
**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): October 28, 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 600
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:

- 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 1.02 TERMINATION OF A MATERIAL DEFINITIVE AGREEMENT

On October 18, 2013, Crown Castle International Corp. (the “Company”) entered into a commitment letter (the “Commitment Letter”) with Morgan Stanley Senior Funding, Inc., Bank of America, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated, JPMorgan Chase Bank, N.A., J.P. Morgan Securities LLC, Barclays Bank PLC, SunTrust Bank, The Royal Bank of Scotland plc, Credit Agricole Corporate and Investment Bank, Royal Bank of Canada, Toronto Dominion (New York) LLC, TD Securities (USA) LLC, The Bank of Tokyo-Mitsubishi UFJ, Ltd., Deutsche Bank AG Cayman Islands Branch, PNC Bank, National Association, PNC Capital Markets, LLC and Sumitomo Mitsui Banking Corporation (such financial institutions being referred to as the “Commitment Parties”), pursuant to which the Commitment Parties committed to provide up to \$3.4 billion in bridge loans (the “Bridge Loan Commitment”) to ensure financing for the recently announced transaction between the Company and AT&T, Inc. (“AT&T”), pursuant to which the Company will have the exclusive right to lease, operate or otherwise acquire up to 9,708 AT&T wireless communications sites (the “AT&T Transaction”). Upon receipt of the proceeds from the Offerings described below, the Company determined that it had adequate cash resources and undrawn availability under its revolving credit facility to fund the cash consideration payable in connection with the AT&T Transaction and terminated the Commitment Letter. Some of the Commitment Parties (and their respective subsidiaries or affiliates) have in the past provided, and may in the future provide, investment banking, underwriting, lending, commercial banking, trust and other advisory services to the Company and its subsidiaries for which they have received and may in the future receive compensation.

ITEM 8.01 — OTHER ITEMS

On October 28, 2013, the Company issued a press release announcing it has closed its concurrent offerings of 41,400,000 shares of its common stock at \$74.00 per share (the “Common Stock Offering”) and 9,775,000 shares of its 4.50% Mandatory Convertible Preferred Stock, Series A (the “Mandatory Convertible Preferred Stock”), at \$100.00 per share (the “Mandatory Convertible Preferred Stock Offering”) and, together with the Common Stock Offering, the “Offerings”). The Common Stock Offering and the Mandatory Convertible Preferred Stock Offering generated net proceeds of approximately \$2.98 billion and \$949.6 million, respectively, in each case after issuance discounts, commissions and offering expenses payable by the Company. The Company’s press release is filed as Exhibit 99.1 hereto, and is incorporated herein by reference.

ITEM 9.01 — FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release relating to the closing of the concurrent offerings of the Company’s common stock and Mandatory Convertible Preferred Stock, dated October 28, 2013

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

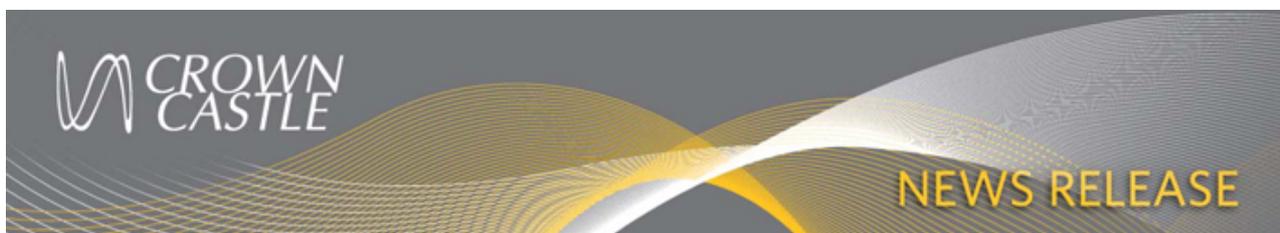
Name: E. Blake Hawk

Title: Executive Vice President
and General Counsel

Date: October 28, 2013

EXHIBIT INDEX

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FOR IMMEDIATE RELEASE

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

CROWN CASTLE CLOSES PUBLIC OFFERINGS OF COMMON STOCK AND MANDATORY CONVERTIBLE PREFERRED STOCK

October 28, 2013 – HOUSTON, TEXAS – Crown Castle International Corp. (NYSE: CCI) (“Crown Castle”) announced today that it has closed its concurrent offerings of 41,400,000 shares of common stock at \$74.00 per share and 9,775,000 shares of its 4.50% Mandatory Convertible Preferred Stock, Series A, at \$100.00 per share. The amounts sold include 5,400,000 shares of common stock and 1,275,000 shares of Mandatory Convertible Preferred Stock issued pursuant to the underwriters’ exercise of the overallotment options.

The common stock offering and the Mandatory Convertible Preferred Stock offering generated net proceeds of approximately \$2.98 billion and \$949.6 million, respectively, in each case after issuance discounts, commissions and offering expenses payable by Crown Castle. Crown Castle expects to use the net proceeds from these offerings, together with cash on hand and additional debt financing, including additional borrowings under its revolving credit facility, to finance the consideration to be paid to AT&T, Inc. (“AT&T”) and its affiliates in connection with the recently announced transaction between Crown Castle and AT&T (the “AT&T Transaction”). If for any reason the AT&T Transaction does not close or closes with respect to a reduced number of sites or for reduced consideration, then Crown Castle expects to use any remaining net proceeds from these offerings for general corporate purposes, which may include the repurchase or repayment of indebtedness.

Morgan Stanley, BofA Merrill Lynch, J.P. Morgan Securities LLC and Barclays were the joint book-running managers on the common stock and Mandatory Convertible Preferred Stock offerings.

These offerings were being made pursuant to an effective shelf registration statement filed with the Securities and Exchange Commission (“SEC”). Each offering was made only by means of a prospectus supplement relating to such offering and the accompanying base prospectus, copies of

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which may be obtained by contacting: Morgan Stanley & Co. LLC, 180 Varick Street, 2nd Floor, New York, New York 10014, Attention: Prospectus Department; Merrill Lynch, Pierce, Fenner & Smith Incorporated, Attn: Prospectus Department, 222 Broadway, New York, New York 10038, or by email at dg.prospectus_requests@baml.com; J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, telephone: (866) 803-9204; or Barclays Capital Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, email: Barclaysprospectus@broadridge.com, or telephone: (888) 603-5847. These documents were also filed with the SEC and are available at the SEC's website at <http://www.sec.gov>.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Cautionary Language Regarding Forward-Looking Statements

This press release contains forward-looking statements that are based on Crown Castle management's current expectations. Such statements include plans, projections and estimates regarding the use of proceeds from the offerings. 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. More information about potential risk factors that could affect Crown Castle and its results is included in Crown Castle's filings with the Securities and Exchange Commission. The term "including," and any variation thereof, means "including, without limitation."

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