

# TIME WARNER CABLE INC.

## FORM 8-K

(Current report filing)

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Address	60 COLUMBUS CIRCLE, 17TH FLOOR NEW YORK, NY 10023
Telephone	212-364-8200
CIK	0001377013
Symbol	TWC
SIC Code	4841 - Cable and Other Pay Television Services
Industry	Broadcasting & Cable TV
Sector	Services
Fiscal Year	12/31

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): March 7, 2009

**TIME WARNER CABLE INC.**  
*(Exact name of registrant as specified in its charter)*

Delaware  
(State or Other Jurisdiction  
of  
Incorporation)

001-33335  
(Commission File Number)

84-1496755  
(IRS Employer  
Identification No.)

**60 Columbus Circle, New York, New York, 10023**

*(Address of principal executive offices) (Zip Code)*

Registrant's telephone number, including area code: (212) 364-8200

Not Applicable

*(Former name or former address, if changed since last report)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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#### **Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.**

On March 7, 2009, Time Warner Cable Inc. (the "Company") received a notice (the "Notice") required by Section 101(i)(2)(E) of the Employee Retirement Income Security Act of 1974, as amended, regarding a blackout period under the TWC Savings Plan (the "Plan") as a result of the previously announced separation of the Company from its parent, Time Warner Inc. ("Time Warner"), under the terms of a separation agreement entered into on May 20, 2008 (the "Separation"). The Separation will be effected in the form of a pro rata dividend (the "Spin-Off Dividend") of all shares of the Company's common stock, par value \$0.01 per share (the "TWC Common Stock"), held by Time Warner to holders of record of Time Warner's common stock as of 8:00 p.m. on March 12, 2009, the record date for the Spin-Off Dividend. On March 12, 2009, Time Warner will deposit its shares of TWC Common Stock with an agent, and the agent will distribute the TWC Common Stock on March 27, 2009, the distribution date for the Spin-Off Dividend. The Company sponsors the Plan, a defined contribution pension plan qualified under Section 401(k) of the Internal Revenue Code of 1986, as amended, under which a Time Warner Inc. Stock Fund (the "TWX Stock Fund") is offered as an investment option and a Time Warner Cable Inc. Stock Fund (the "TWC Stock Fund") will be established in connection with the distribution of shares of TWC Common Stock in the Spin-Off Dividend on the shares of Time Warner common stock held by the TWX Stock Fund. In connection with the distribution of the Spin-Off Dividend, activity in the TWX Stock Fund and the TWC Stock Fund will be suspended temporarily beginning at 4:00 p.m. on March 27, 2009 through the week of April 5, 2009, although the blackout may be lifted earlier. Any questions concerning the Notice or the blackout can be directed to Fidelity at 1-877-TWC-BENS, option 3. The Notice is attached hereto as Exhibit 99.1 and is hereby incorporated by reference into this Item 5.04.

The blackout period described in the Notice will not prohibit the Company's directors and executive officers from engaging in transactions regarding shares of TWC Common Stock.

#### **Item 9.01 Financial Statements and Exhibits**

##### **(d) Exhibits**

<u>Exhibit</u>	<u>Description</u>
99.1	Notice provided to participants in the TWC Savings Plan.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TIME WARNER CABLE INC.**

By: /s/ Robert D. Marcus  
Name: Robert D. Marcus  
Title: Senior Executive Vice President  
& Chief Financial Officer

Date: March 12, 2009

**NOTICE OF BLACKOUT PERIOD**

March 5, 2009

**IMPORTANT NOTICE CONCERNING YOUR RIGHTS UNDER  
THE TWC SAVINGS PLAN**

This notice is to inform you that the TWC Savings Plan (Plan) will be making changes to the Time Warner Inc. Stock Fund (TWX Stock Fund) and the new Time Warner Cable Inc. Stock Fund (TWC Stock Fund) investment options under the Plan.

As a result of these changes, you temporarily will be unable to initiate transactions, including transfers out, loans, or withdrawals involving the TWX Stock Fund. In addition, you temporarily will not be able to transfer your money out of the new TWC Stock Fund recently established to hold the one-time dividend payment on Time Warner Inc. stock. This period, during which you will be unable to exercise these rights otherwise available under the Plan, is called a blackout period. Whether or not you are planning to retire in the near future, we encourage you to carefully consider how this blackout period may affect your retirement planning, as well as your overall financial plan.

The blackout period for the Plan will begin at 4 p.m. Eastern Standard Time (EST) on March 27, 2009. It is anticipated that the blackout restrictions will be removed no later than the week of April 5, 2009. During this time period, you can determine when the blackout period has ended by contacting Fidelity as outlined below.

During the blackout period, you will be unable to direct or diversify the assets held in the TWX Stock Fund or the TWC Stock Fund. For this reason, it is very important that you review and consider the appropriateness of your current investments in light of your inability to direct or diversify those investments during the blackout period. For your long-term retirement security, you should give careful consideration to the importance of a well-balanced and diversified investment portfolio, taking into account all your assets, income and investments. You should be aware that there is a risk to holding substantial portions of your assets in the securities of any one company, as individual securities tend to have wider price swings, up and down, in short periods of time, than investments in diversified funds. Stocks that have wide price swings might have a large loss during the blackout period, and you would not be able to direct the sale of such stocks from your account during the blackout period.

Federal law generally requires that you be furnished notice of a blackout period at least 30 days in advance of the last date on which you could exercise your affected rights immediately before the commencement of any blackout period in order to provide you with sufficient time to consider the effect of the blackout period on your retirement and financial plans. The Plan was unable to furnish the advance notice within the required 30 days as the Plan Administrator was not aware until March 4, 2009 of certain unforeseen technical difficulties that have lead to the

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distribution agent's inability to distribute the shares of TWC common stock within the one to two business days anticipated by the Company. The Plan Administrator believes these scheduling difficulties were unforeseeable and beyond its control, and has determined this in writing. Accordingly, the Plan Administrator is providing this blackout notice to you as soon as reasonably possible under the circumstances.

If you have any questions concerning this notice, you should contact:

Fidelity  
1-877-BENS, option 3  
[www.netbenefits.com](http://www.netbenefits.com)