

CURRENT REPORT

Date of earliest event reported: August 6, 2010

Date of Report: August 16, 2010

INSIGHT COMMUNICATIONS COMPANY, INC.

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New York, New York 10019
(917) 286-2300

Pursuant to Section 4.14(a)(3) of the Indenture, dated as of July 7, 2010, between Insight Communications Company, Inc., a Delaware corporation, and U.S. Bank National Association, as trustee, relating to the 9³/₈% Senior Notes due 2018, the information contained herein is being furnished to said trustee.

Entry Into a Material Definitive Agreement and Incurrence of Material Long-Term Debt Obligation

On August 6, 2010, Insight Communications Company, Inc. (the “Company”), entered into a Purchase Agreement (the “Purchase Agreement”) with Banc of America Securities LLC, on behalf of the initial purchasers named therein (the “Initial Purchasers”), by which the Company agreed to issue and sell, and the Initial Purchasers agreed to purchase, \$95.0 million aggregate principal amount of 9³/₈% Senior Notes due 2018 (the “Notes”) in a private placement conducted pursuant to Rule 144A under the Securities Act of 1933, as amended. The Purchase Agreement includes customary representations, warranties and covenants. Under the terms of the Purchase Agreement, the Company agreed to indemnify the Initial Purchasers against certain liabilities.

On August 11, 2010, the sale of the Notes was consummated at the offering price of 105.75% of the aggregate principal amount of the Notes plus accrued interest thereon from July 7, 2010. The net proceeds from the sale of the Notes were approximately \$99.5 million (after deducting the discount to the Initial Purchasers). The Company used \$98.0 million of the net proceeds to repay amounts outstanding under the B term loan under the credit facility of the Company’s subsidiary, Insight Midwest Holdings, LLC (“Insight Holdings”), and the remaining proceeds will be used for general corporate purposes.

The Notes were issued under that certain Indenture, dated as of July 7, 2010 (the “Indenture”), between the Company and U.S. Bank National Association, as trustee (the “Trustee”). The Indenture contains restrictive covenants, including restrictions on the Company’s ability to redeem the Notes prior to their maturity, to incur future indebtedness and to make certain restricted payments. The Indenture also provides for customary events of default, including for nonpayment, failure to comply with the other agreements in the Indenture and certain events of bankruptcy, insolvency and reorganization.

The Notes are of the same series as those that the Company issued on July 7, 2010. The Notes bear interest at a rate of 9³/₈% per annum and mature on July 15, 2018. Interest on the Notes is payable semi-annually in arrears on January 15 and June 15 each year, beginning on January 15, 2011. The Notes are general unsecured obligations and rank equally in right of payment with any of the Company’s existing and future unsecured senior indebtedness including the senior notes of the same series as the Notes that the Company issued on July 7, 2010. In addition, the Notes will be effectively subordinated to all the liabilities of the Company’s subsidiaries, including the obligations under the Insight Holdings credit facility. The Notes are redeemable pursuant to the terms set forth in the Indenture.