

TIME WARNER CABLE INC.  
Form DEFA14A  
January 30, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**(Rule 14a-101)**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**TIME WARNER CABLE INC.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On January 30, 2014, the following materials were posted to Time Warner Cable Inc.'s website:

Fourth-Quarter & Full-Year 2013  
Earnings Summary  
January 30, 2014

Caution Concerning Forward-Looking Statements  
and Non-GAAP Financial Measures

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Today's presentation does not constitute an offer to buy or solicitation of an offer to sell any securities. This presentation includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and Time Warner Cable intends that all such statements be covered by the safe harbor provisions of the federal securities laws. Statements herein regarding future financial and operating results and any other statements about future expectations constitute forward-looking statements. These forward-looking statements may be identified by words such as believe, expects, anticipates, projects, intends, should, estimates or similar expressions. These statements are based on management's 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 Time Warner Cable. More detailed information about these factors may be found in filings by Time Warner Cable with the SEC, including its most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Time Warner Cable is under no 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.

This presentation includes information regarding the historical financial performance through December 31, 2013 of Time Warner Cable and its expectations regarding future performance, including historical financial performance as reflected in non-GAAP financial measures such as OIBDA (Operating Income before Depreciation and Amortization), Adjusted OIBDA, Adjusted OIBDA less capital expenditures, Adjusted net income attributable to TWC shareholders, Adjusted Diluted EPS and Free Cash Flow. Please note that schedules setting out the reconciliation of historical non-GAAP financial measures to Operating Income, net income attributable to TWC shareholders and cash provided by operating activities or other most directly comparable GAAP financial measures, as applicable, are included in the trending schedules posted on the Time Warner Cable company website at [www.twc.com/investors](http://www.twc.com/investors) and, as applicable, also are included in the Company's earnings release for the quarter ended December 31, 2013, which can also be accessed from the Company's website.

Legends

ADDITIONAL INFORMATION

CERTAIN INFORMATION REGARDING PARTICIPANTS

Time Warner Cable and certain of its directors and executive officers may be deemed to be participants in a solicitation under the rules of the SEC. Security holders may obtain information regarding the names, affiliations and interests of Time Warner Cable's directors and executive officers in Time Warner Cable's Annual Report on Form 10-K for the year ended December

2012,

which

was

filed

with

the

SEC

on

February

15,

2013,

and

its

proxy

statement

for

the

2013

Annual

Meeting,

which

was

filed with the SEC on April 4, 2013. These documents can be obtained free of charge from the sources indicated above.

Additional information regarding the interests of these participants in any proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will also be included in any proxy statement and other relevant materials to be filed with the SEC if and when they become available.

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Time Warner Cable expects to file a proxy statement with the U.S. Securities and Exchange Commission ( SEC ) and to provide any definitive proxy statement to its security holders. INVESTORS AND SECURITY HOLDERS OF TIME WARNER CABLE ARE URGED TO READ THIS DOCUMENT AND ANY OTHER DOCUMENTS FILED BY TIME WARNER CABLE CAREFULLY IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN INFORMATION. Investors and security holders will be able to obtain free copies of the definitive proxy statement (when available) and any other documents filed with the SEC by Time Warner Cable through the web site maintained by the SEC at <http://www.sec.gov>.

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#### Quarterly Highlights

Refer to Endnotes on slide 15 of definitions.

#### Financial Highlights

Full-year revenue grew 3.4% year over year, driven primarily by growth of 21.6% in business services revenue and 14.4% in residential high-speed data revenue.

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#### Operational Highlights

Residential subscriber performance improved sequentially each month during Q4 and continued to improve in January. TWC now offers residential high-speed data speeds of 100 Mbps in several cities and regions, including Los Angeles, Kansas City and Hawaii. Residential wideband high-speed data subscribers (which includes the 30, 50, 75 and 100



Mbps tiers) more than doubled year over year to 910,000 subscribers.

TWC's first generation cloud-based guide with an advanced VOD portal was installed on 2.8 million set-top boxes at year end.

As of December 31, 2013, TWC's video customers had access to 183 HD channels on average.

Time Warner Cable ended 2013 with 44,000 IntelligentHome customers, an increase of 32,000 subscribers during the year. IntelligentHome is now offered virtually throughout the Company's footprint.

During the fourth quarter, TWC added 16,000 commercial buildings to its network, ending the year with connectivity to 860,000 commercial buildings.

On December 31, 2013, the Company acquired DukeNet, a regional fiber optic network company primarily serving the Carolinas, for \$572 million in cash (including the repayment of debt), net of cash acquired and capital leases assumed. With the acquisition of DukeNet, TWC ended 2013 with 14,000 cell towers installed on its network.

The  
TWC  
TV  
®  
app  
is  
now  
available  
on  
the  
Amazon  
Kindle  
Fire  
platform,  
in  
addition  
to  
Apple  
iOS  
and  
Android  
tablets  
and  
smartphones,  
Roku  
Streaming  
Players,  
Samsung  
Smart  
TVs  
and  
Xbox  
360  
video  
game  
consoles,  
and  
on  
PC

and  
Mac  
computers  
via  
www.twctv.com.  
TWC  
TV  
®  
features  
up  
to  
300  
linear  
channels  
and  
over  
4,000  
hours  
of  
VOD  
programming  
on  
all  
TWC  
TV  
®  
app  
platforms  
in  
the  
home  
and  
up  
to  
24  
live  
channels  
and  
1,200  
hours  
of  
VOD  
content  
from  
40  
networks  
outside  
of  
the  
home.

Fourth-quarter  
2013  
average  
monthly  
revenue  
per  
residential  
customer  
relationship  
ARPU  
(1)  
grew  
2.2%  
to  
\$106.03,  
which  
is  
the  
highest  
rate  
of  
growth  
since  
the  
first  
quarter  
of  
2012.  
Residential  
high-speed  
data  
ARPU  
(1)  
increased  
12.4% to \$46.21.  
During  
2013,  
total  
return  
of  
capital  
(6)  
increased  
28%  
to  
\$3.3  
billion.  
Since  
inception  
of

the  
share  
repurchase  
program  
in  
November  
2010  
through  
December  
31,  
2013,  
TWC  
has  
repurchased  
over  
25%  
of  
its  
outstanding  
shares  
for  
\$7.5  
billion at an average price of \$82.51 per share.

TWC  
expanded  
its  
WiFi  
initiative,  
finishing  
2013  
with  
30,000  
TWC  
WiFi  
®  
access  
points.

Through  
the  
Cable  
Wi-Fi  
®

network, most TWC high-speed data customers now have access to more than 200,000 hotspots across the U.S.

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Selected Financial Results

Refer to slides 15-17 for definitions, additional information and reconciliations of non-GAAP financial measures.

(in millions, except per share data)

Revenue

\$

5,577

\$

5,485

\$

92

1.7%

\$

22,120

\$

21,386

\$

734

3.4%

Adjusted OIBDA

(2)

\$

2,026

\$

1,994

\$

32

1.6%

\$

7,980

\$

7,824

\$

156

2.0%

Operating Income

\$

1,173

\$

1,169

\$

4

0.3%

\$

4,580

\$

4,445

\$

135

3.0%

Diluted EPS

(4)

\$

1.89

\$

1.68

\$

0.21

12.5%

\$

6.70

\$

6.90

\$

(0.20)

(2.9%)

Adjusted Diluted EPS

(3)

\$

1.82  
\$  
1.57  
\$  
0.25  
15.9%  
\$  
6.61  
\$  
5.75  
\$  
0.86  
15.0%  
Cash provided by operating activities  
\$  
1,599  
\$  
1,410  
\$  
189  
13.4%  
\$  
5,753  
\$  
5,525  
\$  
228  
4.1%  
Capital expenditures  
\$  
827  
\$  
904  
\$  
(77)  
(8.5%)  
\$  
3,198  
\$  
3,095  
\$  
103  
3.3%  
Free Cash Flow  
(5)  
\$  
773  
\$  
587  
\$

186  
31.7%  
\$  
2,606  
\$  
2,552  
\$  
54  
2.1%  
Return of capital  
(6)  
\$  
868  
\$  
742  
\$  
126  
17.0%  
\$  
3,284  
\$  
2,564  
\$  
720  
28.1%  
4th Quarter  
Full Year  
Change  
Change  
\$  
%  
%  
2013  
2012  
\$  
2013  
2012



6

Residential Customer Relationships and Video, High-speed  
Data and Voice Subscriber Trends All Improved Sequentially  
Throughout the Quarter and January  
Residential Video Subscribers  
Residential Customer Relationships  
Residential HSD Subscribers  
Residential Voice Subscribers  
Net Additions (Declines)

(in Thousands)

7

Total Revenue

Revenue

(\$ in Millions)

Total Customer Relationship ARPU

(1)

Refer to Endnotes on slide 15 for definitions.

8

Residential, Business and Advertising Revenue

Business Services

(\$ in Millions)

\$616

\$515

Advertising

(\$ in Millions)

Residential Services

(\$ in Millions)

\$20  
\$17  
\$4,580  
\$4,577  
\$313  
\$278

9  
Adjusted OIBDA  
(2)  
& Operating Income  
Adjusted OIBDA  
(2)  
(\$ in Millions)  
Adjusted OIBDA Margin  
(7)  
36.4%  
4Q12  
4Q13

36.3%

Operating Income

(\$ in Millions)

Operating Income Margin

(8)

21.3%

4Q12

4Q13

21.0%

Operating Expenses

+

(\$ in Millions)

\$3,551

\$3,491

Refer to slides 15-17 for definitions, additional information and reconciliations of non-GAAP financial measures.

\*All Other Operating Expense consists of Marketing, Voice, Video Franchise and Other Fees, High-speed Data, Bad Debt and

+

Operating Expenses consist of Cost of Revenue and Selling, General & Administrative Expenses.

Diluted Earnings Per Share

Diluted EPS

(4)

Adjusted Diluted EPS

(3)

Refer to slides 15-17 for definitions, additional information and reconciliations of non-GAAP financial measures.

10

305.6

4Q12

4Q13

285.2

Average Diluted Common Shares

Outstanding



(in Millions)

Net income attributable to TWC  
shareholders increased 5.3%

Average diluted common shares  
declined 6.7%

Adjusted net income attributable to  
TWC shareholders increased 8.6%

Average diluted common shares  
declined 6.7%

Capital Expenditures

Refer to Endnotes on slide 15 for definitions.

Three-Month Capital Expenditures

(\$ in Millions)

Three-Month

Capital

Intensity

(9)

Total

16.5%

4Q12

4Q13

14.8%

11

Twelve-Month Capital Expenditures

(\$ in Millions)

Twelve-Month

Capital

Intensity

(9)

Total

14.5%

2012

2013

14.5%

\$827

\$904

\$3,198

\$3,095

Free Cash Flow

(5)

12

(\$ in Millions)

Twelve Months Ended December 31,

Refer to slides 15-17 for definitions, additional information and reconciliations of non-GAAP financial measures.

Growth in Free Cash Flow driven by lower pension plan contributions and higher Adjusted OIBDA, partially offset by higher net income tax payments, increased capital expenditures and a change in working

capital requirements.

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Stimulus Program Impact on Cash Taxes

Actual Historical Impact

Expected to drive approximately \$175m decrease in cash flow generation in 2014

Projected Impact\*

(\$ in Millions)

\*Realized impact will depend on actual capital expenditures. This analysis includes the impact from enacted stimulus laws to spending excluding acquisitions remains around the 2014 expected level of \$3.7 to \$3.8 billion during each of those years.

Return of Capital

(6)

2Q12

4Q11

1Q12

3Q12

14

4Q12

(\$ in Millions)

(5)

1Q13

3Q13

2Q13

4Q13

\$391

\$718

\$824

\$423

\$587

\$661

\$732

\$440

\$773

\$154

\$179

\$177

\$173

\$171

\$195

\$191

\$187

\$185

\$366

\$353

\$440

\$500

\$571

\$660

\$638

\$545

\$683

Free Cash Flow

Dividends

Share Repurchases

Refer to slides 15-17 for definitions, additional information and reconciliations of non-GAAP financial measures.



Endnotes

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- (1) ARPU represents average monthly revenue per unit. Residential customer relationship ARPU represents residential services revenue divided by the corresponding average residential customer relationships for the period. Total customer relationship ARPU represents total revenue divided by the corresponding average customer relationships for the period. Residential high-speed data ARPU represents residential high-speed data revenue divided by the corresponding average residential high-speed data subscribers for that period.
- (2) Adjusted OIBDA is defined as Operating Income before Depreciation and Amortization excluding the impact, if any, of noncash impairments of goodwill, intangible and fixed assets; gains and losses on asset sales; merger-related and restructuring costs; and costs associated with certain equity awards granted to employees to offset value lost as a result of the Company's separation from Time Warner Inc.
- (3) Adjusted Diluted EPS means net income per diluted common share attributable to TWC common shareholders excluding the impact, if any, of noncash impairments of goodwill, intangible and fixed assets and investments; gains and losses on asset sales; merger-related and restructuring costs; changes in the Company's equity award reimbursement obligation to Time Warner Inc.; certain changes to income tax provision; and costs associated with certain equity awards granted to employees to offset value lost as a result of the Company's separation from Time Warner Inc.; as well as the impact of taxes and noncontrolling interests on the above items.
- (4) Diluted earnings per share (EPS) is defined as net income per diluted common share attributable to TWC common shareholders.
- (5) Free Cash Flow is defined as cash provided by operating activities (as defined under GAAP) excluding the impact, if any, of cash provided or used by discontinued operations, plus (i) any income taxes paid on investment sales and (ii) any excess tax benefit from equity-based compensation, less (i) capital expenditures, (ii) cash paid for other intangible assets (excluding those associated with business combinations), (iii) partnership distributions to third parties and (iv) principal payments on capital leases.
- (6) Return of capital represents dividends paid and share repurchases and does not reflect the fees, commissions or other costs associated with the stock repurchase program.
- (7) Adjusted OIBDA margin is defined as Adjusted OIBDA as a percentage of total revenue.
- (8) Operating Income margin is defined as Operating Income as a percentage of total revenue.
- (9) Capital intensity is defined as capital expenditures as a percentage of revenue.



income  
attributable  
to  
TWC  
shareholders  
means  
net  
income  
attributable  
to  
TWC  
shareholders  
(as  
defined  
under  
GAAP)  
excluding  
the  
impact,  
if  
any,  
of  
noncash  
impairments of  
goodwill,  
intangible  
and  
fixed  
assets  
and  
investments;  
gains  
and  
losses  
on  
asset  
sales;  
merger-related  
and  
restructuring  
costs;  
changes  
in  
the  
Company's  
equity  
award  
reimbursement  
obligation  
to

Time  
Warner;  
certain  
changes  
to  
income  
tax  
provision;  
and  
costs  
associated  
with  
certain  
equity  
awards  
granted  
to  
employees  
to  
offset  
value  
lost  
as  
a  
result  
of  
the  
Separation; as  
well  
as  
the  
impact  
of  
taxes  
on  
the  
above  
items.  
Similarly,  
Adjusted  
Diluted  
EPS  
means  
net  
income  
per  
diluted  
common  
share  
attributable

to  
TWC  
common  
shareholders  
excluding  
the  
above  
items.  
Adjusted  
OIBDA  
means  
OIBDA  
excluding  
the  
impact,  
if  
any,  
of  
noncash  
impairments  
of  
goodwill,  
intangible  
and  
fixed  
assets;  
gains  
and  
losses  
on  
asset  
sales;  
merger-related  
and  
restructuring  
costs;  
costs  
associated  
with  
certain  
equity  
awards  
granted  
to  
employees  
to  
offset  
value  
lost  
as

a  
result  
of  
TWC's  
separation  
from  
Time  
Warner  
Inc.  
on  
March  
12,  
2009  
(the  
Separation );  
and, in  
2014,  
expenses  
associated  
with  
unsolicited  
proposals  
to  
acquire  
the  
Company.

17  
2013  
2012  
2013  
2012  
Adjusted OIBDA  
2,026  
\$  
1,994

\$  
7,980  
\$  
7,824  
\$  
Merger-related and restructuring costs  
(38)  
  
(17)  
  
(119)  
  
(115)  
  
Depreciation  
(784)  
  
(777)  
  
(3,155)  
  
(3,154)  
  
Amortization  
(31)  
  
(31)  
  
(126)  
  
(110)  
  
Operating Income  
1,173  
\$  
1,169  
\$  
4,580  
\$  
4,445  
\$  
Total revenue  
5,577  
\$  
5,485  
\$  
22,120  
\$  
21,386  
\$



Adjusted OIBDA as a percentage of revenue

36.3%

36.4%

36.1%

36.6%

Operating Income as a percentage of revenue

21.0%

21.3%

20.7%

20.8%

Net income per diluted common share attributable to TWC common shareholders

1.89

\$

1.68

\$

6.70

\$

6.90

\$

Merger-related and restructuring costs

0.09

0.03

0.25

0.22

Asset impairments

-

-

-

0.02

Gains on asset sales

-

-

-

(1.11)

Loss on equity award reimbursement obligation to Time Warner Inc.

-

0.01

0.02

0.02

Certain changes to income tax provision

(0.16)

(0.15)

(0.36)

(0.30)

Adjusted Diluted EPS

1.82

\$

1.57

\$

6.61

\$

5.75

\$

Items Affecting Comparability:

Merger-related and restructuring costs

(38)

\$

(17)

\$

(119)

\$

(115)

\$

Asset impairments

-

-

-

(12)

Gains on asset sales

-

-

-

494

Loss on equity award reimbursement obligation to Time Warner Inc.

(2)

(4)

(10)

(9)

Total of above items affecting comparability

(40)

(21)

(129)

358

Income tax impact of above items

15

8

50

(95)

Certain changes to income tax provision

45

47

104

95

Impact of items affecting comparability on net income attributable to TWC shareholders

20

\$

34

\$

25

\$

358

\$

Net income attributable to TWC shareholders

540

\$

513

\$  
1,954  
\$  
2,155  
\$  
Impact of items affecting comparability on net income attributable to TWC shareholders  
(20)  
  
(34)  
  
(25)  
  
(358)  
  
Adjusted net income attributable to TWC shareholders  
520  
\$  
479  
\$  
1,929  
\$  
1,797  
\$  
Cash provided by operating activities  
1,599  
\$  
1,410  
\$  
5,753  
\$  
5,525  
\$  
Add:  
Income taxes paid on investment sales  
-  
  
84  
  
-  
  
84  
  
Excess tax benefit from equity-based compensation  
12  
  
8  
  
93  
  
81

Less:

Capital expenditures

(827)

(904)

(3,198)

(3,095)

Cash paid for other intangible assets

(10)

(10)

(40)

(37)

Other

(1)

(1)

(2)

(6)

Free Cash Flow

773

\$

587

\$

2,606

\$

2,552

\$

2011

4Q

1Q

2Q

3Q

4Q

1Q

2Q

3Q

4Q

Cash provided by operating activities

1,344

\$

1,383

\$

1,537

\$

1,195

\$

1,410

\$

1,394

\$

1,551

\$

1,209

\$

1,599

\$

Add:

Income taxes paid on investment sales

-

-

-

-

84

-

-

-

-

Excess tax benefit from equity-based compensation

2

52

8

13

8

49

17

15

12

Less:

Capital expenditures

(942)

(706)

(712)

(773)

(904)

(770)

(827)

(774)

(827)

Cash paid for other intangible assets

(11)

(9)

(7)

(11)

(10)

(12)

(8)

(10)

(10)

Other

(2)

(2)

(2)

(1)

(1)

-

(1)

-

(1)

Free Cash Flow

391

\$

718

\$

824

\$

423

\$

587

\$

661

\$

732

\$

440

\$

773

\$

Reconciliation of Cash provided by operating activities to Free Cash Flow (in millions):

2012

2013

4th Quarter

Full Year

Reconciliation of Net income attributable to TWC shareholders to Adjusted net income attributable to TWC shareholders (in millions):

Reconciliation of Net income per diluted common share attributable to TWC common shareholders to Adjusted Diluted EPS:

Reconciliation of Adjusted OIBDA to Operating Income (in millions):

Adjusted OIBDA and Operating Income as percentages of revenue (in millions):

Reconciliation of Cash provided by operating activities to Free Cash Flow (in millions):

Reconciliations