

FORM 4

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

OMB APPROVAL
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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 * Goei Dexter (Last) (First) (Middle) 1 COURT SQUARE WEST (Street) LONG ISLAND CITY, NY 11101 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Altice USA, Inc. [ATUS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer
3. Date of Earliest Transaction (MM/DD/YYYY) 12/21/2021		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	12/21/2021 (1)(2)(3)		J/K (1)(2)(3)		1122282	D	(1)(2)(3)
Class A common stock	12/22/2021 (1)(2)(3)		J/K (1)(2)(3)		1122281	D	(1)(2)(3)
Class A common stock							
					8875640		I
					7753359		I
					1837951 (4)		D

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Variable Prepaid Share Forward Transaction	(1)(2)(3)	12/21/2021		J/K			1122282	(1)(2)(3)	(1)(2)(3)	Class A common stock	1122282	(1)(2)(3)	1122281	I	LLCs
Variable Prepaid Share Forward Transaction	(1)(2)(3)	12/22/2021		J/K			1122281	(1)(2)(3)	(1)(2)(3)	Class A common stock	1122281	(1)(2)(3)	0	I	LLCs

Explanation of Responses:

- The reporting person physically settled a Variable Prepaid Forward Transaction entered into on March 22, 2019 (and thereafter amended on December 22, 2020) (the "Transaction") with an unaffiliated bank (the "Bank"). The Transaction related to 2,244,563 shares of Class A common stock of the Issuer (the "Shares") held by the reporting person and was divided into two individual components (each a "Component") designated by two valuation dates, December 21, 2021 and December 22, 2021 (the "Valuation Dates"), with respect to 1,122,282 Shares and 1,122,281 Shares, respectively, (each, the "Component Number of Shares" for the relevant Component).
- On the settlement date for each Component, the reporting person was obligated to deliver to the Bank a number of Shares determined as follows (or, at the reporting person's election, an equivalent amount in cash on the cash settlement date(s)): (a) if the volume weighted average trading price per Share on the Valuation Date for the relevant Component (the "Settlement Price") is less than a specified price (the "Floor Price"), the Component Number of Shares; (b) if the Settlement Price is greater than the Floor Price but less than or equal to a specified price (the "Cap Price"), the Component Number of Shares multiplied by the Floor Price divided by the Settlement Price; and (c) if the Settlement Price is greater than the Cap Price, the Component Number of Shares multiplied by (1 - ((Cap Price - Floor Price), divided by the Settlement Price)).
- On March 22, 2019, the reporting person pledged 2,244,563 Shares (the "Pledged Shares") to the Bank to secure its obligations under the Transaction. In exchange for assuming this obligation, the reporting person received an aggregate cash payment equal \$43,000,000 upon entry into the Transaction, and an additional \$5,809,155 at the time the Transaction was amended. On the Valuation Dates, the Settlement Price was \$15.82 and \$15.75, respectively. Accordingly, the reporting person transferred to the Bank all of the Component Number of Shares for each Component at settlement, at which time, no Form 4 was previously filed.
- Since the last Form 4 filed by the reporting person that included Table I holdings, the reporting person transferred Shares previously reported as directly held to LLCs.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goei Dexter 1 COURT SQUARE WEST LONG ISLAND CITY, NY 11101	X		Chief Executive Officer	

Signatures

/s/ Dexter Goei

2/10/2022

—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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