

# FORM 4

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

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[ ] Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may  
continue. See Instruction 1(b).

## 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<br>(Check all applicable)  |  |
| Next Alt S.a.r.l.                         |  | Altice USA, Inc. [ ATUS ]                         |  | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  |  |
| (Last) (First) (Middle)                   |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  |  |
| 5, RUE EUGENE RUPPERT                     |  | 12/21/2018  |  |   |  |
| (Street)                                  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |
| GRAND DUCHY OF<br>LUXEMBOURG, N4 L-2453   |  | 2/14/2019   |  | <input type="checkbox"/> Form filed by One Reporting Person<br><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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |       | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|-------|---|---|---|
|                                    |                |   | Code                         | V | Amount  | (A) or<br>(D) | Price |   |   |   |
| Class A common stock               | 11/9/2019      |   | C                            |   | 102633  | A             | (1)   | 12079502  | I   | CVC 3<br>B.V. (2)(3)(4)   |
| Class A common stock               |                |   |                              |   |   |               |       | 47369305  | D   |   |
| Class A common stock               |                |   |                              |   |   |               |       | 7894688   | I   | UpperNext<br>S.C.S.p (2)(3)(4)                                    |
| Class A common stock               |                |   |                              |   |   |               |       | 1000  | I   | A4<br>S.A. (2)(3)(4)  |

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

| 1. Title of<br>Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|--|-------------------|---|---------------------------------|---|---|-----|--|--------------------|--|----------------------------------|---|--|---|--|
|   |  |                   |   | Code                            | V | (A)   | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   |  |   |  |
| Class A Unit                                      | (1)  | 11/9/2019         |   | C                               |   | 102633  |     | (1)  | (1)                | Class A<br>common<br>stock   | 102633                           | \$0   | 20540804   | I   | CVC 3<br>B.V. (2)(3)(4)  |
| Class C Unit                                      | (5)  | 12/21/2018        |   | C                               |   | 368339  |     | (6)  | (6)                | Class A<br>common  | 368339                           | \$0   | 422783 (7)   | I   | UpperNext<br>S.C.S.p (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.
- 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 directly and indirectly owns 75.06% of the share capital and voting rights of Altice Europe N.V. Altice Europe N.V. maintains a one-tier board of four executive board members, one of whom is Mr. Drahi, and four non-executive board members. The executive board members are appointed by shareholders at the general meeting at the binding nomination of Next Alt. CVC 3 B.V. ("CVC 3") is wholly owned by Altice Europe N.V. Mr. Drahi, Next Alt and Altice Europe N.V. may each be deemed to beneficially own the shares of the Issuer owned by CVC 3.
- Mr. 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 Europe N.V. Mr. Drahi is a director of the Issuer and Next Alt and A4 S.A. are parties to a stockholders agreement with the Issuer pursuant to which they have certain rights to appoint directors of the Issuer.
- 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.
- Class C Units represent a contingent right to receive, following vesting, shares of Class A common stock of the Issuer in the discretion of Neptune Holding US GP LLC.

- (6) These Class C Units vested 50% on December 21, 2017 and 25% on December 21, 2018. The remaining 25% will vest on December 21, 2019.
- (7) This report amends the original Form 4 filed by the Reporting Person on February 14, 2019 to correct the number of Class C Units that may be deemed to be beneficially owned by the Reporting Person following the reported transaction, which initially was reported as 416,393 shares of Class A common stock.

### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Next Alt S.a.r.l.<br>5, RUE EUGENE RUPPERT<br>GRAND DUCHY OF LUXEMBOURG, N4 L-2453 | X             | X         |         |       |
| Drahi Patrick<br>WIESTISTRASSE 14<br>ZERMATT, V8 3920                              | X             | X         |         |       |
| A4 S.A.<br>5, RUE EUGENE RUPPERT<br>GRAND DUCHY OF LUXEMBOURG, N4 L-2453           | X             |           |         |       |

### Signatures

/s/ Michael Olsen, Attorney-in-Fact for Next Alt S.a.r.l.

11/12/2019

\*\*Signature of Reporting Person

Date

/s/ Michael Olsen, Attorney-in-Fact for Patrick Drahi

11/12/2019

\*\*Signature of Reporting Person

Date

/s/ Michael Olsen, Attorney-in-Fact for A4 S.A.

11/12/2019

\*\*Signature of Reporting Person

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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