CURRENT REPORT

Date of earliest event reported: August 15, 2011

Date of Report: August 22, 2011

INSIGHT COMMUNICATIONS COMPANY, INC.
810 7th Avenue
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 9⅜% Senior Notes due 2018, the information contained herein is being furnished to said trustee.

Entry into a Material Definitive Agreement.

On August 15, 2011, Time Warner Cable Inc. (“Time Warner Cable”), its wholly owned subsidiary (“Merger Sub”), Insight Communications Company, Inc. (“Insight”) and a representative of the stockholders of Insight (the “Insight Stockholders”) entered into an Agreement and Plan of Merger (the “Merger Agreement”). Pursuant to the Merger Agreement, Time Warner Cable has agreed to acquire Insight and its subsidiaries on the terms and subject to the conditions set forth in the Merger Agreement, as described below.

Pursuant to the Merger Agreement, Merger Sub will merge with and into Insight (the “Merger”), with Insight surviving as a direct wholly owned subsidiary of Time Warner Cable. Merger Sub will pay a cash purchase price (the “Purchase Price”) of $3.0 billion as reduced by Insight’s indebtedness for borrowed money (including under Insight's outstanding credit agreement and 9 3/8% Senior Notes due 2018) and similar obligations. The Purchase Price is also subject to customary adjustments, including a reduction of the Purchase Price to the extent the number of Insight’s video subscribers at the closing is less than certain agreed upon measures as well as a working capital adjustment.

At the closing, $100 million of the Purchase Price will be deposited into escrow to secure Insight Stockholders’ indemnification obligations for, among other things, breaches of Insight’s representations, warranties and covenants and certain tax liabilities of Insight related to the pre-closing period. The total liability of the Insight Stockholders for indemnification will not exceed the escrowed amount. Any claim for indemnification by Time Warner Cable must be asserted within 12 months following the closing. Time Warner Cable is not obligated to indemnify Insight or the Insight Stockholders under the Merger Agreement.

Insight has made customary representations and warranties in the Merger Agreement relating to, among other things, its and its subsidiaries’ capital structure and organization, its financial condition (including the availability of net operating losses), its business, operations and assets and FCC and franchise licenses. Insight has also made customary covenants with respect to the interim period between the execution of the Merger Agreement and the closing, including, among others, covenants to conduct its business in the ordinary course and not to engage in certain transactions. The parties are generally required to use commercially reasonable efforts to consummate the transaction, subject to specific exceptions.

The closing of the transaction contemplated by the Merger Agreement, which is expected to occur in the first half of 2012, is subject to various customary closing conditions, including (i) antitrust clearance, (ii) receipt of FCC approvals and the consent of certain local franchising authorities to the change in ownership of the cable systems operated by Insight, and (iii) the number of video subscribers served by Insight’s cable systems as of a specified date prior to the closing exceeding an agreed upon threshold (generally 95% of Insight's subscriber forecast).

The Merger Agreement can be terminated by either Time Warner Cable or Insight, subject to certain conditions, if the closing has not occurred by May 15, 2012 (the "End Date"), provided that if the conditions relating to antitrust clearance or regulatory or franchise approvals have not been satisfied by such date, either party can extend the End Date to August 15, 2012.

Caution Concerning Forward-Looking Statements

This report includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, the anticipated timing to close this transaction and are based on current expectations or beliefs, and are subject to uncertainty and changes in circumstances. Actual results may vary materially from those expressed or implied by the statements herein due to changes in economic, business, competitive, technological, strategic and/or regulatory factors, and other factors affecting the operations of Insight and Time Warner Cable. More detailed information about these factors may be found in postings in the "Investor Relations" section of Insight's website and in filings by Time Warner Cable with the Securities and Exchange Commission, including its most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Neither Insight nor Time Warner Cable is under any obligation to, and expressly disclaims any such obligation to, update or alter its forward-looking statements, whether as a result of new information, future events, or otherwise.