Risk Factors Comparison 2024-02-15 to 2023-02-23 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text Moved Text Section

Our business is subject to a number of risks that may impact our business and prospects. The following summary identifies certain risk factors that may prevent us from achieving our business objectives or may adversely affect our business, financial condition and results of operations. These and other risks are discussed in detail in the section that follows. Risk Factors Relating to Our Business • We operate in a highly competitive business environment. • We face significant risks as a result of rapid changes in technology, consumer expectations and behavior. • Programming and retransmission costs are increasing and disputes with programmers and the inability to retain or obtain popular programming can adversely affect our relationship with customers. • We may not be able to successfully implement our growth strategy. • The financial markets are subject to volatility and disruptions, which may adversely affect our business. • We are highly leveraged and have substantial indebtedness and may incur additional indebtedness. • We have in past periods incurred substantial losses from operations, and we may do so in the future. • A lowering or withdrawal of the ratings assigned to our subsidiaries' debt securities and credit facilities by ratings agencies may increase our future borrowing costs and reduce our access to capital. • Our subsidiaries' ability to meet obligations under their indebtedness may be restricted by limitations on our other subsidiaries' ability to send funds. • We are subject to significant restrictive covenants under the agreements governing our indebtedness. • We will need to raise significant amounts of funding over the next several years to fund capital expenditures, repay existing obligations and meet other obligations; we may also engage in extraordinary transactions that involve the incurrence of large amounts of indebtedness. • Changes or uncertainty in respect of ~~LIBOR discontinuation~~ **interest rate benchmarks** may affect our sources of funding. • We depend on third- party vendors for certain equipment, hardware, licenses and services in the conduct of our business. • ~~Our business, financial condition and results of operations may be adversely affected by the ongoing COVID- 19 pandemic. •~~ Labor shortages and supply chain disruptions could prevent us from meeting customer demand and negatively affect our financial results. • Disruptions to our networks, infrastructure and facilities could impair our operating activities and negatively impact our reputation and financial results. • If we experience a significant cybersecurity incident or fail to detect and appropriately respond to a significant cybersecurity incident, our results of operations and reputation could suffer. • The terms of existing or new collective bargaining agreements can increase our expenses. Labor disruptions could adversely affect our business, financial condition and results of operations. • A significant amount of our book value consists of intangible assets that may not generate cash in the event of a voluntary or involuntary sale. • We may engage in acquisitions, dispositions and other strategic transactions and the integration of such acquisitions, the sales of assets and other strategic transactions could materially adversely affect our business, financial condition and results of operations. • Significant unanticipated increases in the use of bandwidth- intensive Internet- based services could increase our costs. • Our business depends on intellectual property rights and on not infringing on others' intellectual property rights. • We may be liable for the material that content providers distribute over our networks. • If we are unable to retain key employees, our ability to manage our business could be adversely affected. • Impairment of the Altice brand or Mr. Drahi' s reputation could adversely affect current and future customers' perception of Altice USA. • Macroeconomic developments may adversely affect our business. • Online piracy could result in reduced revenues and increased expenditures. • Our mobile wireless service **is** ~~will be~~ subject to startup risk, competition, and risks associated with the price and availability of wholesale access to RAN. Risk Factors Relating to Regulatory and Legislative Matters • Our business is subject to extensive governmental legislation and regulation. • Our cable system franchises are subject to non- renewal or termination. • Our cable system franchises are non- exclusive. • Local franchising authorities have the ability to impose additional regulatory constraints on our business. • Further regulation of the cable industry could restrict our marketing options or impair our ability to raise rates. • We may be materially adversely affected by regulatory changes related to pole attachments **and the regulatory environment related to pole attachments could impede our ability to expand into new markets** . • Changes in channel carriage regulations could impose significant additional costs on us. • Increasing regulation of our Internet- based products and services could adversely affect our ability to provide new products and services. • Offering telephone services may subject us to additional regulatory burdens, causing us to incur additional costs. • Our mobile service exposes us to regulatory risk. • We may be materially adversely affected by regulatory, legal and economic changes relating to our physical plant **. • We may be adversely affected if other parties are able to get government subsidies to overbuild our plant, or if subsidies we receive to construct facilities or support low- income subscribers run out** . Risk Factors Relating to Ownership of Our Class A Common Stock and Class B Common Stock • An active, liquid trading market for our Class B common stock has not developed and we cannot assure you that an active, liquid trading market will develop in the future. • Our stockholders' percentage ownership in us may be diluted by future issuances of capital stock. • We have no current plans to pay cash dividends on our Class A common stock or Class B common stock for the foreseeable future. • Future sales, or the perception of future sales, by us or our existing stockholders in the public market could cause the market price of our Class A common stock to decline. • The tri- class structure of Altice USA common stock has the effect of concentrating voting control with Next Alt. • Next Alt controls us and its interests may conflict with ours or our stockholders in the future. • Anti- takeover provisions in our organizational documents could prevent a change of control transaction. • Holders of a single class of Altice USA common stock may not have any remedies if an action by our directors has an adverse effect on only that class of Altice USA common stock. • We are a" controlled company" within the meaning of the rules of the **New York Stock Exchange ("** NYSE **")** . • If securities or industry analysts do not publish research or reports about our business, if they adversely change their recommendations regarding our Class A common stock, or if our operating results do not meet their expectations, the market price of our Class A common stock could decline. • We have been subject to securities class action litigation in the past and could be subject to securities class action litigation in the future. • Our amended and restated bylaws provide that the Court of Chancery of the State of Delaware is the exclusive forum for substantially all disputes between us and our stockholders. We operate in a highly competitive business environment which could materially adversely affect our business, financial condition, results of operations and liquidity. We operate in a highly competitive, consumer- driven industry and we compete against a variety of broadband, video and telephony providers and delivery systems, including broadband communications companies, wireless data and telephony providers, fiber- based service providers, satellite- delivered video providers, Internet- delivered video content and broadcast television signals available to residential and business customers in our service areas. Some of our competitors include AT & T, DirecTV, DISH, Frontier, Lumen and Verizon. In addition, our video services compete with all other sources of leisure, news, information and entertainment, including movies, sporting or other live events, radio broadcasts, home- video services, console games, print media and the Internet. In some instances, our competitors have fewer regulatory burdens, easier access to financing, greater resources, greater operating capabilities and efficiencies of scale, stronger brand- name recognition, longstanding relationships with regulatory authorities and customers, more customers, more flexibility to offer promotional packages at prices lower than ours and greater access to programming or other services. This competition creates pressure on our pricing and has adversely affected, and may continue to affect, our ability to add and retain customers, which in turn adversely affects our business, financial condition and results of operations. The effects of competition may also adversely affect our liquidity and ability to service our debt. For example, we face intense competition from Verizon, which has constructed FTTH network infrastructure that passes a significant number of households in our New York metropolitan service area. We estimate that Verizon is currently able to sell fiber- based services, including broadband, video and telephony, to over two- thirds of the households in our New York metropolitan service area and may expand these and other service offerings to more customers in the future. We also face increasing competition from AT & T and new fiber- based service providers in various markets in our south- central United States service area, who we estimate are currently able to sell fiber products to over one- quarter of these households. While the extent of our competitors' build- out and sales activity in service areas is difficult to assess because it is based on visual inspections and other limited estimating techniques and therefore serves only as an approximation, the fiber build out by competitors in our service areas is significant. Our competitive risks are heightened by the rapid technological change inherent in our business, evolving consumer preferences and the need to acquire, develop and adopt new technology to differentiate our products and services from those of our competitors, and to meet consumer demand. We may need to anticipate far in advance which technology we should use for the development of new products and services or the enhancement of existing products and services. The failure to accurately anticipate such changes may adversely affect our ability to attract and retain customers, which in turn could adversely affect our business, financial condition and results of operations. Consolidation and cooperation in our industry may allow our competitors to acquire service capabilities or offer products that are not available to us or offer similar products and services at prices lower than ours. In addition, certain of our competitors own directly or are affiliated with companies that own programming content or have exclusive arrangements with content providers that may enable them to obtain lower programming costs or offer exclusive programming that may be attractive to prospective customers. Another source of competition for our video services is the delivery of video content over the Internet directly to customers, some of which is offered without charging a fee for access to the content. This competition comes from a number of different sources, including companies that deliver movies, television shows and other video programming, including extensive on demand, live content, serials, exclusive and original content, over broadband Internet connections to televisions, computers, tablets and mobile devices, such as Netflix, Hulu, Disney , Apple TV , YouTube TV, Amazon Prime, Sling TV, DirecTV Stream and others. It is possible that additional competitors will enter the market and begin providing video content over the Internet directly to customers. Increasingly, content owners, such as **Max (formerly known as** HBO **)** , CBS, Disney and ESPN, are selling their programming directly to consumers over the Internet without requiring a video subscription. The availability of these services has and will continue to adversely affect customer demand for our video services, including premium and on- demand services. Further, due to consumer electronics innovations, consumers can watch such Internet- delivered content on television sets and mobile devices, such as smartphones and tablets. Internet access services are also offered by providers of wireless services, including traditional cellular phone carriers and others focused solely on wireless data services. Our video services also face competition from broadcast television stations, entities that make digital video recorded movies and programs available for home rental or sale, satellite master antenna television (" SMATV") systems, which generally serve large MDUs under an agreement with the landlord and service providers and open video system operators. Private cable systems can offer improved reception of local television stations and many of the same satellite- delivered program services that are offered by cable systems. SMATV systems currently benefit from operating advantages not available to franchised cable systems, including fewer regulatory burdens. Cable television has also long competed with broadcast television, which consists of television signals that the viewer is able to receive without charge using an" off- air" antenna. The extent of such competition is dependent upon the quality and quantity of broadcast signals available through" off- air" reception, compared to the services provided by the local cable system. The use of radio spectrum now provides traditional broadcasters with the ability to deliver HD television pictures and multiple digital- quality program streams. There can be no assurance that existing, proposed or as yet undeveloped technologies will not become dominant in the future and render our video service offering less profitable or even obsolete. Our broadband service faces competition from wired and wireless providers. Most broadband communications companies, which already have wired networks, an existing customer base and other operational functions in place (such as billing and service personnel), offer DSL, cable or FTTH / FTTP services. We believe these services compete with our broadband service and are often offered at prices comparable to or lower than our Internet services and, despite sometimes being offered at speeds lower than the speeds we offer, are capable of serving as substitutes for some consumers. In addition, to the extent that these providers' networks are more ubiquitously deployed, such as traditional telephone networks, they may be in a better position to offer Internet services to businesses passed by their networks on a more economic or timely basis than we can, even if the services they offer are arguably inferior. They may also increasingly have the ability to combine video services, mobile services and telephone and Internet services offered to their customers, either directly or through co- marketing agreements with other service providers. Additionally, federal legislation has substantially increased the amount of subsidies to entities deploying broadband to areas deemed to be" unserved" or" underserved" in the past year, which could result in increased competition for our broadband services. Mobile broadband providers increasingly provide Fixed Wireless Broadband ~~"~~ (" FWB") services that can substitute for our fixed broadband service. These 5G FWB services from T- Mobile and Verizon, for example, in addition to services such as 4G, LTE and other 5G (and variants) wireless broadband services and WiFi networks, and devices such as wireless data cards, tablets and smartphones, and mobile wireless routers that connect to such devices, also compete with our broadband services both for in premises broadband service and mobile broadband. All major wireless carriers have started to offer unlimited data plans, which could, in some cases, become a substitute for the fixed broadband services we provide. The FCC is likely to continue to make additional radio spectrum available for these wireless Internet access services, which in time could expand the quality and reach of these services. Our telephony services, including the mobile wireless voice and data service that we launched in 2019, compete directly with established broadband communications companies and other carriers, including wireless providers, as increasing numbers of homes are replacing their traditional telephone service with wireless telephone service. We also compete against VoIP providers like Vonage, Skype, Facetime, WhatsApp and magicJack that do not own networks but can provide service to any person with a broadband connection, in some cases free of charge. Our telephony services also face competition from substitute services such as SMS, chat, Apple Messaging, WhatsApp and similar communications services. In addition, we compete against ILECs, other CLECs and long- distance voice- service companies for large commercial and enterprise customers. While we compete with the ILECs, we also enter into interconnection agreements with ILECs so that our customers can make and receive calls to and from customers served by the ILECs and other telecommunications providers. Federal and state law and regulations require ILECs to enter into such agreements and provide facilities and services necessary for connection, at prices subject to regulation. The specific price, terms and conditions of each agreement, however, depend on the outcome of negotiations between us and each ILEC. Interconnection agreements are also subject to approval by the state regulatory commissions, which may arbitrate negotiation impasses. We have entered into interconnection agreements with Verizon for New York, New Jersey and portions of Connecticut, and with Frontier for portions of Connecticut, which have been approved by the respective state commissions. We have also entered into interconnection agreements with other ILECs in New York and New Jersey and in each of the other states where we offer VoIP and telecommunications services. These agreements, like all interconnection agreements, are for limited terms and upon expiration are subject to renegotiation, potential arbitration and approval under the laws in effect at that time. Our advertising business faces competition from traditional and non- traditional media outlets, such as television and radio stations, traditional print media and the Internet, including Facebook, Google and others. The broadband communications industry has undergone significant technological development over time and these changes continue to affect our business, financial condition and results of operations. Such changes have had, and will continue to have, a profound impact on consumer expectations and behavior. Our video business faces technological change risks as a result of the continuing development of new and changing methods for delivery of programming content such as Internet- based delivery of movies, shows and other content which can be viewed on televisions, wireless devices and other developing mobile devices. Consumers' video consumption patterns are also evolving, for example, with more content being downloaded for time- shifted consumption. A proliferation of delivery systems for video content can adversely affect our ability to attract and retain customers and the demand for our services and it can also decrease advertising demand on our delivery systems. Our broadband business faces technological challenges from rapidly evolving wireless Internet solutions. Our telephony service offerings face technological developments in the proliferation of telephony delivery systems including those based on Internet and wireless delivery. If we do not develop or acquire and successfully implement new technologies, we will limit our ability to compete effectively for customers, content and advertising. Many of our video customers take delivery of their services through our set- top box, although customers are increasingly able to enjoy these services through other devices, for example, Apple TV, which eliminates or reduces the need to use our devices. We may be required to make material capital and other investments to anticipate and to keep up with technological change. These challenges could adversely affect our business, financial condition and results of operations. In the fourth quarter of 2017, we entered into a multi- year strategic agreement with Sprint pursuant to which we currently utilize Sprint' s network to provide mobile voice and data services to our customers throughout the nation. In 2021, following the merger between T- Mobile and Sprint, we migrated our customers to the T- Mobile network. We believe this additional product offering will enable us to deliver greater value and more benefits to our customers ~~,~~ by offering mobile voice and data services, in addition to our broadband, video and telephony services. Some of our competitors already offer, or have announced plans to offer, their own offerings that bundle two or more of their broadband, video, telephony and mobile voice and data services. If our customers do not view our service offerings as competitive with those offered by our competitors, we could experience increased customer churn. We cannot provide any assurance that we will realize, in full or in part, the anticipated benefits we expect from the introduction of our mobile voice and data services, or that they will be introduced to, or adopted by, customers to the extent or in the timeframe we anticipate. In addition, we may be required to make material capital and other investments to develop this business and to anticipate and keep up with technological change. These challenges could adversely affect our business, financial condition and results of operations. Programming and retransmission costs are increasing and we may not have the ability to pass these increases on to our customers. Disputes with programmers and the inability to retain or obtain popular programming can adversely affect our relationship with customers and lead to customer losses, which could materially adversely affect our business, financial condition and results of operations. Programming costs are one of our largest categories of expenses. In recent years, the cost of programming in the cable and satellite video industries has increased significantly and is expected to continue to increase, particularly with respect to costs for sports programming and broadcast networks. We may not be able to pass programming cost increases on to our customers due to the increasingly competitive environment. If we are unable to pass these increased programming costs on to our customers, our results of operations would be adversely affected. Moreover, programming costs are related directly to the number of customers to whom the programming is provided. Our smaller customer base relative to our competitors may limit our ability to negotiate lower per- customer programming costs, which could result in reduced operating margins relative to our competitors with a larger customer base. The expiration dates of our various programming contracts are staggered, which results in the expiration of a portion of our programming contracts throughout each year. We attempt to control our programming costs and, therefore, the cost of our video services to our customers, by negotiating favorable terms for the renewal of our affiliation agreements with programmers. On certain occasions in the past, such negotiations have led to disputes with programmers that have resulted in temporary periods during which we did not carry or decided to stop carrying a particular broadcast network or programming service or services. For example, in 2017, we were unable to reach an agreement with Starz on acceptable economic terms, and effective January 1, 2018, all Starz services were removed from our lineups, and we launched alternative networks offered by other programmers under new long-term contracts. On February 13, 2018, we and Starz reached a new carriage agreement and we restored the Starz services previously offered by Optimum and Suddenlink. Negotiating impasses are common. To the extent we are unable to reach agreement with certain programmers on terms we believe are reasonable, we may be forced to, or determine for strategic or business reasons to, remove certain programming channels from our line- up and may decide to replace such programming channels with other programming channels, which may not be available on acceptable terms or be as attractive to customers. Such disputes, or the removal or replacement of programming, may inconvenience some of our customers and can lead to customer dissatisfaction and, in certain cases, the loss of customers, which could have a material adverse effect on our business, financial condition, results of operations and liquidity. There can be no assurance that our existing programming contracts will be renewed on favorable or comparable terms, or at all, or that the rights we negotiate will be adequate for us to execute our business strategy. We may also be subject to increasing financial and other demands by broadcast stations. Federal law allows commercial television broadcast stations to make an election between" must- carry" rights and an alternative" retransmission consent" regime. Local stations that elect" must- carry" are entitled to mandatory carriage on our systems, but at no fee. When a station opts for retransmission consent, cable operators negotiate for the right to carry the station' s signal, which typically requires payment of a per- customer fee. Our retransmission agreements with stations expire from time to time. Upon expiration of these agreements, we may carry some stations under short- term arrangements while we attempt to negotiate new long- term retransmission agreements. In connection with any negotiation of new retransmission agreements, we may become subject to increased or additional costs, which we may not be able to pass on to our customers. To the extent that we cannot pass on such increased or additional costs to customers or offset such increased or additional costs through the sale of additional services, our business, financial condition, results of operations and liquidity could be materially adversely affected. In addition, in the event contract negotiations with stations are unsuccessful, we could be required, or determine for strategic or business reasons, to cease carrying such stations' signals, possibly for an indefinite period. Any loss of stations could make our video service less attractive to our customers, which could result in a loss of customers, which could have a material adverse effect on our business, financial condition, results of operations and liquidity. There can be no assurance that any expiring retransmission agreements will be renewed on favorable or comparable terms, or at all. Our future growth, profitability and results of operations depend upon our ability to successfully implement our business strategy, which, in turn, is dependent upon a number of factors, including our ability to continue to: • simplify and optimize our organization; • reinvest in infrastructure and content; • invest in sales, marketing and innovation; • enhance the customer experience; • drive revenue and cash flow growth; and • opportunistically grow through value- accretive acquisitions. There can be no assurance that we can successfully achieve any or all of the above initiatives in the manner or time period that we expect. Furthermore, achieving these objectives will require investments which may result in short- term costs without generating any current revenues and therefore may be dilutive to our earnings. We cannot provide any assurance that we will realize, in full or in part, the anticipated benefits we expect our strategy will achieve. The failure to realize those benefits could have a material adverse effect on our business, financial condition and results of operations. In addition, if we are unable to continue improving our operational performance and customer experience we may face a decrease in new customers and an increase in customer churn, which could have a material adverse effect on our business, financial condition and results of operations. For example, there can be no assurance that we will be able to successfully implement our plan to build a FTTH network within the anticipated timeline or at all or within the cost parameters we currently expect. Similarly, we may not be successful in growing our mobile voice and data services on our anticipated timeline or realize, in full or in part, the anticipated benefits we expect from the introduction thereof, and we may face technological, financial, legal, regulatory or other challenges in pursuing these or other initiatives. The financial markets are subject to volatility and disruptions, which have in the past, and may in the future, adversely affect our business, including by affecting the cost of new capital and our ability to fund acquisitions or other strategic transactions. From time to time the capital markets experience volatility and disruption. Volatility in the capital markets may be impacted by a number of factors. Some of the main factors which **have recently** contributed to capital markets volatility ~~in recent months~~ include, but are not limited to, inflationary pressures, the outlook for interest rates, the military ~~conflict~~ **conflicts** between Russia and Ukraine and **in** the **Middle East** ~~impacts of COVID- 19~~ . There can be no assurance that market conditions will not continue to be volatile or worsen in the future. Historical market disruptions have typically been accompanied by a broader economic downturn, which has historically led to lower demand for our products, such as video services, as well as lower levels of television advertising, and increased incidence of customers' inability to pay for the services we provide. A recurrence of these conditions may further adversely impact our business, financial condition and results of operations. We rely on the capital markets, particularly for offerings of debt securities and borrowings under syndicated facilities, to meet our financial commitments and liquidity needs if we are unable to generate sufficient cash from operations to fund such anticipated commitments and needs and to fund acquisitions or other strategic transactions. Adverse changes in credit markets, including rising interest rates, could increase our cost of borrowing or make it more difficult for us to obtain financing for our operations or to refinance existing indebtedness. Disruptions or volatility in the capital markets could also adversely affect our ability to refinance on satisfactory terms, or at all, our scheduled debt maturities and could adversely affect our ability to draw on our revolving credit facilities. Persistent disruptions in the capital markets as well as the broader global financial market could increase our interest expense, adversely affecting our business, financial position, results of operations and liquidity. Our access to funds under our revolving credit facilities is dependent on the ability of the financial institutions that are parties to those facilities to meet their funding commitments. Those financial institutions may not be able to meet their funding commitments if they experience shortages of capital and liquidity or if they experience excessive volumes of borrowing requests within a short period of time. Moreover, the obligations of the financial institutions under our revolving credit facilities are several and not joint and, as a result, a funding default by one or more institutions does not need to be made up by the others. Longer term, volatility and disruptions in the capital markets and the broader global financial market as a result of uncertainty, changing or increased regulation of financial institutions, reduced alternatives or failures of significant financial institutions could adversely affect our access to the liquidity needed for our businesses. Such disruptions could require us to take measures to conserve cash or impede or delay potential acquisitions, strategic transactions and refinancing transactions until the markets stabilize or until alternative credit arrangements or other funding for our business needs can be arranged. We are highly leveraged and have substantial indebtedness, which reduces our capability to withstand adverse developments or business conditions. If we incur additional indebtedness, such indebtedness could further exacerbate the risks associated with our substantial indebtedness. Our subsidiaries have incurred substantial amounts of indebtedness in connection with acquisitions and to finance the Cequel Acquisition, the Cablevision Acquisition, our operations, upgrades to our cable plant and acquisitions of other cable systems, sources of programming and other businesses. We have also incurred substantial indebtedness in order to offer new or upgraded services to our current and potential customers. At December 31, ~~2022~~ **2023** , the carrying value of our total aggregate indebtedness, including ~~collateralized indebtedness,~~ finance leases, notes payable and supply chain financing was approximately $ ~~26~~ **25** . ~~6~~ **1** billion. Because we are highly leveraged, our payments on our indebtedness are significant in relation to our revenues and cash flow, which exposes us to significant risk in the event of downturns in our businesses (whether through competitive pressures or otherwise), our industry or the economy generally, since our cash flows would decrease, but our required payments under our indebtedness would not. Any decrease in our revenues or an increase in operating costs (and corresponding reduction in our cash flows) would therefore adversely affect our ability to make interest or principal payments on our indebtedness as they come due. Economic downturns may also impact our ability to comply with the covenants and restrictions in our indentures, credit facilities and other agreements governing our indebtedness and may impact our ability to pay or refinance our indebtedness as it comes due. If we do not repay or refinance our debt obligations when they become due and do not otherwise comply with the covenants and restrictions in our indentures, credit facilities and other agreements governing our indebtedness, we would be in default under those agreements and the underlying debt could be declared immediately due and payable. In addition, any default under any of our indentures, credit facilities or other agreements governing our indebtedness could lead to an acceleration of debt under any other debt instruments or agreements that contain cross- acceleration or cross- default provisions. If the indebtedness incurred under our indentures, credit facilities and other agreements governing our indebtedness were accelerated, we would not have sufficient cash to repay amounts due thereunder. To avoid a default, we could be required to defer capital expenditures, sell assets, seek strategic investments from third parties or otherwise reduce or eliminate discretionary uses of cash. However, if such measures were to become necessary, there can be no assurance that we would be able to sell sufficient assets or raise strategic investment capital sufficient to meet our scheduled debt maturities as they come due. In addition, any significant reduction in necessary capital expenditures could adversely affect our ability to retain our existing customer base and obtain new customers, which would adversely affect our business, financial position and results of operations. Our overall leverage and the terms of our financing arrangements could also: • make it more difficult for us to satisfy obligations under our outstanding indebtedness; • limit our ability to obtain additional debt or equity financing in the future, including for working capital, capital expenditures or acquisitions, and increase the costs of such financing; • limit our ability to refinance our indebtedness on terms acceptable to us or at all; • limit our ability to adapt to changing market conditions; • restrict us from making strategic acquisitions or cause us to make non- strategic divestitures; • require us to dedicate a significant portion of our cash flow from operations to paying the principal of and interest on our indebtedness, thereby limiting the availability of our cash flow to fund future capital expenditures, working capital, research and development, and other corporate purposes; • increase our vulnerability to or limit our flexibility in planning for, or reacting to, changes in our business and the broadband communications industry generally as well as general economic conditions, including the risk of increased interest rates; • place us at a competitive disadvantage compared with competitors that have a less significant debt burden; and • adversely affect public perception of us and our brands. In addition, a substantial amount of our indebtedness bears interest at variable rates. If market interest rates increase, our variable- rate debt will have higher debt service requirements, which could adversely affect our cash flows and financial condition. For more information, see" Item 7A. Quantitative and Qualitative Disclosures About Market Risk — Interest Rate Risk." Although we have historically entered into, and may in the future enter into, hedging arrangements to limit our exposure to an increase in interest rates or to other risks, such arrangements may not offer complete protection from these risks. In addition, the nature of these hedges could prevent us from realizing benefits we would have received had the hedge not been put in place, such as if interest rates fall. The terms of our existing indebtedness restrict, but do not prohibit, us from incurring additional indebtedness. We may increase our consolidated indebtedness for various business reasons, which might include, among others, financing acquisitions or other strategic transactions, funding prepayment premiums, if any, on the debt we refinance, funding distributions to our shareholders or general corporate purposes. If we incur additional indebtedness, such indebtedness will be added to our current debt levels and the above- described risks we currently face could be magnified. We have in past periods incurred substantial losses from operations, and we may do so in the future, which may reduce our ability to raise needed capital. We have in the past incurred substantial losses from operations and we may do so in the future. Significant losses from operations could limit our ability to raise any needed financing, or to do so on favorable terms, as such losses could be taken into account by potential investors, lenders and the organizations that issue investment ratings on our indebtedness. Credit rating agencies continually revise their ratings for companies they follow. The condition of the financial and credit markets and prevailing interest rates have fluctuated in the past and are likely to fluctuate in the future. In addition, developments in our business and operations or the amount of indebtedness could lead to a ratings downgrade on our or our subsidiaries' indebtedness. The debt ratings for our subsidiaries' debt securities and credit facilities are currently below the" investment grade" category, which results in higher borrowing costs and more restrictive covenants in our indentures and credit facilities, as well as a reduced pool of potential investors of that debt as some investors will not purchase debt securities or become lenders under credit facilities that are not rated in an investment grade rating category. In addition, there can be no assurance that any rating assigned will remain for any given period of time or that a rating will not be lowered or withdrawn entirely by a rating agency, if in that rating agency' s judgment, future circumstances relating to the basis of the rating, such as adverse changes, so warrant. Our credit rating (including the credit rating assigned to our subsidiaries' debt securities and credit facilities) has in the past been and may continue to be impacted by a number of factors, including the effects of the U. S. economy experiencing an uneven recovery following a protracted slowdown, factors affecting the broadband communications and video service industry, our operating performance and our financing activities. Any such fluctuation in the rating of us or our subsidiaries may impact our ability to access debt markets in the future or increase our cost of future debt which could have a material adverse effect on our business, financial condition and results of operations, which in return may adversely affect the market price of shares of our Class A common stock. Our primary debt obligations have been incurred by our subsidiaries, mainly CSC Holdings, LLC (" CSC Holdings"). A portion of the indebtedness incurred by CSC Holdings is not guaranteed by any of its subsidiaries. CSC Holdings is primarily a holding company whose ability to pay interest and principal on such indebtedness is wholly or partially dependent upon the operations of its subsidiaries and the distributions or other payments of cash, in the form of distributions, loans or advances, those other subsidiaries deliver to our indebted subsidiaries. Our subsidiaries are separate and distinct legal entities and, unless any such subsidiaries has guaranteed the underlying indebtedness, have no obligation, contingent or otherwise, to pay any amounts due on our indebted subsidiaries' indebtedness or to make any funds available to our indebted subsidiaries to do so. These subsidiaries may not generate enough cash to make such funds available to our indebted subsidiaries and in certain circumstances legal and contractual restrictions may also limit their ability to do so. Also, our subsidiaries' creditors, including trade creditors, in the event of a liquidation or reorganization of any subsidiary, would be entitled to a claim on the assets of such subsidiaries, including any assets transferred to those subsidiaries, prior to any of our claims as a stockholder and those creditors are likely to be paid in full before any distribution is made to us. To the extent that we are a creditor of a subsidiary, our claims could be subordinated to any security interest in the assets of that subsidiary and / or any indebtedness of that subsidiary senior to that held by us. The indentures, credit facilities and agreements governing the indebtedness of our subsidiaries contain various negative covenants that restrict our subsidiaries' (and their respective subsidiaries') ability to, among other things: • incur additional indebtedness and guarantee indebtedness; • pay dividends or make other distributions, or repurchase or redeem capital stock; • prepay, redeem or repurchase subordinated debt or equity; • issue certain preferred stock; • make loans and investments; • sell assets; • incur liens; • enter into transactions with affiliates; • create or permit any encumbrances or restrictions on the ability of their respective subsidiaries to pay dividends or make other distributions, make loans or advances or transfer assets, in each case to such subsidiary, or its other restricted subsidiaries; and • consolidate, merge or sell all or substantially all of their assets. We are also subject to certain affirmative covenants under our subsidiary' s revolving credit facility, which, among other things, require our operating subsidiaries to maintain a specified financial ratio if there are any outstanding loans thereunder. Our ability to meet these financial ratios may be affected by events beyond our control and, as a result, there can be no assurance that we will be able to meet these ratios. Violation of these covenants could result in a default that would permit the relevant creditors to require the immediate repayment of the borrowings thereunder, which could result in a default under other debt instruments and agreements that contain cross- default provisions and, in the case of our revolving credit facility, permit the relevant lenders to restrict the relevant borrower' s ability to borrow undrawn funds under such revolving credit facility. A default under any of the agreements governing our indebtedness could materially adversely affect our financial condition and results of operations. As a result, we may be: • limited in how we conduct our business; • unable to raise additional debt or equity financing to operate during general economic or business downturns; or • unable to compete effectively or to take advantage of new business opportunities. These restrictions could have a material adverse effect on our ability to grow in accordance with our strategy and on the value of our debt and equity securities. We will need to raise significant amounts of funding over the next several years to fund capital expenditures, repay existing obligations and meet other obligations and the failure to do so successfully could adversely affect our business. We may also engage in extraordinary transactions that involve the incurrence of large amounts of indebtedness. Our business is capital intensive. Operating and maintaining our cable systems requires significant amounts of cash payments to third parties. Capital expenditures were $ 1, **704. 8 million, $ 1,** 914. 3 million ~~,~~ **and** $ 1, 231. 7 million ~~and $ 1, 074. 0 million~~ in **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , respectively, and primarily include payments for customer premise equipment, network infrastructure, support and other costs. We are building a FTTH network, and we continue to upgrade our existing HFC network. Additionally, in the fourth quarter of 2017, we entered into a multi- year strategic agreement pursuant to which we currently utilize Sprint' s (and, following the merger between T- Mobile and Sprint, T- Mobile' s) network to provide mobile voice and data services to our customers throughout the nation. We may not be able to execute these initiatives within the anticipated timelines, or at all, and we may incur greater than anticipated costs and capital expenditures, fail to realize anticipated benefits, experience business disruptions or encounter other challenges to executing these initiatives which could have a material adverse effect on our business, financial condition and results of operations. We expect these capital expenditures to continue to be significant as we further enhance our service offerings. We may have substantial future capital commitments in the form of long- term contracts that require substantial payments over a period of time. In the longer term, our ability to fund our operations, make planned capital expenditures, make scheduled payments on our indebtedness and repay our indebtedness depends on our future operating performance and cash flows and our ability to access the capital markets, which, in turn, are subject to prevailing economic conditions and to financial, business and other factors, some of which are beyond our control. Competition, market disruptions or deterioration in economic conditions could lead to lower demand for our products, as well as lower levels of advertising, and increased incidence of customers' inability to pay for the services we provide. These events would adversely impact our results of operations, cash flows and financial position. As such, we may not be able to generate sufficient cash internally to fund anticipated capital expenditures, make ongoing interest payments and repay our indebtedness at maturity. Accordingly, we may have to do one or more of the following: • refinance existing obligations to extend maturities; • raise additional capital, through bank loans, debt or equity issuances or a combination thereof; • cancel or scale back current and future spending programs; or • sell assets or interests in one or more of our businesses. However, we may not be able to refinance existing obligations or raise any required additional capital on terms acceptable to us or at all. Borrowing costs related to future capital raising activities may be significantly higher than our current borrowing costs and we may not be able to raise additional capital on favorable terms, or at all, if financial markets experience volatility. If we are unable to pursue our current and future spending programs, we may be forced to cancel or scale back those programs. Our choice of which spending programs to cancel or reduce may be limited. Failure to successfully pursue our capital expenditure and other spending plans could materially and adversely affect our ability to compete effectively. It is possible that in the future we may also engage in extraordinary transactions and such transactions could result in the incurrence of substantial additional indebtedness. The interest rates applicable to our term ~~loans~~ - **loan** ~~due July 2025, our term loans due January 2026, our term loans~~ due April 2027 **were previously** ~~, and our term loans due November 2027 are~~ linked to **the London Interbank Offered Rate ("** LIBOR **")** , which has recently been the subject of international reform proposals. Certain LIBOR settings were discontinued at the end of 2021 ~~with~~ **, and** the remaining settings **were phased out** ~~expected to be discontinued~~ by ~~mid-~~ **the end of June** 2023. In the United States, the Alternative Reference Rates Committee ~~has~~ proposed the Term Secured Overnight Financing Rate (" Term SOFR") as an alternative to LIBOR for use in contracts that **were** ~~are currently~~ indexed to U. S. dollar LIBOR and ~~has~~ proposed a phased market transition plan to Term SOFR. Term SOFR significantly differs from LIBOR and may not yield the same or similar economic results as LIBOR which could have a material adverse effect on the liquidity of, and the amount payable under, our sources of funding. **Pursuant to the terms of our credit facilities agreement, subsequent to the phase- out of LIBOR on June 30, 2023, the interest rate on our outstanding LIBOR- linked borrowings became linked to synthetic USD LIBOR, calculated as Term SOFR plus the spread adjustment for the corresponding LIBOR setting, until September 30, 2024.** If we are unable to transition our **outstanding borrowings that accrue interest at** ~~remaining LIBOR- linked term loans to Term SOFR prior to the discontinuation of LIBOR for all settings, we may be unable to meet our obligations under such LIBOR- linked term loans. While certain of our sources of funding contain LIBOR alternative provisions, the use of~~ alternative reference rates ~~or~~ **to Term SOFR, if** ~~other~~ - **there** ~~reforms could cause~~ **are any further significant changes to the setting of alternative interest rate benchmarks, and in the event of the discontinuation of, or changes in the manner of administration of, interest rate benchmarks,** the interest rates on our borrowings ~~to~~ **could** be materially different than expected. These developments may cause us to renegotiate some of these agreements and may have an adverse effect on our financial condition and results of operations. We depend on third- party vendors for certain equipment, hardware, licenses and services in the conduct of our business. If we do not have access to such items on reasonable terms and on a timely basis, our ability to offer our products and services could be impaired, and our business, results of operations and financial condition could be adversely affected. We use third- party suppliers, service providers and licensors to supply some of the equipment, hardware, services, software and operational support necessary to provide some of our products and services. Some of these vendors are our sole source of supply or have, either through contract or as a result of intellectual property rights, a position of some exclusivity. Some of these vendors do not have a long operating history or may not be able to continue to supply the products **or** services we desire. In addition, because of the pace at which technological innovations occur in our industry, we may not be able to obtain access to the latest technology on reasonable terms. The termination or disruption in these relationships as a result of contractual disagreements, operational or financial failures on the part of our vendors, or other adverse events that prevent vendors from providing the equipment or services we need, with the level of quality we require, in a timely manner, and at reasonable prices, could result in significant costs to us and have a negative effect on our ability to provide our products and services. It is also possible that, under some circumstances, we could be forced to switch to different key vendors. Because of the cost and time lag that can be associated with transitioning from one vendor to another, our business could be substantially disrupted if we were required to or chose to do so, especially if the replacement became necessary on short notice. As a result, our business, results of operations and financial condition could be materially adversely affected. ~~The COVID- 19 pandemic, and measures to prevent its spread, have had a significant impact on our business and could have a material adverse impact on our business, financial condition and results of operations in the future. The severity and timing of any impact will depend on a number of factors, including the level and rapidity of infection, duration of containment measures, changes in consumer spending patterns, measures imposed or taken by governmental authorities in response to the pandemic, macroeconomic conditions in our markets, and negative effects on the financial condition of our customers. Under difficult economic conditions, demand for our products and services could decline and some customers may be unable or unwilling to pay for our products and services. Additionally, in order to prioritize the demands of the business, we may delay or reprioritize certain capital investments or new initiatives, products or services, which may adversely affect our business in the future.~~

~~Governmental and non- governmental initiatives to reduce the transmission of COVID- 19 and variants, such as vaccine mandates, the imposition of restrictions on work and public gatherings and the promotion of social distancing, along with new government service, collection, pricing or rebate mandates, have impacted and could impact our operations and financial results in the future. Our suppliers and vendors also may be affected by such measures in their ability to provide products and services to us and these measures could also make it more difficult for us to serve our customers. If these events occur and were to continue, our revenue, operating margins and cash flows may be materially reduced. In addition, the impact that COVID- 19 will have on our business, financial condition and results of operations could exacerbate the risks identified in this section.~~ We and some of our third- party suppliers, service providers and licensors have experienced a shortage of qualified labor at our and their facilities in certain geographies, particularly within the United States. A prolonged shortage of qualified labor could decrease **our and** our third- party vendors' ability to meet our **customers'** demands and efficiently operate **our and** their facilities. Prolonged labor shortages could also lead to decreased productivity and increased labor costs from higher overtime, the need to hire temporary help to meet demand and higher wages rates in order to attract and retain employees. Any of these developments could materially increase our ~~sourcing~~ costs and have a material adverse effect on our results of operations ~~.~~ ~~Shipping delays exist worldwide, as there is much greater demand for shipping and reduced capacity due in part to the COVID-19 pandemic and related travel and health restrictions. Additionally, certain raw material prices increased in 2021, remained at historically high levels in 2022 and are expected to remain that way in 2023 due to inflationary cost pressures and global transportation complexities~~ . We have experienced supply chain disruptions related to third- party vendors **who have been** negatively impacted by availability of qualified labor, restrictions on employees' ability to work, facility closures, disruptions to ports and other shipping infrastructure, border closures, other travel or health- related restrictions **, geopolitical issues** and increased raw material costs. These **and similar** disruptions ~~are~~ **have and may in the future** ~~impacting~~ --- **impact** our supply chain for technology, construction materials, products, including our consumer premises equipment, and supplies, such as fiber optic cables, and could negatively impact our financial results and our ability to execute our growth strategy and provide products and services to our customers, should they persist. Our network, infrastructure and facilities are critical to our operating activities. Events such as natural disasters, power outages, accidents, maintenance failures, telecommunications failures, degradation of plant assets, cyber attacks, terrorist attacks and similar events pose risks of potentially significant service disruptions or possible shutdowns. While we have developed and maintain systems designed to prevent service disruptions and shutdowns, and we have developed system redundancy and disaster recovery plans designed to mitigate such network and system- related disruptions and to expeditiously recover from such events, these measures may be ineffective or inadequate and may not be sufficient for all eventualities. Any of these events, if experienced by or directed at us or technologies **or assets** upon which we depend, could have adverse consequences on our network, infrastructure or facilities, as well as our customers and business, including degradation of service, service disruption, excessive call volume to call centers, and damage to our or our customers' equipment and data. Large expenditures may be necessary to repair or replace damaged property, networks and system infrastructure following one of the identified or similar events or to protect property, networks and infrastructure from other events in the future. Moreover, the amount and scope of insurance that we maintain against losses resulting from any such events may not be sufficient to cover our losses or otherwise adequately compensate us for any disruptions to our business that may result. A significant shutdown or service disruption could result in damage to our reputation and credibility, customer dissatisfaction and ultimately a loss of customers or revenue. Any significant loss of customers or revenue, or significant increase in costs of serving those customers, could adversely affect our growth, financial condition and results of operations. Further, any of such events could lead to claims against us and could result in regulatory penalties, particularly if we encounter difficulties in restoring service to our customers on a timely basis or if the related losses are found to be the result of our practices or failures. The combined effects of extreme weather and climate change may compound this risk. Portions of our geographic service areas have experienced one or more severe weather and storm events over the past several years. In 2020, for example, portions of our southern footprint were impacted by multiple storms, including hurricanes Delta and Laura, that caused significant damage to our network, infrastructure and facilities in those areas. Severe weather events and other natural disasters, including, storms, floods, tornadoes, rising sea levels, solar events, electromagnetic events, or other natural disasters, could result in severe business disruptions, property damage, prolonged service disruption, significant decreases in revenues and earnings, or significant additional costs, reputational and regulatory consequences. The nature of our business involves the receipt and storage of information about our customers and employees. We have procedures in place to detect and respond to data security incidents. However, because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time, we may be unable to anticipate these techniques or implement adequate preventive measures. In addition, hardware, software or applications we develop or procure from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. We are regularly the target of attempted cyber intrusions, including by means of hacking, phishing, denial of service attacks and dissemination of computer viruses, ransomware and other malicious software. Unauthorized parties may also attempt to gain access to our systems or facilities and to our proprietary business information. While we commit substantial resources to continuously monitor and further develop our network and infrastructure to detect, protect and address the risk of unauthorized access, misuse, computer viruses and other events, our security programs and measures do not prevent all intrusions. Cyber intrusions require a significant amount of time and money to assess and remedy, and our incident response efforts may not be effective in all cases. If our efforts to protect the security of information about our customers and employees are unsuccessful, a significant data security breach may result in costly government enforcement actions, private litigation and negative publicity resulting in reputation or brand damage with customers, and our financial condition and results of operations could suffer. For example, in November 2019, a phishing attack against employee email accounts resulted in the exposure of certain employees' email credentials and, as a result, the exposure of information in those accounts including personal information of current and former employees as well as some customers. We took measures to secure against these attacks and responded by notifying affected persons, relevant state and federal agencies and law enforcement agencies. While the November 2019 attack has been contained both from an exposure and cost perspective, similar attacks could impose costs, liability and reputational harm that could adversely affect our operations and financial results. While we maintain insurance for cyber incidents, due to policy terms, limits and exclusions, it may not apply in all cases, and may not be adequate to cover all liabilities. A portion of our workforce is represented by labor unions under established collective bargaining agreements or negotiating for a first contract. The terms of existing or new collective bargaining agreements can increase our expenses. Labor disruptions could adversely affect our business, financial condition and results of operations. As of December 31, ~~2022~~ **2023**, approximately ~~500~~ **450** of **our** ~~the Company' s~~ employees were represented by either the Communications Workers of America (" CWA") or the International Brotherhood of Electrical Workers (" IBEW"). **We have** ~~The Company has~~ existing collective bargaining agreements with the CWA and IBEW that cover **these** ~~approximately 500~~ employees in New York, New Jersey and West Virginia and expire at various times between **April** ~~February 24, 2023~~ **2024** through **December** ~~April 25, 2024~~ **2026**. The collective bargaining agreements with the CWA and IBEW covering these groups of employees or any other agreements with ~~other~~ unions may increase **our** ~~the Company' s~~ expenses or affect our ability to implement operational changes. Increased unionization of our workforce and any labor disputes we experience could create disruption or have an adverse effect on our business, financial condition and results of operations. At December 31, ~~2022~~ **2023**, we reported approximately $ ~~33~~ **31**. ~~7~~ **9** billion of consolidated total assets, of which approximately $ ~~23~~ **22**. ~~1~~ **5** billion were intangible. Intangible assets primarily included franchises from city and county governments to operate cable systems, goodwill, customer relationships and trade names. While we believe the carrying values of our intangible assets are recoverable, we may not receive any cash in the event of a voluntary or involuntary sale of these intangible assets, particularly if we were not continuing as an operating business. We urge our stockholders to read carefully the notes to our consolidated financial statements contained herein, which provide more detailed information about these intangible assets. Our business has grown significantly as a result of acquisitions, which entail numerous risks including: • distraction of our management team in identifying potential acquisition targets, conducting due diligence and negotiating acquisition agreements; • difficulties in integrating the operations, personnel, products, technologies and systems of acquired businesses; • difficulties in enhancing our customer support resources to adequately service our existing customers and the customers of acquired businesses; • the potential loss of key employees or customers of the acquired businesses; • unanticipated liabilities or contingencies of acquired businesses; • unbudgeted costs which we may incur in connection with pursuing potential acquisitions which are not consummated; • failure to achieve projected cost savings or cash flow from acquired businesses, which are based on projections that are inherently uncertain; • fluctuations in our operating results caused by incurring considerable expenses to acquire and integrate businesses before receiving the anticipated revenues expected to result from the acquisitions; and • difficulties in obtaining regulatory approvals required to consummate acquisitions, or costs associated with obtaining such approvals in the form of additional expenses or ongoing conditions on the operation of the business. We also participate in competitive bidding processes, some of which may involve significant cable systems. We also may sell all or portions of the businesses we own, including cable systems or business units. If we engage in acquisitions, dispositions or other strategic transactions in the future, we may incur additional debt, contingent liabilities and amortization expenses, which could materially adversely affect our business, financial condition and results of operations. We could also issue substantial additional equity which could dilute existing stockholders. If our acquisitions do not result in the anticipated operating efficiencies, are not effectively integrated, or result in costs which exceed our expectations, or if our dispositions fail to generate adequate consideration, result in contingent liabilities, adversely affect our ability to generate revenue or are disruptive to our other businesses, our business, financial condition and results of operations could be materially adversely affected. The rising popularity of bandwidth- intensive Internet- based services poses risks for our broadband and wireless services. Examples of such services include peer- to- peer file sharing services, gaming services and the delivery of video via streaming technology and by download. If heavy usage of bandwidth- intensive broadband and wireless services grows beyond our current expectations or capacity, we may need to incur more expenses than currently anticipated to expand the bandwidth capacity of our systems or our customers could have a suboptimal experience when using our broadband or wireless services, which could adversely affect our business, reputation, financial condition and results of operations. In order to provide quality services at attractive prices, we need the continued flexibility to develop and refine business models that respond to changing consumer uses and demands and to manage bandwidth usage efficiently. Our ability to undertake such actions could be restricted by regulatory and legislative efforts to impose so- called" net neutrality" requirements on broadband communication providers like us that provide broadband services. For more information, see" Regulation — Broadband." Our business depends on intellectual property rights and on not infringing on the intellectual property rights of others. We rely on our patents, copyrights, trademarks and trade secrets, as well as licenses and other agreements with our vendors and other parties, to use our technologies, conduct our operations and sell our products and services. ~~Our~~ **It is possible that our** intellectual property rights **are** ~~may be~~ challenged ~~and~~ **or** invalidated by third ~~parties~~ **- party proceedings** and may **ultimately** not be strong enough to provide meaningful commercial competitive advantage. Third parties have in the past, and may in the future, assert claims or initiate litigation related to exclusive patent, copyright, trademark and other intellectual property rights to technologies and related standards that are relevant to us. These assertions have increased over time as a result of our growth and the general increase in the pace of patent claims assertions, particularly in the United States. Because of the existence of a large number of patents in the networking field, the secrecy of some pending patents and the rapid rate of issuance of new patents, we believe it is not **always** possible to determine **with precision** in advance whether a **particular service,** product or any of ~~its~~ **their** components infringes or will infringe on the patent rights of others. Asserted claims and / or initiated litigation can include claims against us or our manufacturers, suppliers or customers, alleging infringement of their proprietary rights with respect to our existing or future products and / or services or components of those products and / or services. Regardless of the merit of these claims, they can be time- consuming, result in costly litigation and diversion of technical and management personnel, or require us to modify our business, develop a non- infringing technology, **cause us to** be enjoined from use of certain intellectual property, use alternate technology or enter into license and royalty agreements. There can be no assurance that licenses will be available on acceptable terms and conditions, if at all, or that our indemnification by our suppliers will be adequate to cover our costs if a claim were brought directly against us or our customers. Furthermore, because of the potential for high court awards that are not necessarily predictable **and the high cost of litigation** , it is not unusual to find even arguably unmeritorious claims settled for significant amounts. If any infringement or other intellectual property claim made against us by any third- party is successful, if we are required to indemnify a customer with respect to a claim against the customer, or if we fail to modify our business, develop non- infringing technology, use alternate technology or license the proprietary rights on commercially reasonable terms and conditions, our business, financial condition and results of operations could be materially adversely affected. The law in most cases limits the liability of private network operators for information carried on, stored on or disseminated through their networks. However, these limitations on liability are subject to certain exceptions and the contours of those exceptions are not fully settled. Among other things, the limitation of copyright liability for network operators with respect to materials transmitted over their networks is conditioned upon the network operators' terminating the accounts of repeat infringers in certain circumstances, and the law is unsettled as to the circumstances in which such termination is required to maintain the operator' s limitation of liability. As such, we could be exposed to legal claims relating to content disseminated on our networks and / or asserting that we are not eligible for statutory limitations on liability for network operators with respect to such content. Claims could involve matters such as defamation, invasion of privacy or copyright infringement. For example, **two** ~~in December 2022 a complaint~~ **complaints** ~~was~~ **have been** filed in the U. S. District Court for the Eastern District of Texas alleging that certain of **our** ~~the Company' s~~ Internet subscribers infringed the plaintiffs' copyrighted works. There can be no assurance as to the outcome of such ~~litigation~~ **litigations** . ~~If~~ **We may incur significant costs in defending these actions, and if** we need to take ~~costly~~ measures to reduce our exposure to these risks or are required to ~~settle or~~ pay damages in relation to, **such claims or choose to settle** such claims, our business, reputation, financial condition and results of operations could be materially adversely affected. **See" Note 17. Commitments and Contingencies – Legal Matters."** Our operational results have depended, and our future results will depend ~~,~~ upon the retention and continued performance of our management team. The competitive environment for management talent in the broadband communications industry could adversely impact our ability to retain and hire new key employees for management positions. The loss of the services of key members of management and the inability or delay in hiring new key employees could adversely affect our ability to manage our business and our future operational and financial results. Our ability to attract and retain customers depends, in part, upon the external perceptions of Altice USA, which in turn may be affected by the Altice brand and Mr. Drahi' s reputation and the quality of Altice products outside the U. S. and corporate and management integrity. The broadband communications and video services industry is by its nature more prone to reputational risks than other industries. This has been compounded in recent years by the free flow of unverified information on the Internet and on social media. Impairment of, including any loss of goodwill or reputational advantages, the Altice brand or Mr. Drahi' s reputation in markets in which we do not operate could adversely affect current and future customers', regulators', investors' and others' perception of Altice USA. Our performance is subject to global economic conditions and the related impact on consumer spending levels. Continued uncertainty about global economic conditions poses a risk as consumers and businesses may postpone spending in response to tighter credit, unemployment, negative financial news, and / or declines in income or asset values, which could have a material negative effect on demand for our products and services. As our business depends on consumer discretionary spending, our results of operations are sensitive to changes in macroeconomic conditions. Our customers may have less money for discretionary purchases as a result of inflation, job losses, foreclosures, bankruptcies, increased fuel and energy costs, higher interest rates, higher taxes, reduced access to credit, and lower home values. These and other economic factors could adversely affect demand for our products, which in turn could adversely affect our financial condition and results of operations. Online piracy of entertainment and media content could result in reduced revenues and increased expenditures which could materially harm our business, financial condition and results of operations. Online entertainment and media content piracy is extensive in many parts of the world and is made easier by technological advances. This trend facilitates the creation, transmission and sharing of high quality unauthorized copies of entertainment and media content. The proliferation of unauthorized copies of this content will likely continue, and if it does, could have an adverse effect on our business, financial condition and results of operations because these products could reduce the demand for and revenue we receive from our products. Additionally, in order to contain this problem, we may have to implement elaborate and costly security and antipiracy measures, which could result in significant expenses and losses of revenue. There can be no assurance that even the highest levels of security and anti- piracy measures will prevent piracy. In 2019, we launched a mobile wireless voice and data service. We are offering this service using wholesale RAN agreements we have entered into with Sprint (now T- Mobile) and other RAN providers, as well as with our existing WiFi hotspot infrastructure in subscriber homes and at outdoor WiFi hotspots. We believe that our approach to the mobile wireless service offering, including the construction and operation of our own ~~“~~ **"** mobile core ~~”~~ **"** and the ability to bundle and promote the product to our existing customer base, ~~will give~~ **gives** us advantages over resellers and incumbent network- based operators alike. We nevertheless face competition from well- established incumbents like AT & T, T- Mobile and Verizon. These incumbents have scale advantages over Altice USA and own their spectrum and RAN, affording them significant control over the quality and reach of their own wireless networks, the service quality, speed of improvement and investment, cost, and the handling of subscriber congestion, which our service cannot replicate because it relies in part on incumbent networks that we do not fully control. Our mobile wireless strategy depends on the availability of wholesale RAN access from one or more network- based providers with whom we are likely to compete. Our mobile service is vulnerable to constraints on the availability of wholesale access or increases in price from the incumbents. We are also dependent on our ability to extend our agreement with Sprint (now T- Mobile) or another wholesale RAN access provider after the initial term of our agreement with Sprint (now T- Mobile) expires. Consolidation among wholesale RAN access providers could impair our ability to sustain our mobile service. In 2018, Sprint and T- Mobile announced an intent to merge. The merger was approved by the U. S. Justice Department in July 2019, the FCC in November 2019 (which conditioned its approval on fulfillment of certain commitments, including certain conditions intended to benefit **us** ~~the Company~~) and a federal court in the Southern District of New York in February 2020. While the reduction of competition among mobile wireless network- based providers likely will negatively impact the price and availability of wholesale RAN access to **us** ~~the Company~~ generally, certain of the conditions imposed upon the merger parties by the U. S. Justice Department and the FCC have the potential to ameliorate those effects and to enhance the coverage, quality and cost structure for our mobile services while those conditions are in effect. We rely on the merger parties and the U. S. Justice Department' s and FCC ~~'~~ **'** s oversight of those conditions for enforcement. If we fail to obtain timely or fully the benefit of the conditions, or if enforcement is inadequate, the price, reach, quality and competitiveness of our mobile offering likely will be adversely affected. Our business is subject to extensive governmental legislation and regulation, which could adversely affect our business, increase our operational and administrative expenses and limit our revenues. Regulation of the cable, telephone, mobile, and broadband industries imposes operational and administrative expenses and limits their revenues. **We** ~~The Company operates~~ - **operate** in all of these industries and ~~is~~ **are** therefore subject to, among other things: • rules governing the provisioning and marketing of cable equipment and compatibility with new digital technologies; • rules governing the manner in which we advertise, market or price our products and services in the marketplace, and how we position those products and services against competing products and services; • rules and regulations relating to data protection and customer and employee privacy; • rules establishing limited rate regulation of video service; • rules governing the copyright royalties that must be paid for retransmitting broadcast signals; • rules governing when a cable system must carry a particular broadcast station and when it must first obtain retransmission consent to carry a broadcast station; • rules governing the provision of channel capacity to unaffiliated commercial leased access programmers; • rules limiting the ability to enter into exclusive agreements with MDUs and control inside wiring; • rules for cable franchise renewals and transfers; • other requirements covering a variety of operational areas such as equal employment opportunity, emergency alert systems, disability access, technical standards and customer service and consumer protection requirements; • rules, regulations and regulatory policies relating to the provision of broadband service, including" net neutrality" requirements; • rules, regulations and regulatory policies relating to the provision of telephony services; and • rules, regulations and regulatory policies relating to licensed mobile network operators, wholesale access to mobile networks by resellers or MVNOs, and regulation of the prices, terms, or service provided by mobile operators. Many aspects of these regulations are currently the subject of judicial proceedings and administrative or legislative proposals. There are also efforts to amend or expand the federal, state and local regulation of some of our cable systems, which may compound the regulatory risks we already face, and proposals that might make it easier for our employees to unionize. The Permanent Internet Tax Freedom Act prohibits many taxes on Internet access service and the Federal Communications Commission has issued orders affirming that states and localities may not exercise their franchising authority to regulate our non- cable services, but certain states and localities are considering new taxes and fees on our provision of cable, broadband, and telecommunications taxes that could increase operating expenses. Certain states are also considering adopting energy efficiency regulations governing the operation of equipment that we use, which could constrain innovation. Congress periodically considers whether to rewrite the entire Communications Act, or to adopt more focused changes to that Act, to account for changes in the communications marketplace. Congress has in the past considered, and continues to consider, additional regulations on cable providers and ISPs to address specific consumer or customer issues. In response to recent data breaches and increasing concerns regarding the protection of consumers' personal information, Congress, states, and regulatory agencies are considering the adoption of new privacy and data security laws and regulations that could result in additional privacy, as well as network and information security, requirements for our business. These new laws, as well as existing legal and regulatory obligations, could require significant expenditures. Additionally, there have been statements by federal government officials indicating that some laws and regulations applicable to our industry may be repealed or modified in a way that could be favorable to us and our competitors. There can be no assurance that any such repeal or modification will be beneficial to us or will not be more beneficial to our current and future competitors. Our cable system franchises are subject to non- renewal or termination. The failure to renew a franchise in one or more key markets could adversely affect our business. Our cable systems generally operate pursuant to franchises, permits and similar authorizations issued by a state or local governmental authority controlling the public rights- of- way. Some franchises establish comprehensive facilities and service requirements, as well as specific customer service standards and monetary penalties for non- compliance. In many cases, franchises are terminable if the franchisee fails to comply with significant provisions set forth in the franchise agreement governing system operations. Franchises are generally granted for fixed terms and must be periodically renewed. Franchising authorities may resist granting a renewal if either past performance or the prospective operating proposal is considered inadequate. Franchise authorities often demand concessions or other commitments as a condition to renewal. In some instances, local franchises have not been renewed at expiration, and we have operated and are operating under either temporary operating agreements or without a franchise while negotiating renewal terms with the local franchising authorities. As of December 31, ~~2022~~ **2023** , two of our largest franchises, namely the Town of Brookhaven, New York, comprising an aggregate of approximately ~~106~~ **98** , 000 video customers, and the New York City franchise, comprising approximately ~~350~~ **320** , 000 video customers were expired. We are currently lawfully operating in these franchise areas under temporary authority recognized by the State of New York. Lightpath holds a franchise from New York City that expired on December 20, 2008 and the renewal process is pending. We believe New York City is treating the expiration date of this franchise as extended until a formal determination on renewal is made, but there can be no assurance that we will be successful in renewing this franchise on anticipated terms or at all. We expect to renew or continue to operate under all or substantially all of our franchises. The traditional cable franchising regime has undergone significant change as a result of various federal and state actions. Some state franchising laws do not allow incumbent operators like us to immediately opt into favorable statewide franchising as quickly as new entrants, and often require us to retain certain franchise obligations that are more burdensome than those applied to new entrants. There can be no assurance that we will be able to comply with all significant provisions of our franchise agreements and certain of our franchisors have from time to time alleged that we have not complied with these agreements. Additionally, although historically we have renewed our franchises without incurring significant costs, there can be no assurance that we will be able to renew, or to renew on terms as favorable, our franchises in the future. A termination of or a sustained failure to renew a franchise in one or more key markets could adversely affect our business in the affected geographic area. Our cable system franchises are non- exclusive. Accordingly, local and state franchising authorities can grant additional franchises and create competition in market areas where none existed previously, resulting in overbuilds, which could adversely affect our results of operations. Cable systems are operated under non- exclusive franchises historically granted by local authorities. More than one cable system may legally be built in the same area, which is referred to as an overbuild. It is possible that a franchising authority might grant a second franchise to another cable operator and that such franchise might contain terms and conditions more favorable than those afforded to us. Although entry into the cable industry involves significant cost barriers and risks, well-financed businesses from outside the cable industry, such as online service providers, or public utilities that already possess fiber optic and other transmission lines in the areas they serve, may over time become competitors. In addition, there are a few cities that have constructed their own cable systems, in a manner similar to city- provided utility services, and private cable companies not affiliated with established local exchange carriers have also demonstrated an interest in constructing overbuilds. We believe that for any potential competitor to be successful, such competitor' s overbuild would need to be able to serve the homes and businesses in the overbuilt area with equal or better service quality, on a more cost- effective basis than we can. In some cases, local government entities and municipal utilities may legally compete with us without securing a local franchise or on more favorable franchise terms. In recent years, federal legislative and regulatory proposals have sought to facilitate the ability of municipalities to construct and deploy broadband facilities that could compete with our cable systems, and in the past ~~two~~ **three** years, state and local governments have received substantial federal broadband subsidies that can be used to construct and operate such networks. In addition, certain telephone companies and competitive broadband providers have obtained or are seeking authority to operate in communities through a local franchise or other form of right- of- way authority. As a result, competing operators may build systems in areas in which we hold franchises. The FCC has adopted rules that streamline entry for new competitors (including those affiliated with telephone companies) and reduce franchising burdens for these new entrants. The FCC subsequently extended more modest relief to incumbent cable operators like **us** ~~the Company~~ , affirming that the Communications Act bars states and localities from exercising their cable franchising authority to regulate cable operators' non- cable services, and subjecting certain fees for access to the right- of- way and certain in- kind payments obligations to the statutory cap on franchise fees. The FCC' s order was challenged by several municipalities and substantially upheld by the U. S. Sixth Circuit Court of Appeals on appeal, although the court curtailed the relief related to in- kind contributions. As part of various government initiatives including...... that compete with our broadband services. Local franchising authorities have the ability to impose additional regulatory constraints on our business, which could reduce our revenues or increase our expenses. In addition to the franchise agreement, local franchising authorities in some jurisdictions have adopted cable regulatory ordinances that further regulate the operation of cable systems. This additional regulation increases the cost of operating our business. For example, some local franchising authorities impose minimum customer service standards on our operations. There are no assurances that the local franchising authorities will not impose new and more restrictive requirements. Further regulation of the cable industry could restrict our marketing options or impair our ability to raise rates to cover our increasing costs. The cable industry has operated under a federal rate regulation regime for more than three decades. Currently, rate regulation by franchising authorities is strictly limited to the basic service tier and associated equipment and installation activities. A franchising authority that wishes to regulate basic cable service offered by a particular cable system must certify and demonstrate that the cable system is not subject to" effective competition" as defined by federal law. Our franchise authorities have not certified to exercise this limited rate regulation authority. If any of our local franchising authorities obtain certification to regulate rates, they would have the power to reduce rates and order refunds on the rates charged for basic service and equipment, which could reduce our revenues. The FCC and Congress also continue to be concerned that cable rate increases are exceeding inflation. It is possible that either the FCC or Congress will adopt more extensive rate regulation for our video services or regulate our other services, such as broadband and telephony services, which could impede our ability to raise rates, or require rate reductions **. Recent FCC price regulation initiatives are described in Regulation — Cable Television — Pricing and Packaging** . To the extent we are unable to raise our rates in response to increasing costs, or are required to reduce our rates, our business, financial condition, results of operations and liquidity will be materially adversely affected. There has been legislative and regulatory interest in requiring cable operators to offer historically bundled programming services on an à la carte basis. It is possible that new marketing restrictions could be adopted in the future. These restrictions could affect how we provide, and limit, customer equipment used in connection with our services and how we provide access to video programming beyond conventional cable delivery. A number of state and local regulatory authorities have imposed or seek to impose price- or price- related regulation that we believe is inconsistent with FCC direction, and these efforts, if successful, will diminish the benefits of deregulation and hamper our ability to compete with our largely unregulated competitors. We ~~have~~ brought a challenge in federal and state court against one such attempt to regulate our pricing by the New Jersey Board of Public Utilities, **but** ~~and successfully obtained a ruling in state court enjoining~~ that ~~agency from enforcing its~~ regulation **was upheld by** ~~. The agency appealed that ruling to~~ the New Jersey Supreme Court ~~and a ruling from the Supreme Court is pending. While we also obtained a favorable federal district court ruling, the appeals court vacated that ruling and held that the matter should be decided in state court~~ . In addition, in the past, there has been interest at the FCC and in Congress in proposals that would allow customers to receive cable service without having to rent a set- top box from their cable operator. These proposals could, if adopted, adversely affect our relationship with our customers and programmers and our operations. It is also possible that regulations will be adopted affecting the negotiations between MVPDs (like us) and programmers. While these regulations might provide us with additional rights and protections in our programming negotiations, they might also limit our flexibility in ways that adversely affect our operations. Pole attachments are cable wires that are attached to utility poles. Cable system pole attachments to utility poles **operated by investor- owned utilities** historically have been regulated at the federal or state level, generally resulting in favorable pole attachment rates and rights for attachments used to provide cable service. Adverse changes in the current pole attachment approach could result in a substantial increase in our pole attachment costs. Moreover, expansion of our business into new areas **, including areas where poles are operated by electric cooperatives or municipalities not subject to FCC or state regulation,** may be frustrated by delays, capacity constraints," makeready" demands or the general inability to secure appropriate pole or conduit rights **, as well as higher pole and conduit access costs.** Cable operators also face significant regulation affecting the carriage of broadcast and other programming channels. We can be required to devote substantial capacity to the carriage of programming that we might not otherwise carry voluntarily, including certain local broadcast signals; local public, educational and governmental access programming; and unaffiliated, commercial leased access programming (channel capacity designated for use by programmers unaffiliated with the cable operator). Regulatory changes in this area could disrupt existing programming commitments, interfere with our preferred use of limited channel capacity and limit our ability to offer services that would maximize our revenue potential. It is possible that other legal restraints will be adopted limiting our discretion over programming decisions. On February 26, 2015, the FCC adopted a new" net neutrality" or Open Internet order (the" 2015 Order") that: (1) reclassified broadband Internet access service from an information service to a Title II common carrier service, (2) applied certain existing Title II provisions and associated regulations; (3) forbore from applying a range of other existing Title II provisions and associated regulations, but to varying degrees indicated that this forbearance may be only temporary and (4) issued new rules expanding disclosure requirements and prohibiting blocking, throttling, paid prioritization and unreasonable interference with the ability of end users and edge providers to reach each other. The 2015 Order also subjected broadband providers' Internet traffic exchange rates and practices to potential FCC oversight and created a mechanism for third parties to file complaints regarding these matters. The 2015 Order could have had a material adverse impact on our business by limiting our ability to efficiently manage our cable systems and respond to operational and competitive challenges. In December 2017, the FCC adopted an order (the" 2017 Order") that in large part reverses the 2015 Order and reestablishes the ~~“~~**"** information service ~~”~~**"** classification for broadband services. The 2017 Order was affirmed in part on appeal in October 2019 insofar as it classified broadband Internet access services as information services subject to lesser federal regulation. However, the 2017 Order was also vacated in part on appeal insofar as it preempted states from subjecting broadband Internet access services to any requirements more stringent than the federal requirements. As a result, the precise extent to which state rules may impose such requirements on broadband Internet access service providers, as well as other regulations that differ from federal requirements, is not fully settled. Additionally, Congress and some states are considering legislation that may codify" net neutrality" rules, which could include prohibitions on blocking, throttling and prioritizing Internet traffic. A number of states, including California, have adopted legislation and / or executive orders that apply ~~“~~**"** net neutrality ~~”~~**"** rules to ISPs. The California legislation took effect in March 2021. Additionally, **in 2023 the FCC proposed reclassifying broadband service as a common carrier telecommunications service and reinstituting net neutrality rules substantially similar to** ~~the~~ **those in the 2015 Order. It is possible that the FCC will give states leeway to adopt their own net neutrality rules or other requirements applicable to terms or pricing of broadband service. The** FCC is expected to **act on this proposal by mid-** ~~revisit the appropriate regulatory classification of broadband in 2023~~ **2024** . While neither the FCC nor states currently regulate the price for broadband services generally, the state of New York enacted legislation that would regulate the price and terms for the broadband service offered to low- income households. This law was enjoined by a New York federal court, and the ruling is currently on appeal **. Numerous states are also seeking to impose price caps on broadband service provided to low- income households as a condition of awarding subsidies for the construction of broadband networks to unserved and underserved areas** . We offer telephone services over our broadband network and continue to develop and deploy interconnected VoIP services. The FCC has ruled that competitive telephone companies that support VoIP services, such as those that we offer to our customers, are entitled to interconnect with incumbent providers of traditional telecommunications services, which ensures that our VoIP services can operate in the market. ~~However, the scope of these interconnection rights is being reviewed in a current FCC proceeding, which may affect our ability to compete in the provision of telephony services or result in additional costs.~~ It remains unclear precisely to what extent federal and state regulators will subject VoIP services to traditional telephone service regulation. Expanding our offering of these services may require us to obtain certain authorizations, including federal and state licenses. We may not be able to obtain such authorizations in a timely manner, or conditions could be imposed upon such licenses or authorizations that may not be favorable to us. The FCC has already extended certain traditional telecommunications requirements, such as E911 capabilities, USF contribution, CALEA, measures to protect Customer Proprietary Network Information, customer privacy, disability access, number porting, battery back- up, network outage reporting, rural call completion reporting and other regulatory requirements to many VoIP providers such as us. If additional telecommunications regulations are applied to our VoIP service, it could cause us to incur additional costs and may otherwise materially adversely impact our operations. In 2011, the FCC released an order significantly changing the rules governing intercarrier compensation for the origination and termination of telephone traffic between interconnected carriers. In 2020, the FCC adopted further reforms to intercarrier compensation for the origination of certain calls. These rules have resulted in a substantial decrease in interstate compensation payments over a multi- year period, and additional reforms could further reduce interstate compensation payments. In September 2019, we launched our mobile service using our own core infrastructure and our iMVNO agreements with Sprint (now T- Mobile) and other roaming partners, including AT & T. Our iMVNO service is subject to many of the same FCC regulations as traditional mobile service as well as some state and local regulations. The FCC or other regulatory authorities may adopt new or different regulations for iMVNOs or mobile carriers, or impose new fees, ~~that~~ **which** could adversely affect our service or the business opportunity generally. Our systems depend on physical facilities, including transmission equipment and miles of fiber and coaxial cable. Significant portions of those physical facilities occupy public rights- of- way and are subject to local ordinances and governmental regulations. Other portions occupy private property under express or implied easements, and many miles of the cable are attached to utility poles governed by pole attachment agreements. No assurances can be given that we will be able to maintain and use our facilities in their current locations and at their current costs. Changes in governmental regulations or changes in these relationships could have a material adverse effect on our business and our results of operations ~~.~~ As part of various government initiatives including the American Rescue Plan Act and the Infrastructure Investment and Jobs Act,federal and state governments have made available subsidies to entities deploying broadband to areas deemed to be" unserved" or" underserved," and have in some cases funded overbuilds. ~~We~~ **The Company** and many other entities,including broadband services competitors and new entrants into such services,have applied for and / or received these funds.We have generally opposed such subsidies when directed to areas that we serve and have deployed broadband capable networks.Despite those efforts,we could be placed at a competitive disadvantage if recipients use these funds to subsidize services that compete with our broadband services. . An active, liquid trading market for our Class B common stock has not developed and we cannot assure you that an active, liquid trading market will develop in the future. Holders of shares of our Class B common stock may need to convert them into shares of our Class A common stock to realize their full potential value, which over time could further concentrate voting power with remaining holders of our Class B common stock. Our Class B common stock is not listed on the ~~New York Stock Exchange ("~~ NYSE ~~")~~ or any other stock exchange and we do not currently intend to list our Class B common stock on the NYSE or any other stock exchange. There is currently no active, liquid trading market for the Class B common stock and we cannot assure you that an active trading market will develop or be sustained at any time in the future. If an active market is not developed or sustained, the price and liquidity of the Class B common stock may be adversely affected. Because the Class B common stock is unlisted, holders of shares of Class B common stock may need to convert them into shares of our Class A common stock, which is listed on the NYSE, in order to realize their full potential value. Sellers of a significant number of shares of Class B common stock may be more likely to convert them into shares of Class A common stock and sell them on the NYSE. This could over time reduce the number of shares of Class B common stock outstanding and potentially further concentrate voting power with remaining holders of Class B common stock. Our stockholders' percentage ownership in us may be diluted by future issuances of capital stock, which could reduce their influence over matters on which stockholders vote. Pursuant to our amended and restated certificate of incorporation, our Board of Directors has the authority, without action or vote of our stockholders, to issue all or any part of our authorized but unissued shares of Class A common stock, including shares issuable upon the exercise of options, Class B common stock, Class C common stock or shares of our authorized but unissued preferred stock. We may issue such capital stock to meet a number of our business needs, including funding any potential acquisitions or other strategic transactions. Future issuances of Class A common stock, Class B common stock or voting preferred stock could reduce our stockholders' influence over matters on which our stockholders vote and, in the case of issuances of preferred stock, would likely result in their interest in us being subject to the prior rights of holders of that preferred stock. Because we have no current plans to pay cash dividends on our Class A common stock or Class B common stock for the foreseeable future, our stockholders may not receive any return on investment unless they sell their Class A common stock or Class B common stock. We intend to retain future earnings, if any, for future operations, expansion and debt repayment and have no current plans to pay any cash dividends for the foreseeable future. The declaration, amount and payment of any future dividends on shares of Class A common stock and shares of Class B common stock will be at the sole discretion of our Board of Directors. Our Board of Directors may take into account general and economic conditions, our financial condition and results of operations, our available cash and current and anticipated cash needs, capital requirements, contractual, legal, tax and regulatory restrictions and implications on the payment of dividends by us to our stockholders or by our subsidiaries to us and such other factors as our Board of Directors may deem relevant. In addition, our ability to pay dividends is limited by covenants contained in the agreements governing our existing indebtedness and may be limited by covenants contained in any future indebtedness we or our subsidiaries incur. As a result, our stockholders may not receive any return on an investment in our Class A common stock or Class B common stock unless our stockholders sell our Class A common stock or Class B common stock. The sale of substantial amounts of shares of our Class A common stock (including shares of Class A common stock issuable upon conversion of shares of our Class B common stock), or the perception that such sales could occur, could cause the prevailing market price of shares of our Class A common stock to decline. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. As of December 31, ~~2022~~ **2023** , we had a total of 271. 8 million shares of Class A common stock outstanding and 184. ~~3~~ **2** million shares of Class B common stock outstanding. Any shares held by our affiliates, as that term is defined under Rule 144 (" Rule 144") of the Securities Act of 1933, as amended (the" Securities Act"), including Next Alt and its affiliates, may be sold only in compliance with certain limitations. Pursuant to a stockholders and registration rights agreement between **us,** ~~the Company and~~ Next Alt, Altice Europe and certain former shareholders, the Altice parties thereto have the right, subject to certain conditions, to require us to register the sale of their shares of our Class A common stock, or shares of Class A common stock issuable upon conversion of shares of our Class B common stock, under the Securities Act. Registration of any of these outstanding shares of capital stock would result in such shares becoming freely tradable without compliance with Rule 144 upon effectiveness of the registration statement, except for shares received by individuals who are our affiliates. If these stockholders exercise their registration rights and sell shares of common stock, or if the market perceives that they intend to sell such shares, the market price of our Class A common stock could drop significantly. These factors could also make it more difficult for us to raise additional funds through future offerings of our Class A common stock or Class B common stock or other securities. In the future, we may also issue our securities in connection with investments or acquisitions. The number of shares of our Class A common stock, Class B common stock or Class C common stock issued in connection with an investment or acquisition could constitute a material portion of then- outstanding shares of our Class A common stock and Class B common stock. Any issuance of additional securities in connection with investments or acquisitions may result in additional dilution to our stockholders. In addition, if Next Alt' s lenders foreclose on the shares of Class A and Class B common stock it has pledged in connection with certain transactions, such lenders may have the right to acquire and sell such shares, which could cause the market price of our Class A common stock to drop significantly. The tri- class structure of Altice USA common stock has the effect of concentrating voting control with Next Alt. This will limit or preclude our stockholders' ability to influence corporate matters, including the election of directors, amendments of our organizational documents and any merger, consolidation, sale of all or substantially all of our assets or other major corporate transaction requiring stockholder approval. Shares of Class B common stock will not automatically convert to shares of Class A common stock upon transfer to a third- party. Each share of Class B common stock is entitled to twenty- five votes per share and each share of Class A common stock is entitled to one vote per share. If we issue any shares of Class C common stock, they will be non- voting. Because of the twenty- five- to- one voting ratio between our Class B common stock and Class A common stock, a majority of the combined voting power of our capital stock is controlled by Next Alt. This allows Next Alt to control all matters submitted to our stockholders for approval until such date as Next Alt ceases to own, or to have the right to vote, shares of our capital stock representing a majority of the outstanding votes. This concentrated control will limit or preclude our stockholders' ability to influence corporate matters for the foreseeable future, including the election of directors, amendments of our organizational documents and any merger, consolidation, sale of all or substantially all of our assets or other major corporate transaction requiring stockholder approval. The disparate voting rights of Altice USA common stock may also prevent or discourage unsolicited acquisition proposals or offers for our capital stock that our stockholders may feel are in their best interest as one of our stockholders. Shares of our Class B common stock are convertible into shares of our Class A common stock at the option of the holder at any time. Our amended and restated certificate of incorporation does not provide for the automatic conversion of shares of Class B common stock upon transfer under any circumstances. The holders of Class B common stock thus will be free to transfer them without converting them into shares of Class A common stock. As of February ~~17~~ **9** , ~~2022~~ **2024** , Next Alt and other entities controlled by Patrick Drahi own or have the right to vote approximately 49 % of our issued and outstanding Class A and Class B common stock, which represents approximately 95 % of the voting power of our outstanding capital stock. So long as Next Alt continues to control a majority of the voting power of our capital stock, Next Alt and, through his control of Next Alt, Mr. Drahi, will be able to significantly influence the composition of our Board of Directors and thereby influence our policies and operations, including the appointment of management, future issuances of Altice USA common stock or other securities, the payment of dividends, if any, on Altice USA common stock, the incurrence or modification of debt by us, amendments to our amended and restated certificate of incorporation and amended and restated bylaws and the entering into extraordinary transactions, and their interests may not in all cases be aligned with our stockholders' interests. In addition, Next Alt may have an interest in pursuing acquisitions, divestitures and other transactions that, in its judgment, could enhance its investment or improve its financial condition, even though such transactions might involve risks to our stockholders. For example, Next Alt could cause us to make acquisitions that increase our indebtedness or cause us to sell revenue- generating assets. In addition, Next Alt is able to determine the outcome of all matters requiring stockholder approval and is able to cause or prevent a change of control of the Company or a change in the composition of our Board of Directors and could preclude any unsolicited acquisition of the Company. The concentration of ownership could deprive our stockholders of an opportunity to receive a premium for their shares of our Class A common stock or Class B common stock as part of a sale of the Company and ultimately might affect the market price of our Class A common stock. If conflicts arise between us and Next Alt, these conflicts could be resolved in a manner that is unfavorable to us and as a result, our business, financial condition and results of operations could be materially adversely affected. In addition, if Next Alt ceases to control us, our business, financial condition and results of operations could be adversely affected. Anti- takeover provisions in our organizational documents could delay or prevent a change of control transaction. Certain provisions of our amended and restated certificate of incorporation and amended and restated bylaws may have an anti- takeover effect and may delay, defer or prevent a merger, acquisition, tender offer, takeover attempt or other change of control transaction that a stockholder might consider in its best interest, including those attempts that might result in a premium over the market price for the shares held by our stockholders. These provisions provide for, among other things: • a tri- class common stock structure, as a result of which Next Alt generally will be able to control the outcome of all matters requiring stockholder approval, including the election of directors and significant corporate transactions, such as a merger or other sale of our company or its assets; • the ability of our Board of Directors to, without further action by our stockholders, fix the rights, preferences, privileges and restrictions of up to an aggregate of 100, 000, 000 shares of preferred stock in one or more series and authorize their issuance; and • the ability of stockholders holding a majority of the voting power of our capital stock to call a special meeting of stockholders. These anti- takeover provisions could make it more difficult for a third- party to acquire us, even if the third- party' s offer may be considered beneficial by many of our stockholders. As a result, our stockholders may be limited in their ability to obtain a premium for their shares of our Class A common stock. In addition, so long as Next Alt controls a majority of our combined voting power it will be able to prevent a change of control of the Company. Under Delaware law, the board of directors has a duty to act with due care and in the best interests of all of our stockholders, including the holders of all classes of Altice USA common stock. Principles of Delaware law established in cases involving differing treatment of multiple classes of stock provide that a board of directors owes an equal duty to all common stockholders regardless of class and does not have separate or additional duties to any group of stockholders. As a result, in some circumstances, our Board of Directors may be required to make a decision that could be viewed as adverse to the holders of one class of Altice USA common stock. Under the principles of Delaware law and the business judgment rule, holders may not be able to successfully challenge decisions that they believe have a disparate impact upon the holders of one class of our stock if our Board of Directors is disinterested and independent with respect to the action taken, is adequately informed with respect to the action taken and acts in good faith and in the honest belief that the board is acting in the best interest of all of our stockholders. We are a" controlled company" within the meaning of the rules of the NYSE. As a result, we qualify for, and rely on, exemptions from certain corporate governance requirements that would otherwise provide protection to stockholders of other companies. Next Alt controls a majority of the voting power of our capital stock. As a result, we are a" controlled company" within the meaning of the corporate governance standards of the NYSE. Under these rules, a company of which more than 50 % of the voting power is held by an individual, group or another company is a" controlled company" and may elect not to comply with certain corporate governance requirements, including: • the requirement that a majority of our Board of Directors consists of" independent directors" as defined under the rules of the NYSE; and • the requirement that we have a governance and nominating committee. Consistent with these exemptions, we will continue not to have a majority of independent directors on our Board of Directors or a nominating and governance committee. Accordingly, our stockholders will not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of the NYSE. The trading market for our Class A common stock will be influenced by the research and reports that industry or securities analysts publish about us or our business. We do not have any control over these analysts. If one or more of these analysts cease coverage of **us** ~~our company~~ or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline. Moreover, if one or more of the analysts who cover **us** ~~our company~~ downgrades our Class A common stock, or if our operating results do not meet their expectations, the market price of our Class A common stock could decline. We were the ~~subject to~~ **defendant in a** securities class action litigation related to our 2017 initial public offering (~~“~~ **"** IPO Litigation ~~”~~ **"**) which was settled and approved by the court in February 2022, and we may be subject to additional securities class action litigation in the future. In the past, securities class action litigation has often been instituted against companies whose securities have experienced periods of volatility in market price. Securities litigation brought against us following volatility in the price of our Class A common stock, regardless of the merit or ultimate results of such litigation, could result in substantial costs, which would hurt our financial condition and results of operations and divert management' s attention and resources from our business. While the IPO Litigation is resolved, there can be no assurance that other securities class action litigation, if instituted in the future, will not materially and adversely affect our financial condition and results of operations. Our amended and restated bylaws provide that the Court of Chancery of the State of Delaware is the exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or other stockholders. Our amended and restated bylaws provide that the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, another state or federal court located in the State of Delaware) is the exclusive forum for: (i) any derivative action or proceeding brought in our name or on our behalf; (ii) any action asserting a breach of fiduciary duty; (iii) any action asserting a claim against us arising under the General Corporation Law of the State of Delaware; (iv) any action regarding our amended and restated certificate of incorporation or our amended and restated bylaws; or (v) any action asserting a claim against us that is governed by the internal affairs doctrine. Our amended and restated bylaws permit our Board of Directors to approve the selection of an alternative forum. Unless waived, this exclusive forum provision may limit a stockholder' s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other stockholders, which may discourage such lawsuits against us and our directors, officers and other stockholders. Alternatively, if a court were to find this provision in our amended and restated bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could adversely affect our business, financial condition and results of operations. ~~42~~