior to Registrant’s inception on April 5, 2001, the Predecessor Company operated as a fully integrated unit of AT&T Broadband, LLC and no debt or interest expense was allocated to these operations. As such, the ratio of earnings to fixed charges was not presented for these periods.

Item 9.01. Financial Statements and Exhibits.

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

Exhibit No.	Description
12	Schedule of Ratio of Earnings to Fixed Charges

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 24, 2005

Mediacom Broadband LLC

By: /s/ Mark E. Stephan

Mark E. Stephan

Executive Vice President,
Chief Financial Officer and
Treasurer

Dated: May 24, 2005

Mediacom Broadband Corporation

By: /s/ Mark E. Stephan

Mark E. Stephan

Treasurer and Secretary

Mediacom Broadband LLC
Schedule of Ratio of Earnings to Fixed Charges

	Year ended			Inception (April 5, 2001) through December 31, 2001
	12/31/2004	12/31/2003	12/31/2002	
	(in thousands, except ratio amounts)			
Earnings:				
Net income (loss) before income taxes	34,852	10,082	(27,244)	(50,586)
Interest expense, net	86,125	82,536	76,790	41,430
Amortization of capitalized interest	695	503	114	—
Amortization of debt issuance costs	2,099	2,365	2,248	1,086
Interest component of rent expense (a)	2,137	2,086	1,687	1,076
Earnings available for fixed charges	125,908	97,572	53,595	(6,994)
Fixed Charges:				
Interest expense, net	86,125	82,536	76,790	41,430
Capitalized interest	1,270	3,425	4,056	308
Amortization of debt issuance costs	2,099	2,365	2,248	1,086
Interest component of rent expense (a)	2,137	2,086	1,687	1,076
Preferred dividends	18,000	18,000	18,000	8,120
Total fixed charges	109,631	108,412	102,781	52,020
Ratio of earnings to fixed charges	1.15	—	—	—
Deficiency of earnings over fixed charges	\$ —	\$ (10,840)	\$ (49,186)	\$ (59,014)

(a) One-third of rent expense is the portion deemed representative of the interest factor.