

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2013-01-11** | Period of Report: **2013-01-10**
SEC Accession No. [0000950157-13-000018](#)

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FILER

CROWN CASTLE INTERNATIONAL CORP

CIK: [1051470](#) | IRS No.: **760470458** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: [001-16441](#) | Film No.: **13524168**
SIC: **4899** Communications services, nec

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): January 10, 2013

Crown Castle International Corp.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-16441
(Commission File Number)

76-0470458
(IRS Employer Identification Number)

1220 Augusta Drive
Suite 500
Houston, TX 77057
(Address of Principal Executive Office)

Registrant's telephone number, including area code: (713) 570-3000

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 8.01 – OTHER EVENTS

On January 10, 2013, Crown Castle International Corp. (“Crown Castle”) issued a press release announcing the final results of its previously announced cash tender offer (“Tender Offer”) for any and all of its outstanding 9.00% Senior Notes due 2015 (“9% Notes”). The Tender Offer was subject to the satisfaction or waiver of certain conditions as set forth in the offer to purchase and the related letter of transmittal delivered to holders of the 9% Notes on December 11, 2012. As previously announced, Crown Castle will redeem all of the remaining then outstanding 9% Notes on January 23, 2013. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

On January 10, 2013, based on the final results of the Tender Offer, Crown Castle accepted for purchase an additional \$839,000 aggregate principal amount of the 9% Notes validly tendered after 11:59 p.m. (EST) on December 24, 2012, but on or prior to 11:59 p.m. (EST) on January 9, 2013, in the Tender Offer.

ITEM 9.01 – FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
<u>No.</u>	

99.1	Press Release, dated January 10, 2013
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SIGNATURES

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.

CROWN CASTLE INTERNATIONAL CORP.

By: /s/ E. Blake Hawk

Name: E. Blake Hawk

Title: Executive Vice President and
General Counsel

Date: January 11, 2013

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated January 10, 2013



NEWS RELEASE

Exhibit 99.1

FOR IMMEDIATE RELEASE

Contacts: Jay Brown, CFO
Fiona McKone, VP - Corporate Finance
Crown Castle International Corp.
713-570-3050

CROWN CASTLE ANNOUNCES FINAL RESULTS OF CASH TENDER OFFER FOR 9.00% SENIOR NOTES DUE 2015

January 10, 2013 – HOUSTON, TX – Crown Castle International Corp. (“Crown Castle”) (NYSE:CCI) announced today the final results of its previously announced cash tender offer (“Tender Offer”) for any and all of its outstanding 9.00% Senior Notes due 2015 (CUSIP Number 228227 AZ 7) (“9% Notes”). The Tender Offer expired at 11:59 p.m. (EST) on January 9, 2013 (“Expiration Date”). The terms and conditions of the Tender Offer are described in the Offer to Purchase and related Letter of Transmittal dated December 11, 2012, distributed to holders of the 9% Notes.

In accordance with the terms of the Tender Offer, Crown Castle previously accepted for purchase approximately \$515,458,000 aggregate principal amount of 9% Notes, which were validly tendered on or prior to 11:59 p.m. (EST) on December 24, 2012 (“Early Tender Date”). An additional \$839,000 aggregate principal amount of the 9% Notes have been validly tendered after the Early Tender Date but on or prior to the Expiration Date and accepted for purchase by Crown Castle in connection with the final settlement of the Tender Offer. Holders who validly tendered their 9% Notes after the Early Tender Date but on or prior to the Expiration Date and whose 9% Notes were accepted for purchase will receive \$1,032.30 per \$1,000 principal amount of 9% Notes (plus accrued and unpaid interest), subject to the terms and conditions set forth in the Offer to Purchase and related Letter of Transmittal.

Acceptance of the 9% Notes for purchase was subject to the satisfaction or waiver of certain conditions as set forth in the Offer to Purchase and the related Letter of Transmittal.

On December 24, 2012, Crown Castle delivered to the holders of the 9% Notes a notice of redemption. Accordingly, all of the remaining then outstanding 9% Notes (approximately \$313,331,000 aggregate principal amount) will be redeemed on January 23, 2013.

We Are Solutions

www.crowncastle.com

Crown Castle retained Morgan Stanley & Co. LLC, Barclays Capital Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated to serve as the dealer managers for the Tender Offer.

This press release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell the 9% Notes. The Tender Offer was made solely by means of the Offer to Purchase and related Letter of Transmittal dated December 11, 2012, and Crown Castle's obligation to accept any 9% Notes tendered and pay the consideration for them is set forth solely therein. In those jurisdictions where the securities, blue sky or other laws require any tender offer to be made by a licensed broker or dealer, the Tender Offer is deemed to have been made on behalf of Crown Castle by the dealer manager or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

About Crown Castle

Crown Castle owns, operates and leases towers and other infrastructure for wireless communications. Crown Castle offers significant wireless communications coverage to 92 of the top 100 US markets and to substantially all of the Australian population. Crown Castle owns, operates and manages approximately 30,000 and 1,700 wireless communication sites in the US and Australia, respectively. For more information on Crown Castle, please visit www.crowncastle.com.

Cautionary Language Regarding Forward-Looking Statements

This press release contains forward-looking statements that are based on Crown Castle management's current expectations. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, including prevailing market conditions and other factors. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expected. The term "including," and any variation thereof, means "including, without limitation."

We Are Solutions

www.crowncastle.com