

# FORM 4

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

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OMB Number: 3235-0287  
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Next Alt S.a.r.l.			Altice USA, Inc. [ ATUS ]			<input checked="" type="checkbox"/> Director <span style="margin-left: 150px;"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="margin-left: 50px;"><input type="checkbox"/> Other (specify below)</span>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
5, RUE EUGENE RUPPERT			6/6/2018					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
GRAND DUCHY OF LUXEMBOURG, N4 L-2453						<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock	6/6/2018		C		255346	A	(1)	5536604	I	CVC 3 B.V. (2) (3)(4)
Class A common stock	6/6/2018		C		242402231	A	(5)	247938835	I	CVC 3 B.V. (2) (3)(4)
Class A common stock	6/6/2018		X		522697	D	(6)	45652087	I	Neptune Holding US LP (2) (3)(4)
Class A common stock								7526349	I	UpperNext S.C.S.p (4)(7)
Class A common stock								1000	I	A4 S.A. (4)(8)
Class A common stock								247683489 (9)	I	Altice N.V. (2)(3)(4)
Class A common stock								255346 (9)	I	CVC 3 B.V. (2) (3)(4)
Class B common stock	6/6/2018		C		242402231	D	(5)	247683443	I	CVC 3 B.V. (2) (3)(4)
Class B common stock								1000	I	A4 S.A. (4)(8)
Class B common stock								247683443 (9)	I	Altice N.V. (2)(3)(4)
Class B common stock								0 (9)	I	CVC 3 B.V. (2) (3)(4)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class A Unit	(1)	6/6/2018		C		255346	(1)	(1)	Class A common stock	255346	\$0	45652087	I	CVC 3 B.V. (2) (3)(4)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Put Right	(6)	6/6/2018		X			522697	(6)	(6)	Class A common stock	522697	\$0	45652087	I	Neptune Holding US LP (2)(3)(4)

**Explanation of Responses:**

- Class A Units represent a contingent right to receive shares of Class A common stock of the Issuer in the discretion of Neptune Holding US GP LLC. At the time a portion of this derivative security was converted to Class A common stock, as reported on this Form 4, another portion of this derivative security was canceled for no consideration due to other distributions of Class A common stock by Neptune Holding US Limited Partnership ("Neptune Holding US LP").
- Next Alt S.a.r.l. ("Next Alt") is a personal holding company of Mr. Drahi, who is its controlling shareholder. As of the date of this report, Next Alt is holder of 67.54% of the share capital and voting rights of Altice N.V. Altice N.V. maintains a one-tier board of three executive board members and three non-executive board members. The executive board members are appointed by shareholders at the general meeting at the binding nomination of Next Alt. Mr. Drahi and Next Alt may each be deemed to beneficially own the shares of the Issuer owned by Altice N.V.
- CVC 3 B.V. ("CVC 3") held more than 10% of the Class A common stock of the Issuer on an as converted basis. Altice N.V. owns a direct controlling interest in CVC 3. Mr. Drahi, Next Alt and Altice N.V. may each be deemed to beneficially own the shares of the Issuer owned by CVC 3. CVC 3 is the sole member of Neptune Holding US GP LLC, which is the sole general partner of Neptune Holdings US LP. Mr. Drahi, Next Alt, Altice N.V. and CVC 3 may each be deemed to beneficially own shares of the Issuer held by Neptune Holding US LP.
- Each Reporting Person disclaims beneficial ownership of all interests reported on this Form 4 except to the extent of such Reporting Person's pecuniary interests.
- In preparation for a pro rata distribution in kind (the "Distribution") of Issuer's Class A common stock and Class B common stock that was beneficially owned by CVC 3 to holders of Altice N.V.'s common shares A and common shares B, as described in the Form S-1 filed by the Issuer with the Securities and Exchange Commission, effective May 23, 2018, CVC 3 converted Class B common stock of the Issuer into Class A common stock of the Issuer, pursuant to the Issuer's certificate of Incorporation, as amended and restated.
- Neptune Holding US LP has an obligation to settle Class A Units and vested Class C and Class B-2 Units in either Class A common stock or a cash payment equivalent thereto. On June 6, 2018, Class A common stock was distributed to an employee following settlement of Class C Units held by such person and to CVC3 in respect of Class A Units.
- Patrick Drahi is the sole controlling shareholder of Uppernext S.C.S.p ("Uppernext"). As such, Mr. Drahi may be deemed to beneficially own shares of the Issuer held by Uppernext.
- A4 S.A., which is controlled by the family of Mr. Drahi, is an executive board member of Altice N.V. Altice N.V. and A4 S.A. are parties to a stockholders agreement with the Company pursuant to which they have certain rights to appoint directors of the Issuer.
- In preparation for the Distribution, CVC 3 transferred to Altice N.V. Class A and Class B common stock of the Issuer in a transaction exempt from reporting pursuant to Rule 16a-13 under the Securities Exchange Act of 1934, as amended. These shares of the Issuer are reflected in the amount of shares reported as beneficially owned after the transactions reported in this Form 4.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Next Alt S.a.r.l. 5, RUE EUGENE RUPPERT GRAND DUCHY OF LUXEMBOURG, N4 L-2453	X	X		
Drahi Patrick 5, RUE EUGENE RUPPERT GRAND DUCHY OF LUXEMBOURG, N4 L-2453	X	X		
A4 S.A. 5, RUE EUGENE RUPPERT GRAND DUCHY OF LUXEMBOURG, N4 L-2453	X			
Altice N.V. PRINS BERNHARDPLEIN 200 AMSTERDAM, P7 1097 JB	X	X		
CVC 3 B.V. PRINS BERNHARDPLEIN 200 AMSTERDAM, P7 1097 JB	X	X		

**Signatures**

/s/ David Connolly, Attorney-in-Fact for Next Alt. S.a r.l.

6/7/2018

\*\*Signature of Reporting Person

Date

**/s/ David Connolly, Attorney-in-Fact for Patrick Drahi**

—\*\*Signature of Reporting Person

**6/7/2018**

Date

**/s/ David Connolly, Attorney-in-Fact for Altice N.V.**

—\*\*Signature of Reporting Person

**6/7/2018**

Date

**/s/ David Connolly, Attorney-in-Fact for A4 S.A.**

—\*\*Signature of Reporting Person

**6/7/2018**

Date

**/s/ David Connolly, Attorney-in-Fact for CVC 3 B.V.**

—\*\*Signature of Reporting Person

**6/7/2018**

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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