
**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): June 26, 2018

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 No.)

1220 Augusta Drive, Suite 600
Houston, TX
(Address of principal executive offices)

77057
(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))

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

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 7.01 – REGULATION FD DISCLOSURE

On June 26, 2018, Crown Castle International Corp. issued a press release announcing that certain of its indirect subsidiaries have priced the previously announced private offering of Senior Secured Tower Revenue Notes. The press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

ITEM 9.01 – FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

As described in Item 7.01 of this Report, the following exhibits are furnished as part of this Current Report on Form 8-K:

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated June 26, 2018

The information in Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information 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 INTERNATIONAL CORP.

By: /s/ Kenneth J. Simon

Name: Kenneth J. Simon

Title: Senior Vice President and General Counsel

Date: June 27, 2018



NEWS RELEASE
June 26, 2018

FOR IMMEDIATE RELEASE

Contacts: Dan Schlanger, CFO &
 Treasurer
 Ben Lowe, VP Corporate
 Finance
 Crown Castle International
 Corp.
 713-570-3050

**CROWN CASTLE PRICES \$1.0 BILLION SENIOR
 SECURED TOWER REVENUE NOTES OFFERING**

June 26, 2018 – HOUSTON, TEXAS – Crown Castle International Corp. (NYSE: CCI) (“Crown Castle”) announced today that certain of its indirect subsidiaries have priced an offering of \$1.0 billion of Senior Secured Tower Revenue Notes (“Offered Notes”). The Notes (as defined below) will be issued in private transactions as additional debt securities under the existing Indenture dated as of June 1, 2005, as amended and supplemented (“Indenture”), pursuant to which the outstanding Senior Secured Tower Revenue Notes, Series 2010-6 (“Series 2010-6 Notes”), Series 2015-1 and Series 2015-2 were issued.

The Offered Notes consist of two classes of Notes. The Class C-2023 Notes consist of \$250.0 million of 3.720% Notes and have an expected life of five years with a final maturity date in July 2043. The Class C-2028 Notes consist of \$750.0 million of 4.241% Notes and have an expected life of ten years with a final maturity date in July 2048. The Offered Notes were priced at par. The Offered Notes have a weighted average expected life of 8.8 years with a weighted average coupon of 4.111%.

Crown Castle intends to use the net proceeds from such offering, together with cash from Crown Castle or one of its subsidiaries, to retire all of the Series 2010-6 Notes on July 16, 2018 and pay fees and expenses related to the offering of the Offered Notes and the retirement of the Series 2010-6 Notes. Crown Castle expects the offering of the Offered Notes to close on or about July 11, 2018.

In connection with the offering of the Offered Notes and in accordance with the risk retention requirements of Regulation RR promulgated under the Securities Exchange Act of 1934, as amended (“Risk Retention Rules”), a majority-owned affiliate of Crown Castle intends to purchase \$52.7 million of Senior Secured Tower Revenue Notes, Series 2018-1, Class R-2028 (“Risk Retention Notes” and, together with the Offered Notes, “Notes”) and thereby retain an “eligible horizontal residual interest” (as defined in the Risk Retention Rules) in an amount equal to at least 5% of the fair value of the Notes. The Risk Retention Notes will be issued at par and have an expected life of ten years with a final maturity date in July 2048. Payments of principal, interest and other amounts in respect of the Risk Retention Notes and any other Class R notes issued under the Indenture from time to time will be fully subordinated to the outstanding notes of each other class under the Indenture.

This press release is not an offer to sell or a solicitation of an offer to buy the Notes, nor shall there be any sale of the Notes in any jurisdiction in which any such offer, solicitation, or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. The Offered Notes will be offered to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended (“Securities Act”), to persons outside of the U.S. under Regulation S promulgated under the Securities Act and to institutional investors that are Accredited Investors under Rule 501 of Regulation D promulgated under the Securities Act. The Notes will not be registered under the Securities Act or any state securities laws, and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

ABOUT CROWN CASTLE

Crown Castle owns, operates and leases more than 40,000 cell towers and approximately 60,000 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 (i) the proposed offering of the Offered Notes, including the expected closing date thereof, (ii) certain terms of the Notes, including with respect to servicing and repayment and (iii) the use of proceeds from the Offered Notes. 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’s results is included in our filings with the Securities and Exchange Commission. The term “including”, and any variation thereof, means “including, without limitation”.