UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

Commission file number 001-33335

TIME WARNER CABLE INC.

(Exact name of registrant as specified in its charter)

Delaware	**84-1496755**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*

60 Columbus Circle

New York, New York 10023

(Address of principal executive offices) (Zip Code)

(212) 364-8200

(Registrant s telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value $0.01	New York Stock Exchange
5.750% Notes due 2031	New York Stock Exchange
5.250% Notes due 2042	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes þ No ¨

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No þ

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer þ	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ¨ No þ

As of the close of business on February 13, 2014, there were 277,451,193 shares of the registrant s Common Stock outstanding. The aggregate market value of the registrant s voting and non-voting common equity securities held by non-affiliates of the registrant (based upon the closing price of such shares on the New York Stock Exchange on June 28, 2013) was approximately $32.3 billion.

DOCUMENTS INCORPORATED BY REFERENCE

Description of document	Part of the Form 10-K
Portions of the definitive Proxy Statement to be used in connection with the registrant s 2014 Annual Meeting of Stockholders	Part III (Item 10 through Item 14) (Portions of Items 10 and 12 are not incorporated by reference and are provided herein)

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PART I

Item 1. *Business.*

Overview

Time Warner Cable Inc. (together with its subsidiaries, TWC or the Company) is among the largest providers of video, high-speed data and voice services in the U.S., with technologically advanced, well-clustered cable systems located mainly in five geographic areas New York State (including New York City), the Carolinas, the Midwest (including Ohio, Kentucky and Wisconsin), Southern California (including Los Angeles) and Texas. TWC s mission is to connect its customers to the world simply, reliably and with superior service. As of December 31, 2013, the Company served 14.4 million residential customers and 624,000 business customers. TWC also sells video and online advertising inventory to a variety of local, regional and national customers.

On February 12, 2014, the Company entered into an Agreement and Plan of Merger with Comcast Corporation (Comcast) whereby the Company agreed to merge with and into a 100% owned subsidiary of Comcast. Refer to Management s Discussion and Analysis of Results of Operations and Financial Condition Overview Recent Developments Comcast Merger Agreement for additional information.

Caution Concerning Forward-Looking Statements and Risk Factors

This Annual Report on Form 10-K includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management s current expectations and beliefs and are inherently subject to uncertainty and changes in circumstances. Actual results may vary materially from the expectations contained herein due to changes in economic, business, competitive, technological, strategic and/or regulatory factors and other factors affecting the operation of TWC s business. For more detailed information about these factors, and risk factors with respect to the Company s operations, see Item 1A, Risk Factors, below and Caution Concerning Forward-Looking Statements in Management s Discussion and Analysis of Results of Operations and Financial Condition in the financial section of this report. TWC is under no obligation to, and expressly disclaims any obligation to, update or alter its forward-looking statements whether as a result of changes in circumstances, new information, subsequent events or otherwise.

Available Information and Website

Although TWC and its predecessors have been in the cable business for over 40 years in various legal forms, Time Warner Cable Inc. was incorporated as a Delaware corporation on March 21, 2003. TWC s annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to such reports filed with or furnished to the Securities and Exchange Commission (SEC) pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), are available free of charge on the Company s website at *www.twc.com* as soon as reasonably practicable after such reports are electronically filed with or furnished to the SEC (*www.sec.gov*). The Company is providing the address to its website solely for the information of investors. The Company does not intend the address to be an active link or to incorporate the contents of the website into this report.

Services

Residential Services

TWC offers video, high-speed data and voice services, as well as security and home management services, to residential customers.

Video Services

Programming. TWC s video service provides over 300 channels (including, on average, over 180 high-definition (HD) channels) and 18,000 hours of video-on-demand (VOD) programming, which, increasingly, consumers can watch on the device of their choosing, both inside and outside the home. TWC offers various tiers and packages of video programming and music services ranging from a basic package with more than 20 channels to packages that include all programming services to which TWC has rights. TWC tailors some of its programming tiers and packages to appeal to specific groups of customers. For example, it offers specialty tiers of genre-based programming, such as Movie Pass and TWC Sports Pass, as well as an extensive amount of foreign-language programming, some available in packages and others

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on an à la carte basis. TWC s residential video subscribers also may subscribe to premium network programming, such as HBO, Showtime, Starz and Cinemax and related offerings.

TWC s residential video subscribers pay a monthly fee based on the video programming tier or package they receive. Subscribers to specialized tiers and premium networks are charged an additional monthly fee. Discounts are generally available for the purchase of multiple tiers, packages or services. The growing amount of HD programming is generally provided at no additional charge, with additional charges for packages of HD channels that do not have standard-definition counterparts.

During 2013, TWC began rolling out its first generation cloud-based set-top box programming guide, which features a graphically rich user interface, advanced search functionality and a more compelling digital video recorder (DVR) manager. TWC will continue to roll out these cloud-based set-top box guides during 2014.

Time-shifting. TWC provides a broad range of advanced services, such as VOD, DVRs and Start Over and Look Back services that give residential video subscribers control over when they watch their favorite programming.

TWC s VOD service provides residential video subscribers with access to a wide selection of movies, programming from broadcast and cable networks, music videos, local programming and other content as a complement to the linear networks to which they subscribe. TWC s VOD service also offers a wide selection of featured movies and special events on a VOD and pay-per-view basis. In addition, premium network (e.g., HBO) subscribers generally have access to the premium network s VOD content without additional fees. During 2014, TWC plans to significantly increase its VOD library capacity to approximately 75,000 hours.

TWC offers equipment with DVR functionality that enables residential video subscribers to pause and/or rewind live television programs and record programs for future viewing. Subscribers pay an additional monthly fee for TWC s DVR service. TWC also offers Whole House HD DVR, a multi-room DVR service, which allows a program recorded on a DVR to be watched through other compatible set-top boxes in a customer s home. In addition, customers may program their DVRs remotely via a smartphone, tablet or computer. During 2014, TWC plans to begin deploying more-advanced six tuner DVRs with one terabyte of storage.

TWC also offers Start Over, which enables digital video subscribers using a TWC-provided set-top box to restart select in progress programs directly from the relevant channel and Look Back, which extends the window for viewing a program to 72 hours after it has aired.

New ways to watch. TWC, through its TWC TV apps, enables in-home viewing of up to 300 channels of live programming and over 4,000 hours of VOD programming on Apple iOS and Android tablets and smart phones, Amazon Kindle Fire, Roku Streaming Players, Samsung Smart TVs and Xbox 360 video game consoles, as well as on PC and Mac computers via *www.twctv.com*. In addition, subscribers are able to use their smartphone, tablet or computer as a remote control with the ability to access the interactive program guide and parental controls and change television channels on compatible TWC set-top boxes.

Through the same TWC TV apps, TWC also enables video subscribers to watch certain live channels and VOD titles on a TV Everywhere basis through the Internet outside the home. TWC offers customers online access with up to 24 live channels and 1,200 hours of VOD content from 40 networks. During 2014, TWC expects to continue to add programming to its TWC TV apps and increase the number of platforms on which it is available.

As of December 31, 2013, TWC served approximately 11.2 million residential video subscribers.

High-speed Data Services

TWC offers a variety of high-speed data service tiers, each with attributes tailored to meet the different needs of TWC s subscribers. These tiers provide a range of speed (from up to 2 to 100 megabits per second (Mbps) downstream), price and consumption (unlimited, 30 gigabyte (GB) and 5 GB) levels. TWC s high-speed data service also provides communication tools and personalized services, including email, PC security, parental controls and online radio, without any additional charge. TWC intends to increase high-speed data speeds to up to 300 Mbps downstream in Los Angeles and New York during 2014.

Most of TWC s high-speed data customers have access to a nationwide network of more than 200,000 WiFi hotspots, referred to as CableWi-Fi, for no additional charge. CableWi-Fi is provided under agreements TWC has with a group of other U.S. cable companies to offer each other s high-speed data subscribers access to their respective WiFi networks. As of December 31, 2013, TWC had deployed approximately 30,000 TWC WiFi Hotspots in high-traffic locations across Austin, Charlotte and Myrtle Beach, Hawaii, Kansas City, Los Angeles and New York City. TWC s Basic and Everyday Low Price tier subscribers may access the TWC WiFi Hotspots and CableWi-Fi for a fee. During 2014, TWC intends to continue to increase the number of WiFi hotspots available to its high-speed data subscribers.

As of December 31, 2013, TWC served approximately 11.1 million residential high-speed data subscribers.

Voice Services

TWC s residential voice services offer customers unlimited local and long-distance calling throughout the U.S. and to Canada and Puerto Rico, together with a variety of calling features, including call waiting, call forwarding, distinctive ring and caller ID on the customer s telephone, computer or television, generally for a fixed monthly fee. TWC also offers a number of plan options that are designed to meet customers particular needs, including local-only, unlimited in-state and international calling plans, such as the Global Penny Phone Plan, which enables customers to call over 40 countries for only a penny per minute, and the International OnePrice Plan. TWC also provides a free web portal, VoiceZone, which allows voice subscribers to customize their service features, set up caller ID on personal computers and block unwanted calls. Customers with TWC s voicemail service may also use VoiceZone to listen to, download and email their messages at no additional charge.

As of December 31, 2013, TWC served approximately 4.8 million residential voice subscribers.

IntelligentHome

TWC offers IntelligentHome, a next-generation home automation and monitoring service, in substantially all of its operating areas. TWC s broadband cable system connects the customer s in-home system to TWC s technologically-advanced emergency response center with cellular backup support. In addition to providing traditional security and fire monitoring, the service allows customers to remotely arm or disarm their security system, monitor their home via indoor and outdoor cameras and remotely operate key home functions, including setting and controlling lights, thermostats and appliances. To obtain the IntelligentHome service, customers must subscribe to TWC s high-speed data service at the standard tier or higher.

As of December 31, 2013, TWC served 44,000 IntelligentHome customers.

Residential Customer Care

TWC is focused on delivering responsive service and quick resolution of issues impacting its residential subscribers. During 2013, the Company introduced, among other initiatives, one hour service appointment windows, guaranteed home visits within 24 hours of a reported service outage, and escalated support for customers who contact customer support within 72 hours of a technical home visit. TWC s EZ Connects program enables existing customers to self-install many of the Company s services without the need for a service appointment, and the Company is focused on continuing to improve its installation process through customer education. During 2014, the Company plans to continue to introduce new customer care initiatives, such as fixed appointment times and the ability to contact the service technician directly on the service date. The Company also continues to focus on improving reliability and the technical quality of its network to avoid repeat trouble calls. See Technology.

Business Services

TWC offers a wide and growing variety of products and services to business customers, including business connectivity, video, voice, hosting and cloud computing services. TWC offers these services at retail and wholesale, managed and unmanaged, and using its own network infrastructure and third-party infrastructure as required to meet customer needs. TWC s retail customers range from small businesses with a single location to medium-sized and enterprise businesses with multiple locations as well as government, education and non-profit institutions. TWC s wholesale customers are primarily other service providers, such as telecommunication carriers and network and managed services resellers.

Data Services

TWC offers business customers a variety of data services, including Internet access, network services and wholesale transport services with attributes tailored to meet the different needs of TWC s business customers.

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Internet access. TWC offers a variety of high-speed data service tiers, each with attributes tailored to meet the different needs of TWC s business customers. TWC provides asymmetrical broadband Internet access to small businesses with downstream speeds up to 15 Mbps. In addition, TWC offers asymmetrical wideband Internet access with downstream speeds ranging from up to 35 to 100 Mbps. In 2014, TWC plans to increase asymmetrical wideband Internet access downstream speeds to up to 300 Mbps in Los Angeles and New York. TWC also provides dedicated Internet access to businesses over its fiber network, offering symmetrical speeds up to 10 gigabits per second (Gbps).

Network services. TWC offers Ethernet-based network services that enable businesses to interconnect their geographically dispersed locations and local area networks (LANs) in a private network, with speeds up to 10 Gbps. In addition, TWC offers 10 Gbps, point-to-point optical wave service on a limited basis.

Wholesale transport services. TWC offers wholesale transport services to wireless telephone providers for cell tower backhaul and to other service providers to connect customers that their own networks do not reach. With the acquisition of DukeNet Communications, LLC (DukeNet), TWC had 14,000 fiber connected cell towers as of December 31, 2013. For information about the DukeNet acquisition, see Management s Discussion and Analysis of Results of Operations and Financial Condition Overview Recent Developments DukeNet Acquisition.

As of December 31, 2013, TWC served 517,000 business high-speed data subscribers.

Video Services

TWC offers business customers a wide spectrum of video services, including a full range of video programming tiers and music services targeting businesses of different sizes and across key industries, such as hospitality, healthcare and education.

As of December 31, 2013, TWC served 196,000 business video subscribers.

Voice Services

TWC offers business customers voice services that include both multi-line phone service and trunk service.

Multi-line phone. TWC s multi-line business voice service, Business Class Phone, offers business customers a range of calling plan options along with key business features, such as call hunting, extensive call forwarding options, call restrictions and call transfer. TWC also provides a web-based customer portal, VoiceManager, which allows voice customers to customize and manage the associated service features.

Trunks. TWC s trunk service is offered either through a Primary Rate Interface (PRI) or a Session Initiation Protocol (SIP) handoff to the customer. TWC s PRI trunk service, Business Class PRI, offers medium-sized and enterprise business customers a range of trunk packages with up to 23 simultaneous voice calls on each trunk line and a set of voice usage plans. TWC s SIP trunk service, Business Class SIP, offers medium-sized and enterprise business customers a range of trunk packages with up to 60 simultaneous voice calls with a set of voice usage plans and, during 2014, TWC plans to increase the number of simultaneous voice calls to as many as 200 calls. TWC introduced its SIP trunk service in 2013 in some of its service areas and, during 2014, it plans to deploy the service in its remaining service areas. TWC also provides the VoiceManager customer portal with each trunk service to enable customers to customize and manage the associated service features.

As of December 31, 2013, TWC served 275,000 business voice subscribers.

Managed and Outsourced IT Solutions and Cloud Services

TWC offers its data customers a number of managed and cloud services, including managed network security, domain name registration, online backup, hosted Microsoft Exchange and SharePoint and web hosting. Furthermore, through its NaviSite subsidiary, TWC provides a range of cloud solutions, including Infrastructure as a Service (IaaS) and Desktop as a Service (DaaS), and customized managed hosting, managed application and messaging solutions along with other related information technology (IT) solutions and professional services for medium-sized and enterprise customers across a variety of industries.

Advertising

TWC earns revenue by selling video and online advertising inventory to local, regional and national customers. Under its video programming agreements, TWC is typically entitled to two or three minutes of advertising time per hour that it can sell to third parties or retain for its own use. As discussed below, TWC has obtained the right to sell similar inventory on other video distributors systems. TWC also sells the video and online advertising inventory of its owned and operated local news, sports and lifestyle channels, such as Time Warner Cable News NY1, a 24-hour news channel focused on the New York metropolitan area, and its Time Warner Cable Central, or TWCC.com, portal to local and regional advertisers, and it sells advertising inventory on the Company s two Los Angeles regional sports networks (RSNs), Time Warner Cable SportsNet and Time Warner Cable Deportes, which carry the Los Angeles Lakers basketball games and other sports programming (collectively, the LA RSNs).

The Company expects American Media Productions, LLC (American Media Productions) to launch SportsNet LA, an RSN that will carry the Los Angeles Dodgers baseball games and other sports programming, in February 2014. In accordance with long-term agreements with American Media Productions, TWC will act as the network s exclusive advertising and affiliate sales agent.

In many locations, TWC has formed advertising interconnects or entered into representation agreements with contiguous cable system operators under which TWC sells advertising on behalf of those operators. This enables TWC to deliver commercials across wider geographic areas, replicating the reach of the local broadcast stations as much as possible. TWC also sells advertising inventory on behalf of other video distributors, including, among others, Verizon Communications Inc. s (Verizon) FiOS, AT&T Inc. s (AT&T) U-verse and Charter Communications, Inc (Charter), in a number of cities and online display advertising on behalf of several third parties. In addition, TWC, together with Comcast and Cox Communications, Inc. (Cox), owns National Cable Communications LLC (National Cable Communications), which, on behalf of a number of cable operators, sells advertising time to national and regional advertisers. Through National Cable Communications, TWC is a party to an agreement to sell certain DIRECTV Group Inc. (DIRECTV) and DISH Network, LLC (DISH Network) advertising inventory.

Regional Sports and News Networks

In October 2012, TWC launched the LA RSNs, one in English and one in Spanish, that carry the Los Angeles Lakers basketball games as well as other regional sports programming. TWC has a long-term agreement with the Los Angeles Lakers for rights to distribute all locally available pre-season, regular season and post-season Los Angeles Lakers games. As of December 31, 2013, the LA RSNs are distributed by the majority of major video distributors to approximately 5.2 million subscribers. TWC also manages 26 local news channels, including Time Warner Cable News NY1, 16 local sports channels and ten local lifestyle channels, and it owns 26.8% of Sterling Entertainment Enterprises, LLC (doing business as SportsNet New York), a New York City-based regional sports network that carries New York Mets baseball games as well as other regional sports programming.

As discussed above, the Company expects American Media Productions to launch SportsNet LA in February 2014. In accordance with long-term agreements with American Media Productions, TWC will act as the network s exclusive advertising and affiliate sales agent and will have certain branding and programming rights with respect to the network. In addition, TWC will provide certain production and technical services to American Media Productions.

Technology

TWC s cable systems employ a hybrid fiber coaxial cable, or HFC, network. TWC transmits signals on these systems via laser-fed fiber optic cable from origination points known as headends and hubs to a group of distribution nodes. TWC uses coaxial cable to deliver these signals from the individual nodes to the homes and businesses they serve. In many locations, TWC has extended fiber and coaxial cable from the individual nodes to its customer s site to support business data, networking and wholesale transport services. As of December 31, 2013, TWC had connected 860,000 serviceable commercial buildings to its network, with more than 58,000 of the buildings connected via serviceable fiber in addition to 14,000 fiber connected cell towers.

Historically, TWC has utilized local headends in each of its systems to receive, transcode and transmit video signals. TWC is transitioning from the use of local headends to two national centers. These national centers utilize TWC s nationwide fiber backbone, which interconnects with TWC s fiber-rich regional and metro rings, improving network efficiency and reliability throughout the Company s systems. TWC also has its own content delivery network (CDN), over which the Company delivers managed Internet Protocol (IP) video service to its customers without reliance on third parties.

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During 2014, TWC intends to introduce rigorous new performance standards for its operating plant in order to improve the reliability and performance of its services. As part of the initiative, the Company will continually monitor and assess node health under a proprietary scoring system, allowing it to promptly identify and remediate sub-par performance.

TWC has focused significant effort on optimizing available bandwidth on its network. TWC believes that its network architecture is sufficiently flexible and extensible to support its foreseeable requirements. To free up capacity, TWC has deployed a technology known as switched digital video (SDV) in all of its service areas. SDV technology expands network capacity by transmitting on a given node certain digital and HD video channels only when they are being watched by one or more customers served by that node. TWC received an Emmy award in 2008 for its efforts in SDV technology development. In addition to its use of SDV technology, TWC ceased delivering analog signals (going all-digital) in New York City during 2013 and its systems in Augusta, Maine and parts of Kentucky and Indiana are also all-digital. The conversion to all-digital allows TWC to reclaim spectrum currently dedicated to the delivery of analog video signals, thereby freeing additional capacity for high-speed data service and other uses. During 2014, TWC plans to convert all of its Los Angeles operating areas to all-digital, and TWC plans to convert additional operating areas to all-digital in the coming years.

Sources of Supply

TWC contracts with third parties for goods and services related to the delivery of its video, high-speed data and voice services.

Video programming. TWC carries local broadcast stations generally pursuant to the compulsory copyright provisions of the Copyright Act of 1976, as amended, as well as under either the Federal Communications Commission (the FCC) must carry rules or a written retransmission consent agreement with the relevant station owner. TWC has multi-year retransmission consent agreements in place with most of the television stations that it carries that have elected retransmission consent during the most-recent election cycle. For more information, see Regulatory Matters below. Cable networks, including premium networks and related VOD content, are carried pursuant to affiliation agreements. TWC seeks to include in its agreements the rights to offer programming to its subscribers through multiple delivery platforms. TWC generally pays a monthly per subscriber fee for these cable services and for broadcast stations that elect retransmission consent. Payments to the providers of some premium networks may be based on a percentage of TWC s gross receipts from subscriptions to the services. Generally, TWC obtains rights to carry VOD movies and events and to sell and/or rent online video programming via the TWCC.com Video Store through iN Demand L.L.C., a company in which TWC holds a minority interest. For more information, see Risk Factors Increases in programming and retransmission costs or the inability to obtain popular programming could adversely affect TWC s operations and financial results.

In addition, TWC has entered into long-term agreements to carry Los Angeles Lakers basketball games and other sports programming on its LA RSNs and to act as the exclusive advertising and affiliate sales agent for SportsNet LA, the American Media Productions RSN that will carry the Los Angeles Dodgers baseball games beginning in 2014. For more information about these agreements, see Services Regional Sports and News Networks above and Risk Factors TWC s business may be adversely affected if it fails to reach distribution agreements providing for carriage of the Company s RSNs or if such agreements are on unfavorable terms.

Set-top boxes and network equipment. TWC purchases set-top boxes and conditional-access security cards (CableCARDs) from a limited number of suppliers and rents these devices to subscribers at monthly rates. See Regulatory Matters below. TWC also purchases routers, switches and other network equipment from a limited number of providers. See Risk Factors TWC may not be able to obtain necessary hardware, software and operational support.

High-speed data and voice connectivity. TWC delivers its high-speed data and voice services through its HFC network. TWC uses circuits that are either owned by TWC or leased from third parties to connect to the Internet, the public switched telephone network and to interconnect to its network. TWC pays fees for leased circuits based on the amount of capacity available to it and pays for Internet connectivity based on the amount of IP-based traffic received from and sent over the other carrier s network. TWC also has entered into a number of settlement-free peering arrangements with third-party networks that allow TWC to exchange traffic with those networks without a fee.

Competition

Residential Services

TWC faces intense competition for residential services customers, both from existing competitors and, as a result of the rapid development of new technologies, services and products, from new entrants to the industry.

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Principal Competitors

Incumbent local telephone companies. TWC s residential video, high-speed data and voice services face competition from the video, digital subscriber line (DSL), wireless broadband and wireline and wireless phone offerings of AT&T and Verizon. TWC estimates that AT&T and Verizon have upgraded their networks in approximately 28% and 13%, respectively, of TWC s operating areas to carry two-way video, high-speed data and IP-based telephony services, each of which is similar to the corresponding residential service offered by TWC. Moreover, AT&T and Verizon aggressively market and sell bundles of video, high-speed data and voice services plus, in some cases, wireless services, and they market cross-platform features with their wireless services. In addition, like TWC, both AT&T and Verizon offer services that allow subscribers to view programming on mobile devices. TWC also faces competition in some areas from the DSL, wireless broadband and phone offerings of smaller incumbent local telephone companies, such as Frontier Communications Corporation, CenturyLink, Inc., Cincinnati Bell, Inc. and Windstream Corp.

Direct broadcast satellite. TWC s residential video service faces competition from direct broadcast satellite (DBS) services, primarily DISH Network and DIRECTV. DISH Network and DIRECTV offer satellite-delivered pre-packaged programming services that can be received by relatively small and inexpensive receiving dishes. These providers offer aggressive promotional pricing, exclusive programming (e.g., NFL Sunday Ticket) and video services that are comparable in many respects to TWC s residential video service, including its DVR service and some of its interactive programming features.

In some areas, incumbent local telephone companies and DBS operators have entered into co-marketing arrangements that allow the telephone companies to offer synthetic bundles (i.e., video service provided principally by the DBS operator, and DSL, wireline phone service and, in some cases, wireless service provided by the telephone company). From a consumer standpoint, the synthetic bundles appear similar to TWC s bundles.

Overbuilders. In some of TWC s operating areas, other operators have built systems and offer video, high-speed data and voice services in competition with TWC. For example, in Kansas City, Kansas, TWC s residential video and high-speed data services compete with Google Inc. s (Google) recently launched video and broadband services. Google has announced its intention to launch video and broadband services in Austin, Texas during 2014, and it may decide to launch similar services in additional locations where TWC operates. In addition to Google, others, including RCN Telecom Services, LLC and WideOpenWest Finance, LLC (WOW), have overbuilt in parts of the Company s service area.

Other Competition and Competitive Factors

Aside from competing with the video, high-speed data and voice services offered by incumbent local telephone companies, DBS providers and overbuilders, each of TWC s residential services also faces competition from other companies that provide services on a stand-alone basis.

Video competition. TWC s residential video service faces competition from a number of different sources, including companies that deliver movies, television shows and other video programming over broadband Internet connections, such as Hulu.com, Apple Inc. s iTunes, Amazon.com, Inc. s Prime, Netflix Inc. s Watch Instantly and YouT
Increasingly, content owners are utilizing Internet-based delivery of content directly to consumers, some without charging a fee for access to the content. Furthermore, due to consumer electronics innovations, consumers are able to watch such Internet-delivered content on television sets and mobile devices. TWC also competes with online order services with mail delivery, such as Netflix, and video rental stores.

Internet competition. TWC s residential high-speed data service faces competition from a variety of companies that offer other forms of online services, including wireless and satellite-based broadband services.

Voice competition. TWC s residential voice service competes with wireline, wireless and over-the-top phone providers. An increasing number of homes in the U.S. are replacing their traditional wireline telephone service with wireless phone service, a trend commonly referred to as wireless substitution. Wireless phone providers are encouraging this trend with aggressive marketing and the launch of wireless products targeted for home use. TWC also competes with over-the-top providers, such as Vonage, Skype, magicJack, Google Voice, and Ooma, Inc. and companies that sell phone cards at a cost per minute for both national and international service. In addition, TWC s residential voice service competes with other forms of communication, such as text messaging on cellular phones, instant messaging, social networking services, video conferencing and email. The increase in wireless substitution, the number of different technologies capable of carrying voice services and the number of alternative communication options available to customers has intensified the competitive environment in which TWC operates its residential voice service.

Security and home management. TWC s IntelligentHome services face competition from existing competitors such as The ADT Corporation, service providers such as telephone companies, including Verizon and AT&T, and companies that offer DBS services, including DISH Network and DIRECTV, as well as new entrants, such as Alarm.com, Inc. and NEST Labs, Inc. (which Google has entered into an agreement to acquire during 2014).

Additional competition. In addition to multi-channel video providers, cable systems compete with all other sources of news, information and entertainment, including over-the-air television broadcast reception, live events, movie theaters and the Internet. To the extent that TWC s services converge with theirs, TWC competes with the manufacturers of consumer electronics products. For instance, TWC s DVR service competes with similar services on devices manufactured by consumer electronics companies.

Business Services

TWC faces significant competition as to each of its business services offerings. Its business high-speed data, networking and voice services face competition from a variety of telecommunication carriers, including incumbent local telephone companies. TWC s cell tower backhaul service also faces competition from traditional telephone companies as well as other carriers, such as metro and regional fiber-based carriers. TWC s business video service faces competition from DBS providers. TWC also competes with cloud, hosting and related service providers and application-service providers.

Advertising

In advertising, TWC faces intense competition for advertising revenue across many different platforms and from a wide range of local and national competitors. Competition has increased and will likely continue to increase as new formats for advertising seek to attract the same advertisers. TWC competes for advertising revenue against, among others, local broadcast stations, national cable and broadcast networks, radio stations, print media and online advertising companies and content providers.

Employees

As of December 31, 2013, TWC had approximately 51,600 employees, including approximately 400 part-time employees. Approximately 4.5% of TWC s employees are represented by labor unions. TWC considers its relations with its employees to be good.

Regulatory Matters

TWC s business is subject, in part, to the Communications Act of 1934, as amended (the Communications Act), regulation by the FCC, and other regulation by federal, state, local and foreign authorities under applicable laws and regulations. Various legislative and regulatory proposals under consideration from time to time by the U.S. Congress (Congress) and various federal, state and local authorities have in the past materially affected TWC and may do so in the future. TWC is unable to predict whether any such proposals will be adopted and the extent to which such proposals may affect its business.

The following is a summary of current significant federal, state and local laws and regulations affecting the operation of TWC s business as well as material potential future legal and regulatory requirements that could affect its business.

Video Services

Carriage of broadcast television stations and other programming regulation. The Communications Act and the FCC s regulations contain broadcast signal carriage requirements that allow local commercial television broadcast stations to elect once every three years to require a cable system to carry their stations, subject to some exceptions, commonly called must carry, or to negotiate with cable systems the terms on which the cable systems may carry their stations, commonly called retransmission consent.

The Communications Act and the FCC s regulations require a cable operator to devote, without compensation, up to one-third of its activated channel capacity for the mandatory carriage of local commercial television stations that elect must carry. The Communications Act and the FCC s regulations give local non-commercial television stations mandatory carriage rights, but non-commercial stations do not have the option to negotiate retransmission consent for the carriage of their signals by cable systems. Additionally, cable systems must obtain retransmission consent for all distant commercial television stations (i.e., those television stations outside the designated market area to which a community is assigned) except for commercial satellite-delivered independent superstations and some low-power television stations.

In March 2010, a coalition of fourteen public interest groups and multi-channel video programming distributors (MVPDs), including TWC, petitioned the FCC for reform of the retransmission consent rules. The petition stated that outdated retransmission consent rules allow broadcasters to threaten signal blackouts to force MVPDs to pay significant increases in retransmission consent fees to the detriment of MVPDs and consumers. Shortly thereafter, the FCC issued a Public Notice seeking comment on the petition and, in March 2011, the FCC initiated a rulemaking proceeding on retransmission consent. TWC is unable to predict what rules, if any, the FCC might adopt in connection with retransmission consent.

The Communications Act also permits franchising authorities to negotiate with cable operators for channels for public, educational and governmental access programming. It also requires a cable system with 36 or more activated channels to designate 15 percent of its channel capacity for commercial leased access by third parties, which limits the amount of capacity TWC has available for other programming. The FCC regulates various aspects of such third-party commercial use of channel capacity on TWC s cable systems, including the rates and some terms and conditions of the commercial use. These rules are the subject of an ongoing FCC proceeding, and recent FCC revisions to such rules requiring substantial reduction to the rates TWC can charge for leased access have been stayed pursuant to an appeal in the U.S. Court of Appeals for the Sixth Circuit. If implemented, these regulations could significantly increase the Company s costs and burdens associated with leased access requirements.

Subscriber rates. The Communications Act and the FCC s rules regulate and limit the rates that TWC may charge for basic cable service and equipment in communities that are not subject to effective competition, as defined by federal law. Where there has been no finding by the FCC of effective competition, federal law authorizes franchising authorities to regulate the monthly rates charged by the operator for the minimum level of video programming service, referred to as basic service tier or BST, which generally includes broadcast television signals, satellite-delivered broadcast networks and superstations, local origination channels, a few specialty networks and public access, educational and government channels. This regulation also applies to the installation, sale and lease of equipment used by subscribers to receive basic service, such as set-top boxes and remote control units. As of December 31, 2013, the FCC has determined that approximately 78% of the communities TWC serves are subject to effective competition.

Ownership limitations. There are various rules prohibiting joint ownership of cable systems and other kinds of communications facilities, including local telephone companies and multichannel multipoint distribution service facilities. The Communications Act also requires the FCC to adopt reasonable limits on the number of subscribers a cable operator may reach through systems in which it holds an ownership interest. In August 2009, the U.S. Court of Appeals for the D.C. Circuit reversed and vacated an FCC order establishing a 30% limit on the percentage of nationwide multichannel video subscribers that any single cable provider can serve. TWC is unable to predict when the FCC will take action to set new limits, if any. The Communications Act also requires the FCC to adopt reasonable limits on the number of channels that cable operators may fill with programming services in which they hold an ownership interest. The matter remains pending before the FCC. It is uncertain when the FCC will rule on this issue or how any regulation it adopts might affect TWC.

Pole attachment regulation. The Communications Act requires that investor-owned utilities provide cable systems and telecommunications carriers with non-discriminatory access to any pole, conduit or right-of-way controlled by those utilities. The Communications Act permits the FCC to regulate the rates, terms and conditions imposed by these utilities for cable systems and telecommunications carriers use of utility poles and conduit space. States are permitted to preempt FCC jurisdiction over pole attachments through certifying that they regulate the terms of attachments themselves. Many states in which TWC operates have done so. Rates for attachments used to provide cable services and telecommunications services are calculated under different provisions of the Communications Act, and the rates for telecommunications attachments have historically been higher than the rates for cable attachments. In June 2011, the FCC adopted a pole attachment rate formula that reduces the rates for telecommunications service pole attachments to levels that are at or near the rates for cable service attachments. However, in practice, the utility companies are able to rebut certain presumptions in the new formula, resulting in telecommunications service rates that are higher than the cable rate. In addition, the FCC is considering whether the pole attachment rate for cable companies Voice over Internet Protocol (VoIP) services should be assessed at the rate paid by telecommunications carriers. The FCC recently sought comment on a petition filed by Union Electric Company regarding the legal classification of VoIP services for purposes of assessing pole attachment rates. Some of the poles TWC uses are exempt from federal or state regulation because they are owned by utility cooperatives and municipal entities. These entities may not renew TWC s existing agreements when they expire, and they may require TWC

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to pay substantially increased fees. A number of these entities are currently seeking to impose substantial rate increases. For further discussion of pole attachment rates, see the discussion in Risk Factors TWC may encounter substantially increased pole attachment costs.

Equipment regulation. The FCC has adopted regulations intended to promote the retail availability and sale of set-top boxes and other equipment that can be used to receive digital video services. With the exception of certain one-way devices such as digital transport adapters (DTAs), these regulations prohibit cable operators from placing into service set-top boxes that perform both channel navigation and conditional access security functions. DBS operators are not subject to this requirement. In addition, the FCC has adopted regulations aimed at promoting the manufacture of plug-and-play television sets and other equipment that can connect directly to a cable system with a CableCARD and receive both one-way and two-way cable services. In 2010, the FCC adopted regulations requiring cable operators to provide a credit to customers who use equipment purchased at retail and allow them to self-install CableCARDs rather than having to arrange for an installation appointment. In January 2013, the U.S. Court of Appeals for the D.C. Circuit vacated some of these CableCard rules. The FCC may seek to readopt some or all of these rules, and may continue its earlier review of proposals to replace CableCards with a new all-video platform that would enable retail video devices to operate on any cable operator or MVPD system. TWC is unable to predict what, if any, proposals might be adopted and implemented or what effect such requirements may have on TWC s video business.

In 2012, TWC joined with 14 other MVPDs and device manufactures to launch a Set-Top Box Energy Conservation Voluntary Agreement (the Set-Top Box Agreement) to continue to improve the energy efficiency of set-top boxes through 2017. Pursuant to the agreement, TWC committed to having at least ninety percent of all new set-top boxes deployed starting in 2014 meet U.S. EPA ENERGY STAR 3.0 efficiency standards. The Set-Top Box Agreement also establishes processes for verification of set-top box performance, annual public reporting on energy efficiency improvements and random audits of service providers by an independent administrator. In 2013, the Set-Top Box Agreement was expanded to add a number of energy efficiency advocates to the Steering Committee, include whole-home set-top boxes and gateways and establish more stringent energy conservation commitments that will become effective in 2017. In response to these changes, the U.S. Department of Energy announced that it is terminating its set-top box rulemaking proceedings.

Copyright regulation. TWC s cable systems provide subscribers with, among other things, content from local and distant television broadcast stations. TWC generally does not obtain a license to use the copyrighted performances contained in these stations programming directly from content owners. Instead, in exchange for filing reports with the U.S. Copyright Office and contributing a percentage of basic service revenue to a federal copyright royalty pool, cable operators obtain rights to retransmit copyrighted material contained in broadcast signals pursuant to a statutory license. The elimination or substantial modification of this statutory copyright license has been the subject of ongoing legislative and administrative review and, if eliminated, modified or interpreted by the U.S. Copyright Office differently, could adversely affect TWC s ability to obtain suitable programming and substantially increase TWC s programming costs or copyright payments.

In addition, when TWC obtains programming from third parties, TWC generally obtains licenses that include any necessary authorizations to transmit the music included in it. When TWC creates its own programming and provides various other programming or related content, including local origination programming and advertising that TWC inserts into cable-programming networks, TWC is required to obtain any necessary music performance licenses directly from the rights holders. These rights are generally controlled by three music performance rights organizations, each with rights to the music of various composers. TWC generally has obtained the necessary licenses, either through negotiated licenses or through procedures established by consent decrees entered into by some of the music performance rights organizations.

Program carriage. The Communications Act and the FCC s program carriage rules restrict cable operators and MVPDs from unreasonably restraining the ability of an unaffiliated programming vendor to compete fairly by discriminating against the programming vendor on the basis of its non-affiliation in the selection, terms or conditions for carriage. In August 2011, the FCC issued an order, which, among other things, established rules regarding what a complaint must demonstrate to establish a *prima facie* case of a program carriage violation and established procedures for consideration by the FCC s Media Bureau of a complainant s request for a temporary standstill of the price, terms and other conditions of an existing programming contract pending the FCC s resolution of a complaint proceeding. TWC and the National Cable and Telecommunications Association (NCTA) appealed the FCC s order to the U.S. Court of Appeals for the Second Circuit, and, in September 2013, the court vacated the FCC s temporary standstill rules, finding that they were promulgated in violation of the Administrative Procedure Act of 1946. However, the Court rejected TWC s argument that the program carriage regime violated the First Amendment. Moreover, the FCC s August 2011 order contained a proposed notice of new regulations that could further expand program carriage regulation. This rulemaking proceeding remains pending.

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Tax. Under the Telecommunications Act of 1996, DBS providers benefit from federal preemption of locally imposed or administered taxes and fees on video services, including those borne by the Company and its customers. Several states have enacted or are considering parity tax measures to equalize the tax and fee burden imposed on DBS and cable video services. DBS providers have been challenging such parity efforts in the courts, Congress and, increasingly, state legislatures in an effort to maintain their competitive pricing advantage and preclude states from implementing such parity tax measures. Thus far, the states have prevailed in the federal and state courts with respect to legal challenges to such tax parity statutes. However, there can be no assurance as to the outcome with respect to cases still pending and ongoing legislative efforts.

Franchising. Cable operators generally operate their systems under non-exclusive franchises. Franchises are awarded, and cable operators are regulated, by state franchising authorities, local franchising authorities, or both. Franchise agreements typically require payment of franchise fees and contain regulatory provisions addressing, among other things, upgrades, service quality, cable service to schools and other public institutions, insurance and indemnity bonds. The terms and conditions of cable franchises vary from jurisdiction to jurisdiction. The Communications Act provides protections against many unreasonable terms. In particular, the Communications Act imposes a ceiling on franchise fees of five percent of revenues derived from cable service. TWC generally passes the franchise fee on to its subscribers, listing it as a separate item on the bill.

Franchise agreements usually have a term of ten to 15 years from the date of grant, although some renewals may be for shorter terms. Franchise agreements usually are terminable only if the cable operator fails to comply with material provisions. TWC has not had a franchise terminated due to breach. After a franchise agreement expires, a local franchising authority may seek to impose new and more onerous requirements, including requirements to upgrade facilities, to increase channel capacity and to provide various new services. Federal law, however, provides significant substantive and procedural protections for cable operators seeking renewal of their franchises. In addition, although TWC occasionally reaches the expiration date of a franchise agreement without having a written renewal or extension, TWC generally has the right to continue to operate, either by agreement with the local franchising authority or by law, while continuing to negotiate a renewal. In the past, substantially all of the material franchises relating to TWC s systems have been renewed by the relevant local franchising authority, though sometimes only after significant time and effort.

At the state level, several states have enacted statutes intended to streamline entry by additional video competitors, some of which provide more favorable treatment to new entrants than to existing providers. Despite TWC s efforts and the protections of federal law, it is possible that some of TWC s franchises may not be renewed, and TWC may be required to make significant additional investments in its cable systems in response to requirements imposed in the course of the franchise renewal process.

Cable Programming Services. The Communications Act and the FCC impose regulatory obligations on cable programming services, including the RSNs and local programming services provided by TWC. For instance, FCC regulations generally prevent cable networks affiliated with cable operators, with the exception of terrestrially delivered programming networks, from favoring affiliated cable operators over competing MVPDs such as DBS providers. In addition, the Communications Act and FCC rules had limited the ability of cable-affiliated cable networks to offer exclusive programming contracts to a cable operator. In October 2012, the FCC allowed a preemptive restriction on exclusive contracts to expire, while at the same time making clear that any such exclusive contract would be subject to a case-by-case review in response to a complaint alleging unfair methods or competition or unfair or deceptive acts that might prevent competitors from providing programming to consumers. The FCC is also considering proposals to establish presumptions that could make it easier for MVPDs to make complaints about exclusive contracts and to use buying groups to purchase programming. It is unclear whether the FCC will adopt such regulations and, if adopted, what impact such rules might have on TWC s business.

High-speed Internet Access Services

TWC provides high-speed Internet access services over its existing cable facilities. In 2002, the FCC determined that cable-provided high-speed Internet access service is an interstate information service rather than a cable service or a telecommunications service, as those terms are defined in the Communications Act. That determination was later sustained by the U.S. Supreme Court. The information service classification means that the service is not subject to regulation as either a cable service or a telecommunications service under federal, state or local law, and any FCC regulation must be adopted pursuant to Title I of the Communications Act. In January 2014, the U.S. Court of Appeals for the D.C. Circuit determined that the FCC has the authority to regulate high-speed Internet access service pursuant to Section 706 of the Communications Act, which provides the FCC with the authority to adopt regulations designed to promote deployment of broadband Internet service. TWC s high-speed Internet access services are also subject to a number of other requirements,

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including the Communications Assistance for Law Enforcement Act (CALEA), which requires that high-speed data providers implement certain network capabilities to assist law enforcement agencies in conducting surveillance of criminal suspects.

Net neutrality regulations. Over the past several years, disparate groups have adopted the term net neutrality in connection with their efforts to persuade Congress and regulators to adopt rules that could limit the ability of broadband Internet access providers to effectively manage or operate their broadband networks.

In December 2010, the FCC adopted open Internet or net neutrality regulations pursuant to its authority under Title I of the Communications Act imposing net neutrality obligations on broadband Internet access providers, including TWC. The rules, which became effective in November 2011, imposed transparency requirements on all broadband Internet access providers, prohibited all broadband Internet access providers from blocking access to lawful content, applications and services or non-harmful devices (the anti-blocking rules), and prohibited wireline broadband Internet access providers from unreasonably discriminating in transmitting lawful network traffic (the non-discrimination rules). The anti-blocking rules and the non-discrimination rules included exclusions for reasonable network management. In January 2014, the U.S. Court of Appeals for the D.C. Circuit vacated the anti-blocking rules and the non-discrimination rules, while finding that the FCC did have the statutory authority to implement some regulation of the Internet so long as its rules are consistent with Section 706 of the Communications Act and do not contravene other express statutory mandates. It is unclear whether and to what degree the FCC will pursue new net neutrality regulations or other regulation of broadband Internet access services. In addition, in light of the court s decision, Congress could seek to adopt statutory net neutrality legislation.

For further discussion of net neutrality and its impact on TWC, see the discussion in Risk Factors Net neutrality legislation or regulation could limit TWC s ability to operate its business profitably and to manage its broadband facilities efficiently.

Voice Services

TWC currently offers residential and business voice services using VoIP technology. The FCC has declined to classify VoIP services as regulated telecommunications services or Title I information services, but has afforded VoIP providers the flexibility to offer their services pursuant to either category. Traditional providers of circuit-switched telephone services and VoIP providers that offer their services as a telecommunications service generally are subject to more regulation than if the service were offered as a Title I information service. In February 2004, the FCC opened a broad-based rulemaking proceeding to consider whether to subject interconnected VoIP services to all the same regulations that apply to traditional voice services provided by incumbent telephone companies.

While that rulemaking remains pending, the FCC has extended a number of traditional telephone carrier regulations to all interconnected VoIP providers, including requiring them to: provide E911 capabilities as a standard feature to their subscribers; comply with the requirements of CALEA to assist law enforcement investigations in providing, after a lawful request, call content and call identification information; contribute to the Universal Service Fund (USF); pay regulatory fees; comply with subscriber privacy rules; provide access to their services to persons with disabilities; comply with service discontinuance requirements and local number portability (LNP) rules when subscribers change telephone providers, and report certain service outages. In addition, certain states have sought to impose state regulation on interconnected VoIP providers such as TWC.

TWC has begun to submit to state telephone regulation and to be classified as a telecommunications carrier in certain states in connection with TWC s provision of discounted Lifeline telephone services to low-income customers. In order to participate in the Lifeline program and receive reimbursement from the federal and, if applicable, state USFs, voice providers must be designated as Eligible Telecommunications Carriers. Therefore, in the states in which TWC has deployed Lifeline telephone services, TWC is regulated as a telecommunications carrier and is subject to Eligible Telecommunications Carrier requirements. This places additional operational, regulatory and administrative burdens on TWC s business and could expose TWC to additional regulatory risk in connection with its compliance with state and federal regulation.

In November 2011, in its proceeding considering comprehensive intercarrier compensation reform, including the appropriate compensation regime applicable to interconnected VoIP traffic over the public switched telephone network (PSTN), the FCC released an Order adopting rules providing greater clarity regarding the compensation rights and obligations of carriers that originate or terminate VoIP traffic, making clear that origination and termination charges may be imposed when an entity uses IP facilities to transmit traffic to or from a party s premises and establishing default rates for such traffic. At the same time, these rules reduced the amount of intercarrier compensation that providers such as TWC could collect from long-distance carriers terminating calls to customers. In addition, the FCC issued a Further Notice of Proposed Rulemaking seeking to adopt rules to govern IP-to-IP interconnection for voice services and indicating that carriers should negotiate such agreements in good faith during the pendency of such proceeding. In November 2012, AT&T filed a petition with the FCC asking it to commence a proceeding to address the transition of the circuit-switched PSTN to an all IP network, including IP interconnection. The FCC sought comment on this petition as well as a related petition filed in November 2012 by representatives of some small incumbent telephone companies (RLECs) seeking USF funding for IP interconnection. It is unclear whether and when the FCC or Congress will adopt further rules relating to IP interconnection or other regulation for IP voice services and how such rules would affect TWC s interconnected VoIP service.

Commercial Networking and Transport Services

Entities providing point-to-point and other transport services generally are subject to various kinds of regulation. In particular, in connection with intrastate transport services, state regulatory authorities require such providers to obtain and maintain certificates of public convenience and necessity and to file tariffs setting forth the service s rates, terms and conditions and to have just, reasonable and non-discriminatory rates, terms and conditions. Interstate transport services are governed by similar federal regulations. In addition, providers generally may not transfer assets or ownership without receiving approval from or providing notice to state and federal authorities. Finally, providers of point-to-point and similar transport services are required to contribute to various state and federal regulatory funds, including state universal funds and the USF.

Privacy and Security Regulation

Federal, state and local laws, regulations and ordinances impose requirements on how the Company handles personally identifiable and other information relating to consumers. Certain of these requirements are industry specific and regulate TWC because it is a cable operator, a telecommunications provider and the operator of websites and mobile applications. Other requirements apply generally to all companies that hold consumer data or market to consumers using email or the telephone, including state data breach notification statutes. These notification laws generally require that a business give notice to its customers whose financial information has been disclosed because of a security breach. In addition, the Federal Trade Commission (the FTC) applies the identity theft red flag rules under the Fair and Accurate Credit Transactions Act of 2003, which are designed to detect the warnings signs of identity theft. In 2013, the SEC and the Commodity Futures Trading Commission jointly adopted similar identity theft red flag rules. TWC has a compliance program as required under these rules. Legislation also has been introduced in Congress that would impose new cybersecurity requirements on some critical networks and operations, but the scope of such requirements, if adopted, has not yet been defined.

TWC is also subject to state and federal do not call laws restricting telemarketing and state and federal laws restricting unsolicited commercial emails. Additional and more restrictive requirements may be imposed if and to the extent that state or local authorities establish their own privacy or security standards or if Congress enacts new privacy or security legislation.

Environmental Regulation

TWC s business operations are subject to environmental laws and regulations, including regulations governing the use, storage, disposal of, and exposure to, hazardous materials, the release of pollutants into the environment and the remediation of contamination. TWC is currently subject to an investigation by the California Attorney General and the Alameda County, California District Attorney regarding whether certain of TWC s waste disposal policies, procedures and practices are in violation of the California Business and Professions Code and the California Health and Safety

Code. For additional information about this investigation, see Note 16 to the accompanying consolidated financial statements. As a result of the increasing public awareness concerning the importance of environmental regulations, these regulations have become more stringent over time, and pending or proposed regulations, such as regulations addressing climate change concerns, including greenhouse gas emission limits or cap and trade programs, could impact TWC s operations and costs.

Other Federal Regulatory Requirements

Federal law also includes numerous other requirements applicable to some extent to one or more of TWC s services. These provisions apply to customer service, use of credit reports, marketing practices, equal employment opportunity, technical standards and equipment compatibility, antenna structure notification, marking, lighting, emergency alert system requirements, disability access, loudness of commercial advertisements and the collection of annual regulatory fees, which are calculated based on the number of subscribers served, the types of FCC licenses held and certain interstate revenue thresholds. The FCC also actively regulates other aspects of TWC s video services, including the mandatory blackout of syndicated, network and sports programming; customer service standards; political advertising; indecent or obscene programming; Emergency Alert System requirements for analog and digital services; closed captioning and video description requirements for the hearing impaired; commercial restrictions on children s programming; recordkeeping and public file access requirements; and technical rules relating to operation of the cable network.

In addition, TWC s video, Internet access and voice services are subject to a number of requirements related to ensuring that the services are accessible to individuals with disabilities. Among other things, TWC s voice services and email service must be accessible to and usable by persons with disabilities. TWC also is required to include closed captioning on certain video programming delivered to its customers and pass through video description information on certain of its video services. In October 2013, pursuant to the Twenty-First Century Communications and Video Accessibility Act of 2010 (the CVAA), the FCC adopted rules mandating audible accessibility of on-screen text menus and guides on cable set-top boxes and requiring closed captioning to be more easily activated on those devices.

TWC is unable to predict how these various regulations might be amended in the future and whether and how any such changes might affect its business. In addition, while TWC believes that it is in substantial compliance with FCC and state regulations, it is occasionally subject to enforcement actions at the FCC, which can result in the payment of fines or the imposition of other agency sanctions.

TWE-A/N Partnership

Time Warner Entertainment-Advance/Newhouse Partnership (TWE-A/N) is a partnership that was formed in 1995 between Time Warner Entertainment Company, L.P. (TWE), a former subsidiary of TWC, and Advance/Newhouse Partnership (A/N), a partnership owned by 100% owned subsidiaries of Advance Publications and Newhouse Broadcasting Corporation. In connection with a TWC internal reorganization in September 2012, among other things, TWCE acquired TWE s and Time Warner NY Cable LLC s (TW NY Cable) general and preferred partnership interests in TWE-A/N. The general partnership interests in TWE-A/N are held by TWCE (the TW Partner) and A/N. The TW Partner also holds preferred partnership interests.

2002 restructuring of TWE-A/N. TWE-A/N was restructured in 2002. As a result of this restructuring, cable systems and their related assets and liabilities serving approximately 2.1 million video subscribers as of December 31, 2002 located primarily in Florida (the A/N Systems) were transferred to a 100% owned subsidiary of TWE-A/N (the A/N Subsidiary). As part of the restructuring, effective August 1, 2002, A/N s interest in TWE-A/N was converted into an interest that tracks the economic performance of the A/N Systems, while the TW Partner retains the economic interests and associated liabilities in the remaining TWE-A/N cable systems. TWE-A/N s financial results, other than the results of the A/N Systems, are consolidated with TWC s.

Management and operations of TWE-A/N. Subject to certain limited exceptions, TWCE is the managing partner, with exclusive management rights of TWE-A/N, other than with respect to the A/N Systems. Also, subject to certain limited exceptions, A/N has authority for the supervision of the day-to-day operations of the A/N Subsidiary and the A/N Systems. In connection with the 2002 restructuring, TWE entered into a services agreement with A/N and the A/N Subsidiary under which TWE agreed to exercise various management functions, including oversight of programming and various engineering-related matters. TWE and A/N also agreed to periodically discuss cooperation with respect to new product development. Following the September 30, 2012 internal reorganization, TWCE performs these functions pursuant to the services agreement. TWC receives a fee for providing the A/N Subsidiary with high-speed data services and the management functions noted above. These arrangements may be terminated by either party on 12 months notice.

Restrictions on transfer TW Partner. The TW Partner is generally permitted to directly or indirectly dispose of its entire partnership interest at any time to a 100% owned affiliate of TWCE. In addition, the TW Partner is also permitted to transfer its partnership interests through a pledge to secure a loan, or a liquidation of TWCE in which TWC, or its affiliates, receives a majority of the interests of TWE-A/N held by the TW Partner. TWCE is allowed to issue additional partnership interests in TWCE so long as TWC continues to own, directly or indirectly, either 35% or 43.75% of the residual equity capital of TWCE, depending on when the issuance occurs.

Restrictions on transfer A/N Partner. A/N is generally permitted to directly or indirectly transfer its entire partnership interest at any time to certain members of the Newhouse family or specified affiliates of A/N. A/N is also permitted to dispose of its partnership interest through a pledge to secure a loan and in connection with specified restructurings of A/N.

Restructuring and termination rights of the partners. TWCE and A/N each has the right to cause TWE-A/N to be restructured at any time. Upon a restructuring, TWE-A/N is required to distribute the A/N Subsidiary with all of the A/N Systems to A/N in complete redemption of A/N s interests in TWE-A/N, and A/N is required to assume all liabilities of the A/N Subsidiary and the A/N Systems. To date, neither TWCE nor A/N has delivered notice of the intent to cause a restructuring of TWE-A/N.

TWCE s regular right of first offer. Subject to exceptions, A/N and its affiliates are obligated to grant TWCE a right of first offer prior to any sale of assets of the A/N Systems to a third party.

TWCE s special right of first offer. Within a specified time period following the first, seventh, thirteenth and nineteenth anniversaries of the deaths of two specified members of the Newhouse family (whose deaths have not yet occurred), A/N has the right to deliver notice to TWCE stating that it wishes to transfer some or all of the assets of the A/N Systems, thereby granting TWCE the right of first offer to purchase the specified assets. Following delivery of this notice, an appraiser will determine the value of the assets proposed to be transferred. Once the value of the assets has been determined, A/N has the right to terminate its offer to sell the specified assets. If A/N does not terminate its offer, TWCE will have the right to purchase the specified assets at a price equal to the value of the specified assets determined by the appraiser. If TWCE does not exercise its right to purchase the specified assets, A/N has the right to sell the specified assets to an unrelated third party within 180 days on substantially the same terms as were available to TWCE.

Item 1A. *Risk Factors.*

TWC faces a wide range of competition, and its business and financial results could be adversely affected if it does not compete effectively.

TWC faces significant competition, and the rapid development of new technologies, services and products has led to the entry of many new competitors, further intensifying the competitive environment. Any inability to compete effectively could have an adverse effect on TWC s financial and operating results and return on capital expenditures due to possible increases in the cost of gaining and retaining subscribers and lower per subscriber revenue, could slow or cause a decline in TWC s growth rates, and reduce TWC s revenue. As TWC expands and introduces new and enhanced services, TWC may be subject to competition from other providers of those services. TWC cannot predict the extent to which this competition will affect its future business and financial results or return on capital expenditures.

Future advances in technology, as well as changes in the marketplace, in the economy and in the regulatory and legislative environments, may result in changes to the competitive landscape. For additional information regarding the competition faced by TWC, see Business Competition and Regulatory Matters.

TWC faces risks relating to competition for the leisure time and discretionary spending of audiences, which has intensified in part due to advances in technology and changes in consumer expectations and behavior.

In addition to the various competitive factors discussed above, TWC s business is subject to risks relating to increasing competition for the leisure time and discretionary spending of consumers. TWC s business competes with all other sources of entertainment and information delivery. Technological advancements, such as new video formats and Internet streaming and downloading of programming that can be viewed on televisions, computers and mobile devices, many of which have been beneficial to TWC s business, have nonetheless increased the number of entertainment and information delivery choices available to consumers and intensified the challenges posed by audience fragmentation. The increasing number of choices available to audiences, including low-cost or free choices, could negatively impact not only consumer demand for TWC s products and services, but also advertisers willingness to purchase advertising from TWC. TWC s failure to effectively anticipate or adapt to new technologies and changes in consumer expectations and behavior could significantly adversely affect TWC s competitive position and its business and results of operations.

A prolonged economic downturn, especially a continued downturn in the housing market, may negatively impact TWC s ability to attract new subscribers and generate increased revenue.

The U.S. economy is experiencing an uneven recovery following a protracted slowdown, and the future economic environment may continue to be challenging. A continuation or further weakening of these economic conditions could lead to further reductions in consumer demand for the Company s services, especially services for which additional charges are imposed and to a continued increase in the number of homes that replace their video service with Internet-delivered and/or over-air content, which would negatively impact TWC s ability to attract customers, increase rates and maintain or increase revenue. In addition, providing video services is an established and highly penetrated business. TWC s ability to gain new video subscribers is dependent to a large extent on growth in occupied housing in TWC s service areas, which is influenced by both national and local economic conditions. In the absence of renewed growth in the number of occupied homes in TWC s operating areas, TWC s ability to gain new video subscribers may be negatively impacted. Weak economic conditions may also have a negative impact on the Company s advertising revenue.

TWC s business is characterized by rapid technological change, and if TWC does not adapt to technological changes and respond appropriately to changes in consumer demand, its competitive position may be harmed.

TWC operates in a highly competitive, consumer-driven and rapidly changing environment. Its success is, to a large extent, dependent on its ability to acquire, develop, adopt, upgrade and exploit new and existing technologies to address consumers changing demands and distinguish its services from those of its competitors. TWC may not be able to accurately predict technological trends or the success of new products and services. If TWC chooses technologies or equipment that are less effective, cost-efficient or attractive to its customers than those chosen by its competitors, or if TWC offers services that fail to appeal to consumers, are not available at competitive prices or that do not function as expected, TWC s competitive position could deteriorate, and TWC s business and financial results could suffer.

The ability of some of TWC s competitors to introduce new technologies, products and services more quickly than TWC may adversely affect TWC s competitive position. Furthermore, advances in technology, decreases in the cost of existing technologies or changes in competitors product and service offerings may require TWC in the future to make additional research and development expenditures or to offer at no additional charge or at a lower price certain products and services TWC currently offers to customers separately or at a premium. In addition, the uncertainty of the Company s ability and the costs to obtain intellectual property rights from third parties could impact TWC s ability to respond to technological advances in a timely and effective manner.

TWC relies on network and information systems and other technology, and a disruption or failure of such networks, systems or technology as a result of computer viruses, cyber attacks, misappropriation of data or other malfeasance, as well as outages, natural disasters (including extreme weather), terrorist attacks, accidental releases of information or similar events, may disrupt TWC s business.

Network and information systems and other technologies are critical to TWC s operating activities, both to its internal uses and in supplying services to customers. Network or information system shutdowns or other service disruptions caused by events such as computer hacking, dissemination of computer viruses, worms and other destructive or disruptive software, cyber attacks, process breakdowns, denial of service attacks and other malicious activity pose increasing risks. Both unsuccessful and successful cyber attacks on companies have continued to increase in frequency, scope and potential harm in recent years and, because the techniques used in such attacks have become more sophisticated and change frequently, TWC may be unable to anticipate these techniques or implement adequate preventative measures. While from time to time attempts are made to access TWC s network, these attempts have not as yet resulted in any material release of information, degradation or disruption to the Company s network and information systems.

TWC s network and information systems are also vulnerable to damage or interruption from power outages, natural disasters (including extreme weather arising from short-term weather patterns or any long-term changes), terrorist attacks and similar events. Any of these events could have an adverse impact on TWC and its customers, including degradation of service, service disruption, excessive call volume to call centers and damage to TWC s plant, equipment, data and reputation. Such an event also could result in large expenditures necessary to repair or replace such networks or information systems or to protect them from similar events in the future. Further, the impacts associated with extreme weather or any long-term changes, such as rising sea levels or increased and intensified storm activity, may cause increased business interruptions or may require the relocation of some of TWC s facilities.

Significant incidents could result in a disruption of TWC s operations, customer dissatisfaction or a loss of customers or revenue.

Furthermore, TWC s operating activities could be subject to risks caused by misappropriation, misuse, leakage, falsification or accidental release or loss of information maintained in the information technology systems and networks of TWC and third-party vendors, including customer, personnel and vendor data. TWC provides certain confidential, proprietary and personal information to third parties in connection with its business, and there is a risk that this information may be compromised.

As a result of the increasing awareness concerning the importance of safeguarding personal information, the potential misuse of such information and legislation that has been adopted or is being considered regarding the protection, privacy and security of personal information, information-related risks are increasing, particularly for businesses like TWC s that handle a large amount of personal customer data. TWC could be exposed to significant costs if such risks were to materialize, and such events could damage the reputation and credibility of TWC and its business and have a negative impact on its revenue. TWC could be subject to regulatory actions and claims made by consumers in private litigations involving privacy issues related to consumer data collection and use practices. TWC also could be required to expend significant capital and other resources to remedy any such security breach.

TWC s business may be adversely affected if TWC cannot continue to license or enforce the intellectual property rights on which its business depends.

TWC relies on patent, copyright, trademark and trade secret laws and licenses and other agreements with its employees, customers, suppliers and other parties to establish and maintain its intellectual property rights in technology and the products and services used in TWC s operations. Also, because of the rapid pace of technological change, TWC both develops its own technologies, products and services and relies on technologies developed or licensed by third parties. However, any of TWC s intellectual property rights could be challenged or invalidated, or such intellectual property rights may not be sufficient to permit TWC to take advantage of current industry trends or otherwise to provide competitive advantages, which could result in costly redesign efforts, discontinuance of certain product or service offerings or other competitive harm. TWC may not be able to obtain or continue to obtain licenses from these third parties on reasonable terms, if at all. In addition, claims of intellectual property infringement could require TWC to enter into royalty or licensing agreements on unfavorable terms, incur substantial monetary liability or be enjoined preliminarily or permanently from further use of the intellectual property in question, which could require TWC to change its business practices or offerings and limit its ability to compete effectively. Even unsuccessful claims can be time-consuming and costly to defend and may divert management s attention and resources away from TWC s businesses. In recent years, the number of intellectual property infringement claims has been increasing in the communications and entertainment industries, and, with increasing frequency, TWC is party to litigation alleging that certain of its services or technologies infringe the intellectual property rights of others.

Adverse changes in the credit markets could increase TWC s borrowing costs and the availability of financing.

As of December 31, 2013, TWC had net debt of $24.527 billion. Adverse changes in the public credit markets, including increases in interest rates, could increase TWC s cost of borrowing and make it more difficult for TWC to obtain financing. In addition, TWC s borrowing costs may be affected by debt ratings assigned by independent ratings agencies that are based, in significant part, on TWC s leverage and its performance as measured by customary credit metrics. A decrease in these ratings would likely increase TWC s cost of borrowing and make it more difficult for TWC to obtain financing.

The accounting treatment of goodwill and other identified intangibles could result in future asset impairments, which would be recorded as operating losses.

Authoritative guidance issued by the Financial Accounting Standards Board (FASB) requires that goodwill and other intangible assets deemed to have indefinite useful lives, such as cable franchise rights, cease to be amortized. The guidance requires that goodwill and certain intangible assets be tested annually for impairment or upon the occurrence of a triggering event. Under the accounting rules, the Company may elect to perform a qualitative assessment to determine if an impairment is more likely than not to have occurred. If an impairment is more likely than not to have occurred, a quantitative assessment is required. If the quantitative assessment determines that the carrying value of goodwill or a certain intangible asset exceeds its estimated fair value, an impairment charge is recognized in an amount equal to that excess. Any such impairment is required to be recorded as a noncash operating loss.

TWC s 2013 annual impairment analysis, which was a qualitative assessment performed as of July 1, 2013, did not result in any goodwill or cable franchise rights impairment charges. However, it is possible that impairment charges may be recorded in the future to reflect potential declines in fair value. See Management s Discussion and Analysis of Results of Operations and Financial Condition Critical Accounting Policies and Estimates Fair Value Estimates Indefinite-lived Intangible Assets and Goodwill.

Increases in programming and retransmission costs or the inability to obtain popular programming could adversely affect TWC s operations and financial results.

Video programming and retransmission costs represent a major component of TWC s expenses. These costs are expected to continue to increase as the cost of obtaining desirable programming continues to increase. TWC s video programming costs as a percentage of video revenue have increased over recent years and will continue to increase over the next coming years as cable programming and broadcast station retransmission consent cost increases outpace growth in video revenue. If TWC is unable to raise customers rates or offset such programming and retransmission costs through the sale of additional services, the increasing cost could have an adverse impact on TWC s financial results.

Furthermore, as TWC s contracts with content providers expire, there can be no assurance that they will be renewed on acceptable terms or that they will be renewed at all. TWC s failure to carry programming that is attractive to its subscribers could adversely impact TWC s subscriber levels, operations and financial results. In addition, if TWC s high-speed data subscribers are unable to access desirable content online because content providers block or limit access by TWC subscribers as a class, TWC s ability to gain and retain subscribers, especially high-speed data subscribers, may be negatively impacted.

TWC s business may be adversely affected if it fails to reach distribution agreements providing for carriage of the Company s RSNs or if such agreements are on unfavorable terms.

TWC has entered into long-term contracts for certain sports programming rights, including a media rights agreement with the Los Angeles Lakers and a services agreement with American Media Productions, which owns SportsNet LA, an RSN that will carry the Los Angeles Dodgers baseball games and other sports programming beginning with the 2014 baseball season. There can be no assurance that TWC will be successful in reaching agreements with other MVPDs to distribute sports programming for which TWC has distribution rights or responsibility for affiliate sales services or, if agreements are reached, that revenue from such agreements will exceed or sufficiently offset TWC s payments under the rights or services agreements, as well as the other costs TWC incurs in producing and distributing the programming pursuant to the terms of these agreements.

TWC may not be able to obtain necessary hardware, software and operational support.

TWC depends on a limited number of third-party suppliers and licensors to supply some of the hardware, software and operational support necessary to provide some of TWC s services. Some of these vendors represent TWC s sole source of supply or have, either through contract or as a result of intellectual property rights, a position of some exclusivity. If any of these parties breaches or terminates its agreement with TWC or otherwise fails to perform its obligations in a timely manner, demand exceeds these vendors capacity, they experience operating or financial difficulties, they significantly increase the amount TWC pays for necessary products or services, or they cease production of any necessary product due to lack of demand, profitability, a change in their ownership or otherwise, TWC s ability to provide some services may be materially adversely affected. Any of these events could materially and adversely affect TWC s ability to retain and attract subscribers and have a material negative impact on TWC s operations, business, financial results and financial condition.

The Company may fail to complete the proposed merger with and into Comcast and, even if the merger is successfully completed, the anticipated benefits to the Company s stockholders may not be realized.

On February 12, 2014, the Company entered into an Agreement and Plan of Merger with Comcast, whereby the Company agreed to merge with and into a 100% owned subsidiary of Comcast. The Company and Comcast are subject to certain antitrust, competition and communications laws, and the proposed merger will be subject to review and approval, including an order by the Federal Communications Commission and approval under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. The proposed merger is subject to approval by the stockholders of each of the Company and Comcast and other customary closing conditions. The Company or Comcast may, however, be unable to obtain the necessary approvals or otherwise satisfy the conditions required to complete the transaction on a timely basis or at all. The conditions to the proposed merger could prevent or delay the completion of the transaction. Furthermore, there can be no assurance that the anticipated benefits to the Company s stockholders will be realized in the event that the proposed merger is successfully completed.

The Company is subject to certain purported class action stockholder litigations relating to the proposed merger with Comcast, which could have an adverse effect on the Company s business, financial condition and operating

results.

The Company, its directors and certain of its current and former officers are subject to certain purported class action stockholder litigations relating to the proposed merger with Comcast and additional litigations may be filed. While the Company intends to vigorously defend against any such claims, the costs of the defense of such lawsuits and other effects of such litigation could have an adverse effect on the Company s business, financial condition and operating results.

TWC s business is subject to extensive governmental regulation, which could adversely affect its operations.

TWC s video and voice services are subject to extensive regulation at the federal, state and local levels. In addition, the federal government has extended regulation to high-speed data services. TWC is also subject to regulation of its video services relating to rates, equipment, technologies, programming, levels and types of services, taxes and other charges. Modification to existing regulations or the imposition of new regulations could have an adverse impact on TWC s services. TWC expects that legislative enactments, court actions and regulatory proceedings will continue to clarify and, in some cases, change the rights of cable companies and other entities providing video, high-speed data and voice services under the Communications Act and other laws, possibly in ways that TWC has not foreseen. The results of these legislative, judicial and administrative actions may materially affect TWC s business operations.

Changes in broadcast carriage regulations could impose significant additional costs on TWC.

Although TWC would likely choose to carry the majority of primary feeds of full power stations voluntarily, so-called must carry rules require TWC to carry some local broadcast television signals on some of its cable systems that it might not otherwise carry. If the FCC seeks to revise or expand the must carry rules, such as to require carriage of multicast streams, TWC would be forced to carry video programming that it would not otherwise carry and potentially drop other, more popular programming in order to free capacity for the required programming, which could make TWC less competitive. Moreover, if the FCC adopts rules that are not competitively neutral, cable operators could be placed at a disadvantage versus other multi-channel video providers.

Under the program carriage rules, TWC could be compelled to carry programming services that it would not otherwise carry.

The Communications Act and the FCC s program carriage rules restrict cable operators and MVPDs from unreasonably restraining the ability of an unaffiliated programming vendor to compete fairly by discriminating against the programming vendor on the basis of its non-affiliation in the selection, terms or conditions for carriage. In August 2011, the FCC issued a program carriage order and further notice of proposed rulemaking, which TWC and the NCTA appealed to the U.S. Court of Appeals for the Second Circuit. In September 2013, the court vacated the FCC s temporary standstill rules, finding that they were promulgated in violation of the Administrative Procedure Act of 1946. However, the court rejected TWC s argument that the program carriage regime violated the First Amendment. Under a successful program carriage complaint, TWC might be compelled to carry programming services it would not otherwise carry and/or to do so on economic and other terms that it would not accept absent such compulsion. See Business Regulatory Matters Video Services Program carriage. Compelled government carriage could reduce TWC s ability to carry other, more desirable programming and non-video services, decrease its ability to manage its bandwidth efficiently and increase TWC s costs, adversely affecting TWC s competitive position.

Net neutrality legislation or regulation could limit TWC s ability to operate its business profitably and to manage its broadband facilities efficiently.

The rising popularity of bandwidth-intensive Internet-based services has increased the demand for and usage of TWC s high-speed data service. In order to continue to provide quality high-speed data service at attractive prices and to offer new services, TWC needs the continued flexibility to develop and refine business models that respond to changing consumer uses and demands, to manage bandwidth usage efficiently and to continue to invest in its systems. TWC s ability to do these things could be restricted by legislative or regulatory efforts to impose so-called net-neutrality requirements on cable operators.

In January 2014, the U.S. Court of Appeals for the D.C. Circuit vacated the FCC s anti-blocking and non-discrimination rules under its Open Internet Order, which had been effective since November 2011, while also finding that the FCC has the statutory authority to impose such rules so long as they do not contravene other express statutory mandates. It is unclear whether and to what degree the FCC will pursue new net neutrality regulations or other regulation of broadband Internet access services. In addition, in light of the court s decision, Congress could seek to adopt legislation banning the blocking of Internet traffic and/or imposing non-discrimination requirements on broadband Internet access providers, such as TWC. Such regulation or legislation could adversely impact TWC s ability to operate its high-speed data network profitably and to undertake the upgrades and put into operation management practices that may be needed to continue to provide high quality high-speed data services and new services and could negatively impact TWC s ability to compete effectively. See Business Regulatory Matters High-speed Internet Access Services Net neutrality regulations.

Rate regulation could materially adversely impact TWC s operations, business, financial results or financial condition.

Under current FCC regulations, rates for BST video service and associated equipment are permitted to be regulated. In approximately 78% of the communities it serves, TWC is not subject to BST video rate regulation, either because the local franchising authority has not asked the FCC for permission to regulate rates or because the FCC has found that there is effective competition. Also, there is currently no federal rate regulation for TWC s other services, including high-speed data and voice services. It is possible, however, that the FCC or Congress will adopt more extensive rate regulation for TWC s video services or regulate the rates of other services, such as high-speed data and voice services, which could impede

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TWC s ability to raise rates, or require rate reductions, and therefore could cause TWC s business, financial results or financial condition to suffer.

TWC may encounter substantially increased pole attachment costs.

Under federal law, TWC has the right to attach cables carrying video and other services to telephone and similar poles of investor-owned utilities at regulated rates. However, because these cables may carry services other than video services, such as high-speed data services or new forms of voice services, some utility pole owners have sought to impose the telecommunications rate on TWC when it carries services other than video services over its attachments. In June 2011, the FCC adopted a pole attachment rate formula that reduced the rates for telecommunications service pole attachments to levels that are at or near the rates for cable service attachments, although utility companies are able to rebut certain presumptions in the new formula, resulting in telecommunications service rates that are higher than the cable rate. Moreover, the appropriate method for calculating pole attachment rates for cable operators that provide VoIP services remains unclear. The FCC recently sought comment on a petition regarding the legal classification of VoIP services for purposes of assessing pole attachment rates.

Some of the poles TWC uses are exempt from federal regulation because they are owned by utility cooperatives and municipal entities. These entities may not renew TWC s existing agreements when they expire, and they may require TWC to pay substantially increased fees. A number of these entities are currently seeking to impose substantial rate increases. Any increase in TWC s pole attachment rates or inability to secure continued pole attachment agreements with these cooperatives or municipal utilities on commercially reasonable terms could cause TWC s business, financial results or financial condition to suffer.

The IRS (as defined below) and state and local tax authorities may challenge the tax characterizations of the Adelphia Acquisition, the Redemptions and the Exchange (each as defined below), or TWC s related valuations, and any successful challenge by the IRS or state or local tax authorities could materially adversely affect TWC s tax profile, significantly increase TWC s future cash tax payments and significantly reduce TWC s future earnings and cash flow.

The 2006 acquisition by TW NY Cable Holding Inc. (TW NY Cable) and Comcast of assets comprising in aggregate substantially all of the cable assets of Adelphia Communications Corporation (the Adelphia Acquisition) was designed to be a fully taxable asset sale, the redemption by TWC of Comcast s interests in TWC (the TWC Redemption) was designed to qualify as a tax-free split-off under section 355 of the Internal Revenue Code of 1986, as amended (the Tax Code), the redemption by TWE of Comcast s interests in TWE (the TWE Redemption and collectively with the TWC Redemption, the Redemptions) was designed as a redemption of Comcast s partnership interest in TWE, and the exchange between TW NY Cable and Comcast immediately after the Adelphia Acquisition (the Exchange) was designed as an exchange of designated cable systems. There can be no assurance, however, that the Internal Revenue Service (the IRS) or state or local tax authorities (collectively with the IRS, the Tax Authorities) will not challenge one or more of such characterizations or TWC s related valuations. Such a successful challenge by the Tax Authorities could materially adversely affect TWC s tax profile (including TWC s ability to recognize the intended tax benefits from these transactions), significantly increase TWC s future cash tax payments and significantly reduce TWC s future earnings and cash flow. The tax consequences of the Adelphia Acquisition, the Redemptions and the Exchange are complex and, in many cases, subject to significant uncertainties, including, but not limited to, uncertainties regarding the application of federal, state and local income tax laws to various transactions and events contemplated therein and regarding matters relating to valuation.

If the Separation Transactions (as defined below), including the Distribution (as defined below), do not qualify as tax-free, either as a result of actions taken or not taken by TWC or as a result of the failure of certain

representations by TWC to be true, TWC has agreed to indemnify Time Warner Inc. for its taxes resulting from such disqualification, which would be significant.

As part of TWC s separation from Time Warner Inc. (Time Warner) in March 2009 (the Separation), Time Warner received a private letter ruling from the IRS and Time Warner and TWC received opinions of tax counsel confirming that the transactions undertaken in connection with the Separation, including the transfer by a subsidiary of Time Warner of its 12.43% non-voting common stock interest in TW NY Cable Holding Inc. to TWC in exchange for 80 million newly issued shares of TWC s Class A common stock, TWC s payment of a special cash dividend to holders of TWC s outstanding Class A and Class B common stock, the conversion of each share of TWC s outstanding Class A and Class B common stock into one share of TWC common stock, and the pro-rata dividend of all shares of TWC common stock held by Time Warner to holders of record of Time Warner s common stock (the Distribution and, together with all of the transactions, the Separation Transactions), should generally qualify as tax-free to Time Warner and its stockholders for U.S. federal income tax purposes. The ruling and opinions rely on certain facts, assumptions, representations and undertakings from Time Warner and TWC regarding the past and future conduct of the companies businesses and other matters. If any of these facts, assumptions, representations or undertakings are incorrect or not otherwise satisfied, Time Warner and its stockholders may not be able to rely on the ruling or the opinions and could be subject to significant tax liabilities. Notwithstanding the private letter ruling and opinions, the IRS could determine on audit that the Separation Transactions should be treated as taxable transactions if it determines that any of these facts, assumptions, representations or undertakings are not correct or have been violated, or for other reasons, including as a result of significant changes in the stock ownership of Time Warner or TWC after the Distribution.

Under the tax sharing agreement among Time Warner and TWC, TWC generally would be required to indemnify Time Warner against its taxes resulting from the failure of any of the Separation Transactions to qualify as tax-free as a result of (i) certain actions or failures to act by TWC or (ii) the failure of certain representations made by TWC to be true. In addition, even if TWC bears no contractual responsibility for taxes related to a failure of the Separation Transactions to qualify for their intended tax treatment, Treasury regulation section 1.1502-6 imposes on TWC several liability for all Time Warner federal income tax obligations relating to the period during which TWC was a member of the Time Warner federal consolidated tax group, including the date of the Separation Transactions. Similar provisions may apply under foreign, state or local law. Absent TWC causing the Separation Transactions to not qualify as tax-free, Time Warner has indemnified TWC against such several liability arising from a failure of the Separation Transactions to qualify for their intended tax treatment.

Tax legislation and administrative initiatives or challenges to the Company s tax positions could adversely affect the Company s results of operations and financial condition.

TWC operates in locations throughout the U.S. and, as a result, it is subject to the tax laws and regulations of the U.S. federal, state and local governments. From time to time, various legislative and/or administrative initiatives may be proposed that could adversely affect the Company s tax positions. There can be no assurance that the Company s effective tax rate or tax payments will not be adversely affected by these initiatives. As a result of state and local budget shortfalls due primarily to the economic environment as well as other considerations, certain states and localities have imposed or are considering imposing new or additional taxes or fees on TWC s services or changing the methodologies or base on which certain fees and taxes are computed. Such potential changes include additional taxes or fees on TWC s services that could impact its customers, combined reporting and other changes to general business taxes, central/unit-level assessment of property taxes and other matters that could increase TWC s income, franchise, sales, use and/or property tax liabilities. In addition, U.S. federal, state and local tax laws and regulations are extremely complex and subject to varying interpretations. There can be no assurance that TWC s tax positions will not be challenged by relevant tax authorities or that TWC would be successful in any such challenge.

Applicable law is subject to change.

The exact requirements of applicable law are not always clear, and the rules affecting TWC s businesses are always subject to change. For example, the FCC may interpret its rules and regulations in enforcement proceedings in a manner that is inconsistent with the judgments TWC has made. Likewise, regulators and legislators at all levels of government may sometimes change existing rules or establish new rules governing topics such as privacy and information security or environmental protection, including regulations in response to concerns about climate change, among others. In addition, Congress considers new legislative requirements for cable operators virtually every year, and there is always a risk that such proposals will ultimately be enacted. Federal, state or local governments and/or tax authorities may change tax laws, regulations or administrative practices that could negatively impact TWC s operating results and financial condition. See Business Regulatory Matters.

Item 1B. ***Unresolved Staff Comments*****.**

Not applicable.

Item 2. ***Properties*****.**

TWC s principal physical assets consist of operating plant and equipment, including signal receiving, encoding and decoding devices, two national centers and distribution systems and equipment at or near subscribers homes for each of TWC s cable systems. The signal receiving apparatus typically includes a tower antenna, ancillary electronic equipment, earth stations for reception of satellite signals and terrestrial fiber interconnects. TWC s distribution system consists primarily of fiber optic and coaxial cables, lasers, routers, switches and related electronic equipment. TWC distributes video signals via the Company s video-specific infrastructure and increasingly over the Company s high-speed data infrastructure.

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TWC s cable plant and related equipment generally are either attached to utility poles under pole rental agreements with local public utilities or the distribution cable is buried in underground ducts or trenches. Customer premise equipment consists principally of set-top boxes and cable modems. The physical components of cable systems require periodic maintenance.

TWC s nationwide backbone consists of fiber owned by TWC or circuits leased from third-party vendors, and related equipment. TWC also operates data centers with equipment that is used to provide services, such as email, news and web services to TWC s high-speed data subscribers and to provide services to TWC s voice customers. In addition, TWC maintains a network operations center with equipment necessary to monitor and manage the status of TWC s high-speed data network.

As of December 31, 2013, TWC leased and owned real property housing national operations centers and data centers used in its high-speed data services business in Herndon, Virginia; Charlotte, North Carolina; Raleigh, North Carolina; Syracuse, New York; Austin, Texas; Kansas City, Missouri; Los Angeles, California; San Diego, California; New York, New York; Coudersport, Pennsylvania; Denver, Colorado and Columbus, Ohio, and TWC also leased and owned locations for its corporate offices in New York, New York and Charlotte, North Carolina as well as numerous business offices, warehouses and properties housing regional operations throughout the U.S. TWC s subsidiary, NaviSite, Inc., leases two locations for its corporate office in Andover, Massachusetts and leases offices and data centers in various cities in the U.S., an office and data centers in the United Kingdom and offices in India. TWC s signal reception sites, primarily antenna towers and headends, and microwave facilities are located on owned and leased parcels of land, and TWC owns or leases space on the towers on which certain of its equipment is located. TWC owns most of its service vehicles.

TWC believes that its properties, both owned and leased, taken as a whole, are in good operating condition and are suitable and adequate for its business operations.

Item 3. *Legal Proceedings*.

The legal proceedings information set forth under Commitments and Contingencies in Note 16 to the accompanying consolidated financial statements included in this Annual Report on Form 10-K is incorporated herein by reference.

Item 4. *Mine Safety Disclosures*.

Not applicable.

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EXECUTIVE OFFICERS OF THE COMPANY

Pursuant to General Instruction G(3) to Form 10-K, the information regarding the Company s executive officers required by Item 401(b) of Regulation S-K is hereby included in Part I of this report.

The following table sets forth the name of each executive officer of the Company, the office held by such officer and the age of such officer as of February 18, 2014.

Ellen M. East	52	Executive Vice President and Chief Communications Officer
Dinesh C. Jain	49	Chief Operating Officer
Marc Lawrence-Apfelbaum	58	Executive Vice President, General Counsel and Secretary
Gail G. MacKinnon	51	Executive Vice President and Chief Government Relations Officer
Robert D. Marcus	48	Chairman and Chief Executive Officer
Arthur T. Minson, Jr.	43	Executive Vice President and Chief Financial Officer
Peter C. Stern	42	Executive Vice President and Chief Strategy, People and Corporate Development Officer

Set forth below are the principal positions held during at least the last five years by each of the executive officers named above:

Ms. East	Ellen M. East has served as the Company s Executive Vice President and Chief Communications Officer since October 2007. Prior to that, she served as Vice President of Communications and Public Affairs at Cox Communications Inc., a provider of video, Internet and telephone services, from January 2000 having served in various other positions there from 1993.
Mr. Jain	Dinesh C. Jain has served as the Company s Chief Operating Officer since January 13, 2014. Mr. Jain has more than 20 years of experience in the U.S. and European cable and telecommunications industries. Most recently, Mr. Jain served as President and Chief Operating Officer of Insight Communications Company, Inc. (Insight), a cable company serving subscribers in Kentucky, Indiana and Ohio, from February 2006 until Insight s acquisition by the Company in February 2012. Prior to that, Mr. Jain served as Executive Vice President and Chief Operating Officer of Insight from October 2003 and Senior Vice President and Chief Financial Officer from 2002 to October 2003. From 1994 through 2002, he served in a number of roles in sales, marketing, customer service, strategy, corporate development and general management at NTL Incorporated, one of Europe s leading cable and telecommunications companies. He ultimately served as Deputy Managing Director of NTL s Consumer Division, overseeing customer and new business growth, as well as the quality of customer satisfaction.
Mr. Lawrence-Apfelbaum	Marc Lawrence-Apfelbaum has served as the Company s Executive Vice President, General Counsel and Secretary since January 2003. Prior to that,

	he served as Senior Vice President, General Counsel and Secretary of the Time Warner Cable division of Time Warner Inc. from 1996 and in other positions in the law department prior to that.
Ms. MacKinnon	Gail G. MacKinnon has served as the Company s Executive Vice President and Chief Government Relations Officer since August 2008. Prior to that, she served as Senior Vice President of Global Public Policy for Time Warner Inc. from January 2007. Prior to joining Time Warner Inc., Ms. MacKinnon served as Senior Vice President for Government Relations at the National Cable and Telecommunications Association, where she managed the cable industry s outreach to members of Congress and the Executive Branch from January 2006. Prior to that, she served as Vice President of Government Relations at Viacom Inc., an entertainment company, from May 2000 following Viacom Inc. s merger with CBS Corporation, a radio and television broadcasting company, where she served as Vice President, Federal Relations from 1997.

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Mr. Marcus	Robert D. Marcus has served as the Company s Chairman and Chief Executive Officer since January 1, 2014. Prior to that, Mr. Marcus served as President and Chief Operating Officer from December 2010. Mr. Marcus served as the Company s Senior Executive Vice President and Chief Financial Officer from January 2008 and as the Company s Senior Executive Vice President from August 2005. Mr. Marcus joined the Company from Time Warner Inc. where he had served as Senior Vice President, Mergers and Acquisitions from 2002 and as Vice President of Mergers and Acquisitions from 1998.
Mr. Minson	Arthur T. Minson, Jr. has served as the Company s Executive Vice President and Chief Financial Officer since May 2013. Prior to joining the Company, Mr. Minson served in a number of senior management roles, including Chief Operating Officer and Chief Financial and Administrative Officer at AOL Inc. (AOL), a mass media company, from 2009. From 2007 to 2009, Mr. Minson served as the Company s Executive Vice President and Deputy Chief Financial Officer, having served as Senior Vice President of Finance from 2006. Prior to that, Mr. Minson was Senior Vice President, Corporate Finance and Development at AOL, where he was responsible for financial planning and analysis, mergers and acquisitions and corporate financial administration. He has also held senior finance positions at AMC Networks (formerly Rainbow Media Holdings, Inc.) and Time Warner Inc. Mr. Minson began his career in the Audit Practice of Ernst & Young LLP, where he became a CPA.
Mr. Stern	Peter C. Stern has served as the Company s Executive Vice President and Chief Strategy, People and Corporate Development Officer since October 2012. Prior to that, he served as the Company s Executive Vice President and Chief Strategy Officer from March 2008, after serving as the Company s Executive Vice President of Product Management from 2005 and the Company s Senior Vice President of Strategic Planning from 2004. Mr. Stern joined the Company from Time Warner Inc. where he had served as Vice President of Strategic Initiatives from 2001.

PART II

Item 5. ***Market for Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.***

The principal market for the Company s common stock, par value $0.01 per share (the TWC Common Stock), is the New York Stock Exchange. For quarterly price and dividend information for TWC Common Stock for the two years ended December 31, 2013, see Quarterly Financial Information at page 118 herein, which information is incorporated herein by reference. There were approximately 27,000 holders of record of TWC Common Stock as of February 18, 2014.

The Company paid a cash dividend of $0.56 per share of TWC Common Stock in each quarter of 2012, which totaled $700 million during 2012, and paid a cash dividend of $0.65 per share of TWC Common Stock in each quarter of 2013, which totaled $758 million during 2013. On January 29, 2014, the Company s Board of Directors declared an increased quarterly cash dividend of $0.75 per share of TWC Common Stock, payable in cash on March 17, 2014 to stockholders of record at the close of business on February 28, 2014. TWC currently expects to pay comparable cash dividends in the future; however, changes in TWC s dividend program will depend on the Company s earnings, capital requirements, financial condition and other factors considered relevant by the Company s Board of Directors.

Issuer Purchases of Equity Securities

The following table provides information about the Company s purchases of equity securities registered by the Company pursuant to Section 12 of the Exchange Act during the quarter ended December 31, 2013.

	Total Number of Shares Purchased	Average Price Paid Per Share[(a)]	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs[(b)]	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs[(c)]
October 1, 2013 - October 31, 2013	1,171,035	$ 115.28	1,171,035	$ 3,478,775,242
November 1, 2013 - November 30, 2013	1,683,909	123.49	1,683,909	3,270,834,695
December 1, 2013 - December 31, 2013	2,554,800	133.02	2,554,800	2,931,005,085
Total	5,409,744	126.21	5,409,744	

(a) The calculation of the average price paid per share does not give effect to any fees, commissions and other costs associated with the repurchase of such shares.

(b) In the fourth quarter of 2010, the Company s Board of Directors authorized a stock repurchase program (the Stock Repurchase Program). On July 25, 2013, the Company s Board of Directors increased the remaining authorization under the Stock Repurchase Program, which was $775 million as of July 24, 2013, to an aggregate of up to $4.0 billion of TWC Common Stock effective July 25, 2013. As a result of the Company s entry into the merger agreement with Comcast, the Company suspended the Stock Repurchase Program on February 13, 2014. Purchases under the Stock Repurchase Program were made from time to time on the open market and in privately negotiated transactions. The size and timing of the Company s purchases were based on a number of factors, including business and market conditions, financial capacity and the TWC Common Stock price.

(c) This amount does not reflect the fees, commissions and other costs associated with the Stock Repurchase Program.

Item 6. ***Selected Financial Data.***

The selected financial information of TWC as of and for the five years ended December 31, 2013 is set forth at pages 116 through 117 herein and is incorporated herein by reference.

Item 7. ***Management s Discussion and Analysis of Financial Condition and Results of Operations.***

The information set forth under the caption Management s Discussion and Analysis of Results of Operations and Financial Condition at pages 31 through 58 herein is incorporated herein by reference.

Item 7A. ***Quantitative and Qualitative Disclosures About Market Risk.***

The information set forth under the caption Market Risk Management at pages 53 through 54 herein is incorporated herein by reference.

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Item 8. ***Financial Statements and Supplementary Data.***

The consolidated financial statements of TWC and the report of independent registered public accounting firm thereon set forth at pages 59 through 112 and 114 herein are incorporated herein by reference.

Quarterly Financial Information set forth at page 118 herein is incorporated herein by reference.

Item 9. ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.***

Not applicable.

Item 9A. ***Controls and Procedures.***

Evaluation of Disclosure Controls and Procedures

TWC, under the supervision and with the participation of its management, including the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of TWC s disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that TWC s disclosure controls and procedures are effective to ensure that information required to be disclosed in reports filed or submitted by TWC under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms and that information required to be disclosed by TWC is accumulated and communicated to TWC s management to allow timely decisions regarding the required disclosure.

Management s Report on Internal Control Over Financial Reporting

Management s report on internal control over financial reporting and the report of the independent registered public accounting firm thereon set forth at pages 113 and 115 herein are incorporated herein by reference.

Changes in Internal Control Over Financial Reporting

There have not been any changes in TWC s internal control over financial reporting during the quarter ended December 31, 2013 that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

Item 9B. ***Other Information.***

Not applicable.

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PART III

Items 10, 11, 12, 13 and 14. ***Directors, Executive Officers and Corporate Governance; Executive Compensation; Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters; Certain Relationships and Related Transactions, and Director Independence; Principal Accounting Fees and Services.***

Information called for by Items 10, 11, 12, 13 and 14 of Part III is incorporated by reference from the Company s definitive Proxy Statement to be filed in connection with its 2014 Annual Meeting of Stockholders pursuant to Regulation 14A, except that (i) the information regarding the Company s executive officers called for by Item 401(b) of Regulation S-K has been included in Part I of this Annual Report and (ii) the information regarding certain Company equity compensation plans called for by Item 201(d) of Regulation S-K is set forth below.

The Company has adopted a Code of Ethics for its Senior Executive and Senior Financial Officers. A copy of the Code is publicly available on the Company s website at *www.twc.com/investors*. Amendments to the Code or any grant of a waiver from a provision of the Code requiring disclosure under applicable SEC rules will also be disclosed on the Company s website.

Equity Compensation Plan Information

The following table summarizes information as of December 31, 2013, about the Company s outstanding equity compensation awards and shares of TWC Common Stock reserved for future issuance under the Company s equity compensation plans.

	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights[(b)] (i)	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights[(b)] (ii)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column (i))[(c)] (iii)
Equity compensation plans approved by security holders[(a)]	12,076,635	$ 70.58	12,235,572
Equity compensation plans not approved by security holders			
Total	12,076,635	$ 70.58	12,235,572

[a] Equity compensation plans approved by security holders covers the Time Warner Cable Inc. 2011 Stock Incentive Plan (the 2011 Plan) and the Time Warner Cable Inc. 2006 Stock Incentive Plan, which were approved by the Company s stockholders in May 2011 and May 2007, respectively. The 2011 Plan is currently the Company s only compensation plan pursuant to which the Company s equity is awarded.

[b] Column (i) includes 4,086,087 shares of TWC Common Stock underlying outstanding restricted stock units. Because there is no exercise price associated with restricted stock units, such equity awards are not included in the weighted-average exercise price calculation in column (ii).

[c] A total of 20,000,000 shares of TWC Common Stock have been authorized for issuance pursuant to the terms of the 2011 Plan. Any shares of TWC Common Stock issued in connection with stock options or stock appreciation rights are counted against the 2011 Plan available share reserve as one share for every share subject to an award. Any shares of TWC Common Stock subject to an award of restricted stock units or other full-value awards will be counted against the limit as one share for every one share subject to such award, up to a limit of 9,000,000 shares, above which such shares are deducted from the share authorization at a rate of 3.05 shares for each share subject to such a full value award.

Stock options granted under the 2011 Plan have exercise prices equal to the fair market value of TWC Common Stock at the date of grant. Generally, the stock options vest ratably over a four-year vesting period and expire ten years from the date of grant. Certain stock option awards provide for accelerated vesting upon the grantee s termination of employment after reaching a specified age and years of service.

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PART IV

Item 15. *Exhibits, Financial Statement Schedules.*

(a)(1)-(2) *Financial Statements and Schedules:*

(i) The list of consolidated financial statements set forth in the accompanying Index to Consolidated Financial Statements and Other Financial Information at page 30 herein is incorporated herein by reference. Such consolidated financial statements are filed as part of this Annual Report.

(ii) All financial statement schedules are omitted because the required information is not applicable, or because the information required is included in the consolidated financial statements and notes thereto.

(3) *Exhibits:*

The exhibits listed on the accompanying Exhibit Index are filed or incorporated by reference as part of this Annual Report and such Exhibit Index is incorporated herein by reference. Exhibits 10.16 through 10.56 listed on the accompanying Exhibit Index identify management contracts or compensatory plans or arrangements required to be filed as exhibits to this Annual Report, and such listing is incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TIME WARNER CABLE INC.

By: /s/ ROBERT D. MARCUS
Name: Robert D. Marcus

Title: Chairman and Chief Executive Officer

Dated: February 18, 2014

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ ROBERT D. MARCUS Robert D. Marcus	Chairman and Chief Executive Officer (principal executive officer)	February 18, 2014
/s/ ARTHUR T. MINSON, JR. Arthur T. Minson, Jr.	Executive Vice President and Chief Financial Officer (principal financial officer)	February 18, 2014
/s/ WILLIAM F. OSBOURN, JR. William F. Osbourn, Jr.	Senior Vice President and Controller (principal accounting officer)	February 18, 2014
/s/ CAROLE BLACK Carole Black	Director	February 18, 2014
/s/ GLENN A. BRITT Glenn A. Britt	Director	February 18, 2014
/s/ THOMAS H. CASTRO Thomas H. Castro	Director	February 18, 2014

/s/ DAVID C. CHANG David C. Chang	Director	February 18, 2014
/s/ JAMES E. COPELAND, JR. James E. Copeland, Jr.	Director	February 18, 2014
/s/ PETER R. HAJE Peter R. Haje	Director	February 18, 2014
/s/ DONNA A. JAMES Donna A. James	Director	February 18, 2014
/s/ DON LOGAN Don Logan	Director	February 18, 2014
/s/ N.J. NICHOLAS, JR. N.J. Nicholas, Jr.	Director	February 18, 2014
/s/ WAYNE H. PACE Wayne H. Pace	Director	February 18, 2014
/s/ EDWARD D. SHIRLEY Edward D. Shirley	Director	February 18, 2014
/s/ JOHN E. SUNUNU John E. Sununu	Director	February 18, 2014

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TIME WARNER CABLE INC.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

AND OTHER FINANCIAL INFORMATION

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TIME WARNER CABLE INC.

MANAGEMENT S DISCUSSION AND ANALYSIS OF RESULTS

OF OPERATIONS AND FINANCIAL CONDITION

INTRODUCTION

Management s discussion and analysis of results of operations and financial condition (MD&A) is a supplement to the accompanying consolidated financial statements and provides additional information on Time Warner Cable Inc. s (together with its subsidiaries, TWC or the Company) business, any recent developments, financial condition, cash flows and results of operations. MD&A is organized as follows:

Overview. This section provides a general description of TWC s business, as well as any recent developments the Company believes are important in understanding the results of operations and financial condition or in understanding anticipated future trends. This section also provides a summary of how the Company s operations are presented in the accompanying consolidated financial statements.

Results of operations. This section provides an analysis of the Company s results of operations for the three years ended December 31, 2013.

Financial condition and liquidity. This section provides an analysis of the Company s cash flows for the three years ended December 31, 2013, as well as a discussion of the Company s outstanding debt and commitments as of December 31, 2013. Also included is a discussion of the amount of financial capacity available to fund the Company s future commitments, as well as a discussion of other financing arrangements.

Market risk management. This section discusses how the Company monitors and manages exposure to potential gains and losses arising from changes in market rates and prices, such as interest and foreign currency exchange rates.

Critical accounting policies and estimates. This section discusses accounting policies and estimates that require the use of assumptions that were uncertain at the time the estimate was made and that could have a material effect on the Company s consolidated results of operations or financial condition if there were changes in the estimate or if a different estimate were made. The Company s significant accounting policies, including those considered to be critical accounting policies and estimates, are summarized in Note 2 to the accompanying consolidated financial statements.

Caution concerning forward-looking statements. This section provides a description of the use of forward-looking information appearing in this report, including in MD&A and the consolidated financial statements. Such information is based on management s current expectations about future events, which are subject to uncertainty and changes in circumstances. Refer to Item 1A, Risk Factors, in Part I of this report for a discussion of the risk factors applicable to the Company.

OVERVIEW

TWC is among the largest providers of video, high-speed data and voice services in the U.S., with technologically advanced, well-clustered cable systems located mainly in five geographic areas New York State (including New York City), the Carolinas, the Midwest (including Ohio, Kentucky and Wisconsin), Southern California (including Los Angeles) and Texas. TWC s mission is to connect its customers to the world simply, reliably and with superior service. As of December 31, 2013, TWC served approximately 15.0 million customers who subscribed to one or more of its video, high-speed data and voice services. During 2013, TWC s revenue increased 3.4% to approximately $22.1 billion.

As discussed below in Recent Developments Comcast Merger Agreement, on February 12, 2014, the Company entered into an Agreement and Plan of Merger with Comcast Corporation (Comcast) whereby the Company agreed to merge with and into a 100% owned subsidiary of Comcast.

Services

Residential Services

TWC offers video, high-speed data and voice services, as well as security and home management services, to residential customers. As of December 31, 2013, the Company served 14.4 million residential services customers and, during 2013, TWC generated approximately $18.4 billion of revenue from the provision of residential services, which represented 83.2% of TWC s total revenue.

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TIME WARNER CABLE INC.

MANAGEMENT S DISCUSSION AND ANALYSIS OF RESULTS

OF OPERATIONS AND FINANCIAL CONDITION (Continued)

TWC s video service provides over 300 channels (including, on average, over 180 high-definition (HD) channels) and 18,000 hours of video-on-demand programming, which, increasingly, consumers can watch on the device of their choosing, both inside and outside the home. TWC s high-speed data service is available in a range of speed (from up to 2 to 100 megabits per second (Mbps) downstream), price and consumption (unlimited, 30 gigabyte (GB) and 5 GB) levels and includes access to a nationwide network of more than 200,000 Cable Wi-Fi hotspots along with communications and Internet security features. TWC s voice service provides unlimited calling and access to popular features in one simple package. TWC s IntelligentHome service provides state-of-the-art security and home management technology, taking advantage of TWC s always-on broadband network and around-the-clock security monitoring centers.

The Company has continued to grow residential services revenue through increases in the number of high-speed data subscribers and growth in revenue per subscriber (the latter due to an increasing percentage of subscribers purchasing faster, higher-priced tiers of service and increases in prices and equipment rental charges).