

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): July 21, 2023

Crown Castle Inc.
(Exact name of registrant as specified in its charter)

Delaware	001-16441	76-0470458
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

8020 Katy Freeway, Houston, Texas 77024-1908
(Address of principal executive offices) (Zip Code)

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

(Former name or former address, if changed since last report.)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	CCI	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

ITEM 5.02—DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

(d) On July 21, 2023, the Board of Directors ("Board") of Crown Castle Inc. ("Company") approved expanding the size of the Board and appointing Kevin T. Kabat and Maria M. Pope to fill the newly created vacancies on the Board, effective as of August 1, 2023 and September 1, 2023, respectively.

The Board has not yet appointed either Mr. Kabat or Ms. Pope to any committees of the Board, although the Board may appoint either or both of them to one or more committees in the future. There is no arrangement or understanding between either appointee and any other persons pursuant to which such appointee was selected as a director, and there are no related party transactions involving either Mr. Kabat or Ms. Pope that are reportable under Item 404(a) of Regulation S-K.

Both Mr. Kabat and Ms. Pope will participate in the Company's non-employee director compensation arrangement (described in the Company's proxy statement filed with the Securities and Exchange Commission on April 3, 2023), as may be amended from time to time.

Mr. Kabat has over 21 years of financial, operating and strategic planning expertise, including having served as the former Chief Executive Officer ("CEO") and Vice Chairman of Fifth Third Bancorp and serving as the current Chair of the boards of directors of Unum Group, NiSource Inc., and AITi Global, Inc. Ms. Pope has extensive leadership, financial and strategic experience and deep knowledge of the utility industry, and currently serves as the President, CEO and director of Portland General Electric Company, a vertically integrated electric utility. Ms. Pope also currently serves as a director on the board of directors of Columbia Banking System, Inc.

ITEM 7.01—REGULATION FD DISCLOSURE

On July 24, 2023, the Company issued a press release announcing the appointments of Mr. Kabat and Ms. Pope. The July 24, 2023 press release is furnished herewith as Exhibit 99.1.

ITEM 9.01—FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit Index

Exhibit No.	Description
99.1	Press Release dated July 24, 2023
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

The information in Item 7.01 of this Current Report on Form 8-K ("Form 8-K") and Exhibit 99.1 attached hereto are furnished as part of this Form 8-K and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended ("Exchange Act"), or otherwise subject to the liabilities of that section, nor shall such information or exhibits be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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 INC.

By: /s/ Edward B. Adams, Jr.

Name: Edward B. Adams, Jr.

Title: Executive Vice President
and General Counsel

Date: July 24, 2023



NEWS RELEASE
July 24, 2023

FOR IMMEDIATE RELEASE

Contacts: Dan Schlanger, CFO
Kris Hinson, VP & Treasurer
Crown Castle Inc.
713-570-3050

Crown Castle Appoints Kevin T. Kabat and Maria M. Pope to its Board of Directors

July 24, 2023 - HOUSTON, TEXAS - Crown Castle Inc. (NYSE: CCI) ("Crown Castle") announced today the appointment of Kevin T. Kabat and Maria M. Pope to its board of directors. Mr. Kabat's appointment will be effective August 1, 2023, and Ms. Pope's appointment will be effective September 1, 2023. With the appointment of Mr. Kabat and Ms. Pope, the Crown Castle board will increase to 12 directors, 10 of whom will be independent.

Mr. Kabat is the former Chief Executive Officer and Vice Chairman of Fifth Third Bancorp and current Chairman of the board of directors of Unum Group, NiSource Inc., and AITi Global Inc. Ms. Pope currently serves as President and CEO of Portland General Electric Company.

"We welcome both Kevin and Maria to the Board as the company executes its strategy to maximize long-term shareholder value by growing cash flows from its leading portfolio of shared communications infrastructure assets," said P. Robert Bartolo, Chair of the Crown Castle board of directors. "Kevin brings extensive financial, operating, and strategic planning expertise which we believe will help the company capitalize on long-term opportunities to meet the persistent growth in data demand. In addition, Maria's diverse leadership experience and track record of sustainably delivering growth at a large-scale electric utility provide expertise as Crown Castle focuses on efficiently investing to accelerate growth in small cell deployments."

ABOUT KEVIN T. KABAT

Mr. Kabat currently serves as Chairman of the board of directors of Unum Group, NiSource Inc., and AITi Global, Inc. Mr. Kabat served as Chief Executive Officer of Fifth Third Bancorp, a diversified financial services company, from 2007 until 2015. He served as Vice Chairman of the board of directors of Fifth Third Bancorp from September 2012 until his retirement in 2016 and served as its Chairman from 2008 to 2010. Mr. Kabat also previously served as President of Fifth Third Bancorp from 2006 to 2012 and as Executive Vice President from 2003 to 2006. Before that, he was President and Chief Executive Officer of Fifth Third Bank (Michigan) from 2001 to 2003. He also served in a number of management and executive positions at Old

Kent Financial Corporation, including as Vice Chairman and President, before it was acquired by Fifth Third Bank in 2001. Mr. Kabat earned his master's degree in industrial/organizational psychology from Purdue University and his bachelor's degree in behavioral science from Johns Hopkins University.

ABOUT MARIA M. POPE

Ms. Pope is President and Chief Executive Officer of Portland General Electric Company ("PGE"), a vertically integrated electric utility, and serves on PGE's board of directors. She was appointed President in 2017, and Chief Executive Officer in 2018. Ms. Pope joined PGE in 2009 as Senior Vice President of Finance, Chief Financial Officer and Treasurer. From 2013 to 2017, she served as Senior Vice President of Power Supply, Operations and Resource Strategy. Prior to joining PGE, Ms. Pope served as Chief Financial Officer for Mentor Graphics Corporation. She began her career in banking with Morgan Stanley. Ms. Pope earned her MBA from the Stanford Graduate School of Business and her bachelor's degree from Georgetown University.

ABOUT CROWN CASTLE

Crown Castle owns, operates and leases more than 40,000 cell towers and approximately 85,000 route miles of fiber supporting small cells and fiber solutions across every major U.S. market. This nationwide portfolio of communications infrastructure connects cities and communities to essential data, technology and wireless service – bringing information, ideas and innovations to the people and businesses that need them. 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 statements include plans, projections and estimates regarding (1) director appointments, including the effective date thereof, and their expected contribution to Crown Castle, (2) board size and director independence, (3) focus on small cell deployment acceleration and (4) growth in data demand. 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 SEC. The term "including," and any variation thereof, means "including, without limitation."