CHARTER COMMUNICATIONS, INC. /MO/ Form SC 13G/A February 14, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

Charter Communications, Inc. (Name of Issuer)

Class A Common Stock, par value \$0.001 per share (Title of Class of Securities)

16117M305 (CUSIP Number)

December 31, 2012 (Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

0	Rule 13d-1(b)
0	Rule 13d-1(c)
X	Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 16117M305		S	SCHEDULE 13G	Page 2 of 6	58
1	NAME (OF R	REPORTING PERSON		
	Oaktree	Opp	ortunities Investments, L.P.		
2	CHECK	THI	E APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) o (b) x
3	SEC US	E Ol	NLY		
4	CITIZEN	NSH	IP OR PLACE OF ORGANIZATION		
	Delawar	e			
		5	SOLE VOTING POWER		
NUMBER OF			12,147,369 (1)		
SHAI BENEFIC		6	SHARED VOTING POWER		
OWN	NED		None		
BY EA REPOR		7	SOLE DISPOSITIVE POWER		
PERS WIT			12,147,369 (1)		
VV 11	111	8	SHARED DISPOSITIVE POWER		
			None		
9	AGGRE	GA7	ΓΕ AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PI	ERSON	
	12,147,3	869 (1)		
10	CHECK SHARES		X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERT	`AIN	O
11	PERCEN	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	12.02%				
12	TYPE O	F RI	EPORTING PERSON		
	PN				

⁽¹⁾ Solely in its capacity as the direct owner of 12,147,369 shares of Class A Common Stock.

(2) Based on a total of 101,052,864 shares of Class A Common Stock outstanding as of September 30, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed on November 6, 2012.	
2002-00-00 in the 100001 of 2012-01 of 2012-	

CUSIP No. Page 3 of 68 16117M305 SCHEDULE 13G NAME OF REPORTING PERSON 1 Oaktree Fund GP, LLC 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) x 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware 5 SOLE VOTING POWER NUMBER OF 12,147,369 (1) **SHARES** SHARED VOTING POWER **BENEFICIALLY** OWNED None BY EACH 7 SOLE DISPOSITIVE POWER REPORTING **PERSON** 12,147,369 (1) WITH 8 SHARED DISPOSITIVE POWER None 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,147,369 (1) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o **SHARES** 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 12.02% 12 TYPE OF REPORTING PERSON 00

⁽¹⁾ Solely in its capacity as the general partner of Oaktree Opportunities Investments, L.P.

CUSIP No. 16117M305		S	Pag SCHEDULE 13G	Page 4 of 68		
1	NAME OF REPORTING PERSON					
2	OCM FI	LC E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b) 2			
3	SEC USE ONLY					
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION			
	Delawar	re 5	SOLE VOTING POWER			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6	0 SHARED VOTING POWER None			
		7 8	O SHARED DISPOSITIVE POWER			
9	AGGRE	GAT	None TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERS	SON		
10	0 CHECK SHARE		X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	N o		
11	PERCE	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
12	0.00% TYPE C	.00% YPE OF REPORTING PERSON				
00						

CUSIP No 16117M30		Page 5 of 68
1	NAME OF REPORTING PERSON	
2	Oaktree Capital Management, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER	
NUMBER SHA BENEFIG OWN BY E REPOR PERS	RES 6 SHARED VOTING POWER CIALLY NED None ACH RTING 7 SOLE DISPOSITIVE POWER SON TH 0 (1) 8 SHARED DISPOSITIVE POWER	
9	None AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTI	ING PERSON
10	0 (1) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES SHARES	CERTAIN o
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
12	0.00% TYPE OF REPORTING PERSON PN	

⁽¹⁾ Solely in its capacity as the managing member of OCM FIE, LLC.

CUSIP No. 16117M305		S	SCHEDULE 13G	Page 6 of 68	8
1	NAME (OF R	REPORTING PERSON		
	Oaktree	Hold	lings, Inc.		
2	CHECK		(a) o (b) x		
3	SEC US	E OI	NLY		
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION		
	Delawar	re			
		5	SOLE VOTING POWER		
NUMBER OF			0 (1)		
SHAI BENEFIC		6	SHARED VOTING POWER		
OWN	NED		None		
BY E. REPOR		7	SOLE DISPOSITIVE POWER		
PERS WIT			0(1)		
***		8	SHARED DISPOSITIVE POWER		
			None		
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING F	PERSON	
	0(1)				
10	CHECK SHARE		X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERT	ΓAIN	0
11	PERCE	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	0.00%				
12	TYPE O	F RE	EPORTING PERSON		
	CO				

⁽¹⁾ Solely in its capacity as the general partner of Oaktree Capital Management, L.P.

CUSIP No 16117M30		S	SCHEDULE 13G	Page 7 of 68		
1	NAME	OF F	REPORTING PERSON			
	OCM Opportunities Fund V, L.P.					
2	CHECK	TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x		
3	SEC USE ONLY					
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION			
	Delawar	e				
		5	SOLE VOTING POWER			
NUMBER OF SHARES BENEFICIALLY		6	95,743 (1) SHARED VOTING POWER			
OWI BY E REPOR	ACH	7	None SOLE DISPOSITIVE POWER			
PER: WI	SON		95,743 (1)			
VV 1	111	8	SHARED DISPOSITIVE POWER			
			None			
9	AGGRE	EGA'	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING F	PERSON		
	95,743 ((1)				
10	CHECK SHARE		X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CER	TAIN o		
11	PERCE	NT (OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	0.09% (2)				
12	TYPE C)FR	EPORTING PERSON			
	PN					

⁽¹⁾ Solely in its capacity as the direct owner of 95,743 Class A Common Stock Warrants.

(2) Based on a total of 101,052,864 shares of Class A Common Stock outstanding as of September 30, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed on November 6, 2012.	
disclosed in the Issuer's Quarterry Report on Form 10-Q fried on November 6, 2012.	

CUSIP No 16117M30		S	SCHEDULE 13G	Page 8 of 68		
1	NAME OF REPORTING PERSON					
	ОСМ О	ppor	tunities Fund V GP, L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
3	SEC US	SE OI	NLY			
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION			
	Delawar	re				
		5	SOLE VOTING POWER			
NUMBER SHA BENEFIO	RES	6	95,743 (1) SHARED VOTING POWER			
OWN BY E			None			
REPOR	RTING	7	SOLE DISPOSITIVE POWER			
PERS WI			95,743 (1)			
		8	SHARED DISPOSITIVE POWER			
			None			
9	AGGRE	EGAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING I	PERSON		
	95,743 ((1)				
10	CHECK SHARE		X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CER	TAIN o		
11	PERCE	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	0.09%					
12	TYPE C)F RI	EPORTING PERSON			
	PN	PN				

⁽¹⁾ Solely in its capacity as the general partner of OCM Opportunities Fund V, L.P.

CUSIP No 16117M30		S	SCHEDULE 13G	Page 9 of 68		
1	NAME	OF F	REPORTING PERSON			
	OCM Opportunities Fund VI, L.P.					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
3	SEC US	E O	NLY			
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION			
	Delawai	re				
		5	SOLE VOTING POWER			
NUMBER OF SHARES BENEFICIALLY		6	215,108 (1) SHARED VOTING POWER			
OWI BY E			None			
REPOF PERS		7	SOLE DISPOSITIVE POWER			
WI			215,108 (1)			
		8	SHARED DISPOSITIVE POWER			
			None			
9	AGGRE	EGA'	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING F	PERSON		
	215,108	(1)				
10	CHECK SHARE		X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CER'	TAIN o		
11	PERCE	NT (OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	0.21% (2)				
12	TYPE C)FR	EPORTING PERSON			
	PN					

⁽¹⁾ Solely in its capacity as the direct owner of 215,108 Class A Common Stock Warrants.

(2) Based on a total of 101,052,864 shares of Class A Common Stock outstanding as of September 30, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed on November 6, 2012.

CUSIP No. 16117M305	Page 10 SCHEDULE 13G) of 68
1 NAM	E OF REPORTING PERSON	
	Opportunities Fund VI GP, L.P. CK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x
3 SEC	USE ONLY	
4 CITIZ	ZENSHIP OR PLACE OF ORGANIZATION	
Delav	vare 5 SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALL OWNED BY EACH REPORTING PERSON WITH	215,108 (1) 6 SHARED VOTING POWER None 7 SOLE DISPOSITIVE POWER 215,108 (1) 8 SHARED DISPOSITIVE POWER None	
9 AGG	REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSO!	N
	08 (1) CK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN RES	o
11 PERC	CENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
0.21% 12 TYPE PN	E OF REPORTING PERSON	

⁽¹⁾ Solely in its capacity as the general partner of OCM Opportunities Fund VI, L.P.

CUSIP No 16117M30		S	SCHEDULE 13G	Page 11 of 68	
1	NAME (OF R	REPORTING PERSON		
2	-		tunities Fund VII Delaware, L.P. E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x	
3	SEC US	E Ol	NLY		
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION		
	Delawar	e			
		5	SOLE VOTING POWER		
NUMBER	OF		104,553 (1)		
SHAI BENEFIC	CIALLY	6	SHARED VOTING POWER		
OWN			None		
BY EAREPOR	TING	7	SOLE DISPOSITIVE POWER		
PERS WIT			104,553 (1)		
		8	SHARED DISPOSITIVE POWER		
			None		
9	AGGRE	GA7	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING P	ERSON	
	104,553	(1)			
10	CHECK SHARE		X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERT	ΓAIN o	
11	PERCE	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	0.10% (2	2)			
12	TYPE O	F RI	EPORTING PERSON		
	PN				

⁽¹⁾ Solely in its capacity as the direct owner of 104,553 Class A Common Stock Warrants.

(2) Based on a total of 101,052,864 shares of Class A Common Stock outstanding as of September 30, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed on November 6, 2012.	
disclosed in the Issuer's Quarterry Report on Form 10-Q fried on November 6, 2012.	

CUSIP No. 16117M30		S	SCHEDULE 13G	Page 12 of 6	58
1	NAME OF REPORTING PERSON				
2	OCM Opportunities Fund VII Delaware GP Inc. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				(a) o (b) x
3	SEC USE ONLY				
4 CITIZEN		NSH	IP OR PLACE OF ORGANIZATION		
	Delawar	re 5	SOLE VOTING POWER		
NUMBER SHAF BENEFIC OWN BY EA REPOR PERS WIT	RES CIALLY IED ACH TING OON	6 7 8	104,553 (1) SHARED VOTING POWER None SOLE DISPOSITIVE POWER 104,553 (1) SHARED DISPOSITIVE POWER None		
9	AGGRE	EGAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING	PERSON	
10	104,553 CHECK SHARE	ВО	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CER	TAIN	0
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
12	0.10% TYPE OF REPORTING PERSON CO				

⁽¹⁾ Solely in its capacity as the general partner of OCM Opportunities Fund VII Delaware, L.P.

CUSIP No 16117M30		SCHEDULE 13G	Pag	ge 13 of 68		
1	NAME OF REPORTING PERSON					
2	OCM Opportunities Fund VI AIF (Cayman), L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
3	SEC USI	SEC USE ONLY				
4	4 CITIZENSHIP OR PLACE OF ORGANIZATION					
	Cayman	nds				
		SOLE VOTING POWER				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		2,989,772 (1) SHARED VOTING POWER				
		None SOLE DISPOSITIVE POWER	₹			
		2,989,772 (1)				
		SHARED DISPOSITIVE POV	VER			
		None				
9	AGGRE	TE AMOUNT BENEFICIALLY	OWNED BY EACH REPORTING PER	SON		
	2,989,772)				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o SHARES			N o		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	2.96%					
12	TYPE OF REPORTING PERSON					
	PN					

⁽¹⁾ Solely through an indirect ownership interest in Oaktree Opportunities Investments, L.P.

CUSIP No. Page 14 of 68 16117M305 SCHEDULE 13G NAME OF REPORTING PERSON 1 Oaktree Fund AIF Series (Cayman), L.P. – Series H CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) o (b) x 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware 5 SOLE VOTING POWER NUMBER OF 2,989,772 (1) **SHARES** SHARED VOTING POWER **BENEFICIALLY** OWNED None BY EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON 2,989,772 (1) WITH SHARED DISPOSITIVE POWER 8 None 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,989,772 (1) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o **SHARES** 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.96% 12 TYPE OF REPORTING PERSON PN

⁽¹⁾ Solely in its capacity as the general partner of OCM Opportunities Fund VI AIF (Cayman), L.P.

CUSIP No. Page 15 of 68 16117M305 SCHEDULE 13G 1 NAME OF REPORTING PERSON Oaktree AIF (Cayman) GP Ltd. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) x 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 Cayman Islands 5 **SOLE VOTING POWER** NUMBER OF 2,989,772 (1) **SHARES** SHARED VOTING POWER **BENEFICIALLY** OWNED None BY EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON 2,989,772 (1) WITH 8 SHARED DISPOSITIVE POWER None 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,989,772 (1) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o **SHARES** 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.96% 12 TYPE OF REPORTING PERSON 00

⁽¹⁾ Solely in its capacity as the general partner of Oaktree Fund AIF Series (Cayman), L.P. – Series H.

CUSIP No. Page 16 of 68 16117M305 SCHEDULE 13G 1 NAME OF REPORTING PERSON Oaktree Fund GP III, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) o (b) x 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER NUMBER OF 2,989,772 (1) **SHARES** SHARED VOTING POWER **BENEFICIALLY** OWNED None BY EACH 7 SOLE DISPOSITIVE POWER REPORTING **PERSON** 2,989,772 (1) WITH SHARED DISPOSITIVE POWER None 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,989,772 (1) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o **SHARES** 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.96% 12 TYPE OF REPORTING PERSON PN

⁽¹⁾ Solely in its capacity as the general partner of Oaktree AIF (Cayman) GP Ltd.

CUSIP No 16117M30		Page 17 of 68			
1	NAME OF REPORTING PERSON				
2	Oaktree AIF Investments, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware				
NUMBER SHA BENEFIG OWN BY E REPOR PERS	RES 6 SHARED VOTING POWER CIALLY NED None ACH RTING 7 SOLE DISPOSITIVE POWER SON				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTIN	NG PERSON			
10	2,989,772 (1) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
12	2.96% TYPE OF REPORTING PERSON PN				

⁽¹⁾ Solely in its capacity as the general partner of Oaktree Fund GP III, L.P.

CUSIP No 16117M30		S	SCHEDULE 13G	Page 18 of 68	
1	NAME OF REPORTING PERSON				
	Oaktree				
2	CHECK	(a) (b)			
3	SEC USE ONLY				
4	4 CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delawar	e			
		5	SOLE VOTING POWER		
NUMBER OF SHARES		6	2,989,772 (1) SHARED VOTING POWER		
BENEFI OWI					
BY E	ACH	7	None SOLE DISPOSITIVE POWER		
REPORTING PERSON		,			
WI	ТН	0	2,989,772 (1)		
		8	SHARED DISPOSITIVE POWER		
			None		
9	AGGRE	GA.	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING I	PERSON	
	2,989,77	2 (1)		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o SHARES			TAIN o	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	2.96%				
12	TYPE OF REPORTING PERSON				
	CO				

⁽¹⁾ Solely in its capacity as the general partner of Oaktree AIF Investments, L.P.

CUSIP No. Page 19 of 68 16117M305 SCHEDULE 13G 1 NAME OF REPORTING PERSON OCM Opportunities Fund VIIb, L.P. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) x 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 Cayman Islands 5 **SOLE VOTING POWER** NUMBER OF 3,749,659 (1) **SHARES** SHARED VOTING POWER **BENEFICIALLY** OWNED None BY EACH 7 SOLE DISPOSITIVE POWER REPORTING **PERSON** 3,749,659 (1) WITH 8 SHARED DISPOSITIVE POWER None 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,749,659 (1) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o **SHARES** 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.71% 12 TYPE OF REPORTING PERSON PN

⁽¹⁾ Solely through an indirect ownership interest in Oaktree Opportunities Investments, L.P.

CUSIP No. Page 20 of 68 16117M305 SCHEDULE 13G 1 NAME OF REPORTING PERSON OCM Opportunities Fund VIIb (Parallel), L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) o (b) x 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware 5 SOLE VOTING POWER NUMBER OF 448,683 (1) **SHARES SHARED VOTING POWER BENEFICIALLY** OWNED None BY EACH 7 SOLE DISPOSITIVE POWER REPORTING **PERSON** 448,683 (1) WITH 8 SHARED DISPOSITIVE POWER None 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 448,683 (1) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o **SHARES** 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.44% 12 TYPE OF REPORTING PERSON PN

⁽¹⁾ Solely through an indirect ownership interest in Oaktree Opportunities Investments, L.P.

CUSIP No. Page 21 of 68 16117M305 SCHEDULE 13G 1 NAME OF REPORTING PERSON OCM Opportunities Fund VIIb GP, L.P. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) x 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 **SOLE VOTING POWER** NUMBER OF 4,198,342 (1) **SHARES** SHARED VOTING POWER **BENEFICIALLY OWNED** None BY EACH SOLE DISPOSITIVE POWER REPORTING **PERSON** 4,198,342 (1) **WITH** SHARED DISPOSITIVE POWER None 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,198,342 (1) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o **SHARES** 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.15% 12 TYPE OF REPORTING PERSON CO

⁽¹⁾ In its capacity as the general partner of OCM Opportunities Fund VIIb, L.P and OCM Opportunities Fund VIIb (Parallel), L.P.

CUSIP No. Page 22 of 68 16117M305 SCHEDULE 13G 1 NAME OF REPORTING PERSON OCM Opportunities Fund VIIb GP Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) o (b) x 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 Cayman Islands 5 **SOLE VOTING POWER** NUMBER OF 4,198,342 (1) **SHARES SHARED VOTING POWER BENEFICIALLY OWNED** None BY EACH 7 SOLE DISPOSITIVE POWER REPORTING **PERSON** 4,198,342 (1) WITH 8 SHARED DISPOSITIVE POWER None 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,198,342 (1) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o **SHARES** 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.15% 12 TYPE OF REPORTING PERSON 00

⁽¹⁾ In its capacity as the general partner of OCM Opportunities Fund VIIb GP, L.P.

CUSIP No. Page 23 of 68 16117M305 SCHEDULE 13G 1 NAME OF REPORTING PERSON OCM Opportunities Fund VII, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) o (b) x 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands 5 SOLE VOTING POWER NUMBER OF 4,353,458 (1) **SHARES** SHARED VOTING POWER **BENEFICIALLY OWNED** None BY EACH SOLE DISPOSITIVE POWER REPORTING **PERSON** 4,353,458 (1) **WITH** SHARED DISPOSITIVE POWER None 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,353,458 (1) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o **SHARES** 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.31% 12 TYPE OF REPORTING PERSON PN

⁽¹⁾ Solely through an indirect ownership interest in Oaktree Opportunities Investments, L.P. and in its capacity as the sole shareholder of OCM Opportunities Fund VII Delaware GP Inc.

CUSIP No. Page 24 of 68 16117M305 SCHEDULE 13G 1 NAME OF REPORTING PERSON OCM Opportunities Fund VII GP, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) o (b) x 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 Cayman Islands 5 **SOLE VOTING POWER** NUMBER OF 4,353,458 (1) **SHARES SHARED VOTING POWER BENEFICIALLY** OWNED None BY EACH 7 SOLE DISPOSITIVE POWER REPORTING **PERSON** 4,353,458 (1) WITH 8 SHARED DISPOSITIVE POWER None 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,353,458 (1) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o **SHARES** 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.31% 12 TYPE OF REPORTING PERSON PN

⁽¹⁾ Solely in its capacity as the general partner of OCM Opportunities Fund VII, L.P.

CUSIP No 16117M30		S	SCHEDULE 13G	Page 25 of	68		
1	NAME	OF F	REPORTING PERSON				
2			tunities Fund VII GP Ltd. E APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) o (b) x		
3	SEC US	SEC USE ONLY					
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION				
	Cayman	Isla: 5	nds SOLE VOTING POWER				
NUMBER SHA' BENEFIG OWN BY E REPOR PERS	RES CIALLY NED ACH CTING SON	6 7 8	4,353,458 (1) SHARED VOTING POWER None SOLE DISPOSITIVE POWER 4,353,458 (1) SHARED DISPOSITIVE POWER None				
9	AGGRE	EGA'	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING I	PERSON			
10	4,353,45 CHECK SHARE	ВО) X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CER	TAIN	o		
11	PERCE	NT (OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
12	4.31% TYPE O	OF R	EPORTING PERSON				

⁽¹⁾ Solely in its capacity as the general partner of OCM Opportunities Fund VII GP, L.P.

CUSIP No. Page 26 of 68 16117M305 SCHEDULE 13G 1 NAME OF REPORTING PERSON Oaktree Value Opportunities Fund, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) o (b) x 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands 5 SOLE VOTING POWER NUMBER OF 313,140 (1) **SHARES** SHARED VOTING POWER **BENEFICIALLY OWNED** None BY EACH SOLE DISPOSITIVE POWER REPORTING **PERSON** 313,140 (1) **WITH** SHARED DISPOSITIVE POWER None 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 313,140(1) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o **SHARES** 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.31%(2)12 TYPE OF REPORTING PERSON PN

⁽¹⁾ Solely in its capacity as a limited partner of Oaktree Opportunities Investments, L.P. and as the direct owner of 13,140 Class A Common Stock Warrants.

(2) Based on a total of 101,052,864 shares of Class A Common Stock outstanding as of September 30, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed on November 6, 2012.	

CUSIP No. Page 27 of 68 16117M305 SCHEDULE 13G 1 NAME OF REPORTING PERSON Oaktree Value Opportunities Fund GP, L.P. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) x 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands 5 SOLE VOTING POWER NUMBER OF 313,140 (1) **SHARES** SHARED VOTING POWER **BENEFICIALLY OWNED** None BY EACH SOLE DISPOSITIVE POWER REPORTING **PERSON** 313,140 (1) **WITH** SHARED DISPOSITIVE POWER None 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 313,140(1) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o **SHARES** 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.31% 12 TYPE OF REPORTING PERSON PN

⁽¹⁾ Solely in its capacity as the general partner of Oaktree Value Opportunities Fund, L.P.

 NAME OF REPORTING PERSON Oaktree Value Opportunities Fund GP Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 	(a) o (b) x							
3 SEC USE ONLY								
4 CITIZENSHIP OR PLACE OF ORGANIZATION								
Cayman Islands	Cayman Islands							
5 SOLE VOTING POWER								
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER None None 313,140 (1) SHARED VOTING POWER None None None None None None								
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON								
313,140 (1) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	o							
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)								
0.31% 12 TYPE OF REPORTING PERSON OO								

⁽¹⁾ Solely in its capacity as the general partner of Oaktree Value Opportunities Fund GP, L.P.

CUSIP No. Page 29 of 68 16117M305 SCHEDULE 13G 1 NAME OF REPORTING PERSON Oaktree FF Investment Fund, L.P. - Class B 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) x 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands 5 SOLE VOTING POWER NUMBER OF 410,350 (1) **SHARES** SHARED VOTING POWER **BENEFICIALLY OWNED** None BY EACH SOLE DISPOSITIVE POWER REPORTING **PERSON** 410,350 (1) **WITH** SHARED DISPOSITIVE POWER None 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 410,350 (1) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o **SHARES** 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.41% 12 TYPE OF REPORTING PERSON PN

⁽¹⁾ Solely through an indirect ownership interest in Oaktree Opportunities Investments, L.P.

CUSIP No. Page 30 of 68 16117M305 SCHEDULE 13G NAME OF REPORTING PERSON 1 Oaktree FF Investment Fund GP, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) o (b) x 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 Cayman Islands 5 **SOLE VOTING POWER** NUMBER OF 410,350 (1) **SHARES SHARED VOTING POWER BENEFICIALLY OWNED** None BY EACH 7 SOLE DISPOSITIVE POWER REPORTING **PERSON** 410,350 (1) WITH 8 SHARED DISPOSITIVE POWER None 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 410,350 (1) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o **SHARES** 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.41% 12 TYPE OF REPORTING PERSON PN

⁽¹⁾ Solely in its capacity as the general partner of Oaktree FF Investment Fund, L.P. – Class B.

CUSIP No 16117M30		SCHEDULE 13G	Page 31 of 68
1	NAME OF	F REPORTING PERSON	
2		F Investment Fund GP Ltd. THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x
3	SEC USE	ONLY	
4	CITIZENS	SHIP OR PLACE OF ORGANIZATION	
	Cayman Is	slands	
	5	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		410,350 (1) SHARED VOTING POWER None SOLE DISPOSITIVE POWER 410,350 (1) SHARED DISPOSITIVE POWER None	
9	AGGREG	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING	PERSON
10	410,350 (1 CHECK B SHARES	OX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CER	RTAIN o
11	PERCENT	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
12		REPORTING PERSON	
	OO		

⁽¹⁾ Solely in its capacity as the general partner of Oaktree FF Investment Fund GP, L.P.

CUSIP No. Page 32 of 68 16117M305 SCHEDULE 13G 1 NAME OF REPORTING PERSON Oaktree Fund GP I, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2 (a) o (b) x 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware 5 **SOLE VOTING POWER** NUMBER OF 12,575,913 (1) **SHARES** SHARED VOTING POWER **BENEFICIALLY OWNED** None BY EACH SOLE DISPOSITIVE POWER REPORTING **PERSON** 12,575,913 (1) **WITH** SHARED DISPOSITIVE POWER None 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,575,913 (1) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o **SHARES** 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 12.44% 12 TYPE OF REPORTING PERSON PN

⁽¹⁾ Solely in its capacity as the managing member of Oaktree Fund GP, LLC, the general partner of OCM Opportunities Fund V GP, L.P. and OCM Opportunities Fund VI GP, L.P. and the sole shareholder of OCM

Opportunities Fund VII GP Ltd., Oaktree Value Opportunities Fund GP Ltd., Oaktree FF Investment Fund GP Ltd. and OCM Opportunities Fund VIIb GP Ltd.

CUSIP No 16117M30		S	SCHEDULE 13G	Page 33 of	68
1	NAME (OF F	REPORTING PERSON		
2			ital I, L.P. E APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) o (b) x
3	SEC US	E O	NLY		
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION		
	Delawar	e			
		5	SOLE VOTING POWER		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH		6	12,575,913 (1) SHARED VOTING POWER None SOLE DISPOSITIVE POWER		
PERS WI		8	12,575,913 (1) SHARED DISPOSITIVE POWER		
0	ACCDE	CAT	None TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING I	DEDCON	
9	12,575,9			PERSON	
10	CHECK		X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CER	TAIN	O
11	PERCEN	NT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	12.44%				
12	TYPE O	F R	EPORTING PERSON		
	PN				

⁽¹⁾ Solely in its capacity as the general partner of Oaktree Fund GP I, L.P.

CUSIP No 16117M30		S	SCHEDULE 13G	Page 34 of 6	8
1	NAME	OF F	REPORTING PERSON		
2			ngs I, LLC E APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) o (b) x
3	SEC US	SE O	NLY		
4	CITIZE	NSH	IP OR PLACE OF ORGANIZATION		
	Delawar	re 5	SOLE VOTING POWER		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH		6	12,575,913 (1) SHARED VOTING POWER None		
REPOR PERS WI	RTING SON	7 8	SOLE DISPOSITIVE POWER 12,575,913 (1) SHARED DISPOSITIVE POWER None		
9	AGGRI	EGA.	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING P	ERSON	
10	12,575,9 CHECK SHARE	ВО	1) X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERT	'AIN (0
11	PERCE	NT (OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
12	12.44% TYPE (EPORTING PERSON		
	OO				

⁽¹⁾ Solely in its capacity as the general partner of Oaktree Capital I, L.P.

CUSIP No 16117M30		S	SCHEDULE 13G	Page 35 of 68		
1	NAME	OF F	REPORTING PERSON			
2			dings, LLC E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x		
3	SEC US	SEC USE ONLY				
4	CITIZE	NSH	IIP OR PLACE OF ORGANIZATION			
	Delawa	re				
		5	SOLE VOTING POWER			
NUMBER	OF		12,575,913 (1)			
SHA BENEFI		6	SHARED VOTING POWER			
OWN	NED		None			
BY E REPOR		7	SOLE DISPOSITIVE POWER			
PERS	SON		12,575,913 (1)			
WI	ΙΉ	8	SHARED DISPOSITIVE POWER			
			None			
9	A C C D I	EC A'	None TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING 1	DEDSON		
9	AUUKI	ZOA.	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING	EKSON		
	12,575,9					
10	CHECK SHARE		X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CER	TAIN o		
11	PERCE	NT (OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	12.44%					
12	TYPE C	OF R	EPORTING PERSON			
	OO					

⁽¹⁾ Solely in its capacity as the managing member of OCM Holdings I, LLC.

CUSIP No 16117M30		Page 36 o	f 68
1	NAME OF REPORTING PERSON		
2	Oaktree Capital Group, LLC CHECK THE APPROPRIATE BOX IF A M	EMBER OF A GROUP	(a) o (b) x
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZA	TION	
	Delaware 5 SOLE VOTING POWER		
NUMBER SHAT BENEFIC OWN BY E. REPOR PERS	RES 6 SHARED VOTING POWER CIALLY NONe ACH CTING 7 SOLE DISPOSITIVE POWER SON		
9		OWNED BY EACH REPORTING PERSON	
10	12,575,913 (1) CHECK BOX IF THE AGGREGATE AMOSHARES	UNT IN ROW (9) EXCLUDES CERTAIN	0
11	PERCENT OF CLASS REPRESENTED BY	AMOUNT IN ROW (9)	
12	12.44% TYPE OF REPORTING PERSON OO		

(1) Solely in its capacity as the managing member of Oaktree Holdings, LLC and the sole shareholder of Oaktree

Holdings, Inc.

CUSIP No. 16117M303		S	CHEDULE 13G	age 37 of 68
1	NAME (OF R	REPORTING PERSON	
	Oaktree	Capi	tal Group Holdings, L.P.	
2	CHECK	THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC US	E ON	NLY	
4	CITIZE	NSHI	IP OR PLACE OF ORGANIZATION	
	Delawar	e		
		5	SOLE VOTING POWER	
NUMBER	OF		12,575,913 (1)	
SHAF BENEFIC		6	SHARED VOTING POWER	
OWN	ED		None	
BY EA REPOR		7	SOLE DISPOSITIVE POWER	
PERS WIT			12,575,913 (1)	
****		8	SHARED DISPOSITIVE POWER	
			None	
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE	ERSON
	12,575,9	13 (1	1)	
10	CHECK SHARES		X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERT.	AIN o
11	PERCEN	NT O	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	12.44%			
12	TYPE O	F RE	EPORTING PERSON	
	PN			

(1) Solely in its capacity as the holder of a majority of the voting units of Oaktree Capital Group, LLC and a majority

	of Oaktree AIF H	<i>6</i> .,			

CUSIP No 16117M30		S	SCHEDULE 13G	Page 38 of 68	
1	NAME	OF I	REPORTING PERSON		
	Oaktree	Cap	ital Group Holdings GP, LLC		
2	CHECK	TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP) o) x
3	SEC US	E O	NLY		
4	CITIZE	NSH	IIP OR PLACE OF ORGANIZATION		
	Delawai	e			
		5	SOLE VOTING POWER		
NUMBER SHA BENEFIO	RES CIALLY	6	12,575,913 (1) SHARED VOTING POWER		
OWN BY E REPOR	ACH	7	None SOLE DISPOSITIVE POWER		
PERS	SON		12,575,913 (1)		
W1	TH	8	SHARED DISPOSITIVE POWER		
			None		
9	AGGRE	EGA'	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING I	PERSON	
	12,575,9	913 (1)		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCE	NT (OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	12.44%				
12	TYPE C)FR	EPORTING PERSON		
	OO				

⁽¹⁾ Solely in its capacity as the general partner of Oaktree Capital Group Holdings, L.P.

CUSIP No. 16117M305 SCHEDULE 13G Page 39 of 68

ITEM 1. (a)

Charter Communications, Inc. (the "Issuer")

(b) Address of Issuer's Principal Executive Offices:

Name of Issuer:

12405 Powerscourt Drive St. Louis, Missouri 63131

ITEM 2. (a)

Name of Person Filing:

This Schedule 13G is filed jointly, pursuant to a joint filing agreement attached hereto as Exhibit I, by:

- (1) Oaktree Opportunities Investments, L.P. ("OOI") in its capacity as the direct owner of 12,147,369 shares of Class A Common Stock;
- (2) Oaktree Fund GP, LLC ("GP") in its capacity as the general partner of OOI;
- (3) OCM FIE, LLC ("FIE");
- (4) Oaktree Capital Management, L.P. ("OCM") in its capacity as the managing member of FIE;
- (5) Oaktree Holdings, Inc. ("Holdings Inc.") in its capacity as the general partner of OCM;
- (6) OCM Opportunities Fund V, L.P. ("OCM V") in its capacity as the direct owner of 95,743 Class A Common Stock Warrants;
- (7) OCM Opportunities Fund V GP, L.P. ("V GP") in its capacity as the general partner of OCM V;
- (8) OCM Opportunities Fund VI, L.P. ("OCM VI") as the direct owner of 215,108 Class A Common Stock Warrants;
- (9) OCM Opportunities Fund VI GP, L.P. ("VI GP") in its capacity as the general partner of OCM VI;
- (10) OCM Opportunities Fund VII Delaware, L.P. ("OCM Delaware VII") in its capacity as the direct owner of 104,553 Class A Common Stock Warrants;
- (11) OCM Opportunities Fund VII Delaware GP Inc. ("VII Delaware GP") in its capacity as the general partner of OCM Delaware VII;
- (12) OCM Opportunities Fund VI AIF (Cayman), L.P. ("OCM VI AIF") in its capacity as the holder of an indirect ownership interest in OOI:
- (13) Oaktree Fund AIF Series (Cayman), L.P. Series H ("AIF H") in its capacity as the general partner of OCM VI AIF;
- (14) Oaktree AIF (Cayman) GP Ltd. ("AIF GP Ltd.") in its capacity as the general partner of AIF H;
- (15) Oaktree Fund GP III, L.P. ("GP III") in its capacity as the general partner of AIF GP Ltd.;
- (16) Oaktree AIF Investments, L.P. ("AIF Inv.") in its capacity as the

general partner of GP III;

- (17) Oaktree AIF Holdings, Inc. ("AIF Holdings") in its capacity as the general partner of AIF Inv.;
- (18) OCM Opportunities Fund VIIb, L.P. ("OCM VIIb") in its capacity as the holder of an indirect ownership interest in OOI.;
- (19) OCM Opportunities Fund VIIb (Parallel), L.P. ("OCM VIIbP") in its capacity as the holder of an indirect ownership interest in OOI;
- (20) OCM Opportunities Fund VIIb GP, L.P. ("VIIb GP") in its capacity as the general partner of OCM VIIb and OCM VIIbP;

CUSIP No. 16117M305 Page 40 of 68

SCHEDULE 13G

- (21) OCM Opportunities Fund VIIb GP Ltd. ("VIIb GP Ltd.") in its capacity as the general partner of VIIb GP;
- (22) OCM Opportunities Fund VII, L.P. ("Fund VII") in its capacity as the holder of an indirect ownership interest in OOI and in its capacity as the sole shareholder of VII Delaware GP;
- (23) OCM Opportunities Fund VII GP, L.P. ("Fund VII GP") in its capacity as the general partner of Fund VII;
- (24) OCM Opportunities Fund VII GP Ltd. ("Fund VII GP Ltd.") in its capacity as the general partner of Fund VII GP;
- (25) Oaktree Value Opportunities Fund, L.P. ("VOF") in its capacity as a limited partner of OOI and as the direct owner of 13,140 Class A Common Stock Warrants;
- (26) Oaktree Value Opportunities Fund GP, L.P. ("VOF GP") in its capacity as the general partner of VOF; and
- (27) Oaktree Value Opportunities Fund GP Ltd. ("VOF GP Ltd."), in its capacity as the general partner of VOF GP;
- (28) Oaktree FF Investment Fund, L.P. -- Class B ("FF Inv") in its capacity as the holder of an indirect ownership interest in Oaktree Opportunities Investments, L.P.;
- (29) Oaktree FF Investment Fund GP, L.P. ("FF GP") in its capacity as the general partner of FF Inv;
- (30) Oaktree FF Investment Fund GP Ltd. ("FF GP Ltd.") in its capacity as the general partner of FF GP;
- (31) Oaktree Fund GP I, L.P. ("GP I") in its capacity as the managing member of GP, the general partner of V GP and VI GP and the sole shareholder of Fund VII GP Ltd., VOF GP Ltd., FF GP Ltd., VIIb GP Ltd.
- (32) Oaktree Capital I, L.P. ("Capital I") in its capacity as the general partner of GP I;
- (33) OCM Holdings I, LLC ("Holdings I") in its capacity as the general partner of Capital I.
- (34) Oaktree Holdings, LLC ("Holdings") in its capacity as the managing member of Holdings I;
- (35) Oaktree Capital Group, LLC ("OCG") in its capacity as the managing member of Holdings and the sole shareholder of Holdings Inc.;
- (36) Oaktree Capital Group Holdings, L.P. ("OCGH") in its capacity as the holder of a majority of the voting units of OCG and as the sole shareholder of AIF Holdings; and
- (37) Oaktree Capital Group Holdings GP, LLC ("OCGH GP" and, together with OOI, GP, FIE, OCM, Holdings Inc., OCM V, V GP, OCM VI, VI GP, OCM Delaware VII, VII Delaware GP, OCM VI AIF, AIF H, AIF GP Ltd., GP III, AIF Inv., AIF Holdings, OCM VIIb, OCM VIIbP, VIIb GP, VIIb GP Ltd., Fund VII, Fund VII GP, Fund VII GP Ltd., VOF, VOF GP, VOF GP Ltd., FF Inv, FF GP, FF GP Ltd., GP I, Capital I, Holdings I, Holdings, OCG and OCGH, collectively, the "Reporting Persons" and, each individually, a "Reporting Person") in its capacity as the general partner of OCGH.

Opps 6 Opportunities Investments Holdings Ltd., Opps 7 Opportunities Investments Holdings Ltd., Opps 7b Opportunities Investments Holdings Ltd. and FF Opportunities Investments Holdings Ltd. serve as intermediaries through which various Reporting Persons hold beneficial ownership; however, each such entity lacks both the power to

vote and the power to dispose of any shares of the Issuer.

Each Reporting Person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement except to the extent of such person's pecuniary interest therein, and except to the extent of its pecuniary interest, such beneficial ownership is expressly disclaimed by each Reporting Person.

- (b) Address of Principal Business Office, or if None, Residence:
 The principal business address of each of the Reporting Persons is c/o Oaktree Capital
 Group Holdings GP, LLC, 333 South Grand Avenue, 28th Floor, Los Angeles, California
 90071.
- (c) Citizenship:
 - See Item 4 on the cover page(s) hereto.
- (d) Title of Class of Securities:
 Class A Common Stock, \$0.001 par value per share
- (e) CUSIP Number: 16117M305

CUSIP No. 16117M30:		G Page 41 of 68
ITEM 3.	IF THIS STATEMENT IS CHECK WHETHER THE	FILED PURSUANT TO SS.240.13D-1(B) OR 240.13D-2(B) OR (C), PERSON FILING IS A:
	(a)	[] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 780)
	(b) (c)	[_] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c) [_] Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c)
	(d)	[] Investment company registered under Section 8 of the Investment Company Act
	(e) (f)	of 1940 (15 U.S.C. 80a-8) [] An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E) [] An employee benefit plan or endowment fund in accordance with ss.240.
	(g)	13d-1(b)(1)(ii)(F); [] A Parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
	(h)	[] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
	(i)	[] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
	(j)	[] Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).
ITEM 4.	OWNERSHIP	
	(a)	Amount beneficially owned: See Item 9 on the cover page(s) hereto.
	(b)	Percent of class: See Item 11 on the cover page(s) hereto. All calculations of percentage ownership in this Schedule 13G/A are based on a total of 101,052,864 shares of Class A Common Stock outstanding as of September 30, 2012, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed on November 6, 2012.
	See Item 5 on (ii) Shared power See Item 6 on (iii) Sole power to See Item 7 on (iv) Shared power	Number of shares as to which such person has: vote or to direct the vote the cover page(s) hereto. to vote or to direct the vote the cover page(s) hereto. dispose or to direct the disposition of the cover page(s) hereto. to dispose or to direct the disposition of the cover page(s) hereto.

CUSIP No.
Page 42 of 68
16117M305 SCHEDULE 13G

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

The shares of Class A Common Stock reported on this Schedule 13G/A are directly held by OOI which has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares of Common Stock.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATIONS.

Not applicable.

CUSIP No.
Page 43 of 68
16117M305 SCHEDULE 13G

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2013

OAKTREE OPPORTUNITIES INVESTMENTS, L.P.

By: Oaktree Fund GP, LLC

Its: General Partner

By: Oaktree Fund GP I, L.P. Its: Managing Member

By: /s/ Richard Ting Name: Richard Ting

Title: Authorized Signatory

By: /s/ Philip McDermott Name: Philip McDermott Title: Authorized Signatory

OAKTREE FUND GP, LLC

By: Oaktree Fund GP I, L.P. Its: Managing Member