

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): November 5, 2020

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, Texas 77057-2261
(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 5.03 — AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On November 5, 2020, Crown Castle International Corp. ("Company") filed a Certificate of Elimination of 6.875% Mandatory Convertible Preferred Stock, Series A ("Certificate of Elimination") with the Secretary of State of the State of Delaware to eliminate from the Company's Restated Certificate of Incorporation, dated July 20, 2017, all matters relating to the Certificate of Designations of 6.875% Mandatory Convertible Preferred Stock, Series A, previously filed with the Secretary of State of the State of Delaware on July 26, 2017. All outstanding shares of the Company's 6.875% Mandatory Convertible Preferred Stock, Series A ("Preferred Stock"), have been converted into shares of common stock of the Company, and no shares of the Preferred Stock were issued or outstanding at the time of the filing of the Certificate of Elimination. A copy of the Certificate of Elimination is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

ITEM 9.01 — FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Elimination of Certificate of Designations of the 6.875% Mandatory Convertible Preferred Stock of Crown Castle International Corp., dated November 5, 2020
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

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: Executive Vice President
and General Counsel

Date: November 6, 2020

**CERTIFICATE OF ELIMINATION OF THE 6.875% MANDATORY CONVERTIBLE
PREFERRED STOCK, SERIES A
OF
CROWN CASTLE INTERNATIONAL CORP.**

Pursuant to Section 151(g)
of the General Corporation Law
of the State of Delaware

Crown Castle International Corp., a corporation organized and existing under the laws of the State of Delaware (“Company”), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law of the State of Delaware and authority granted in the Restated Certificate of Incorporation of the Company, as theretofore amended and restated, the Board of Directors of the Company, by resolution duly adopted, authorized the issuance of a series of 1,650,000 shares of 6.875% Mandatory Convertible Preferred Stock, Series A, par value \$0.01 per share (“Preferred Stock”), and established the voting powers, designations, preferences, and relative participating and other rights, and the qualifications, limitations or restrictions thereof, and, on July 26, 2017, filed a Certificate of Designations with respect to such Preferred Stock in the office of the Secretary of State of the State of Delaware.
2. That no shares of said Preferred Stock are outstanding and no shares thereof will be issued subject to said Certificate of Designations.
3. That the Board of Directors of the Company has adopted the following resolutions:

WHEREAS, by resolution of the Board of Directors of the Company and by a Certificate of Designations (“Certificate of Designations”) filed in the office of the Secretary of State of the State of Delaware on July 26, 2017, the Company authorized the issuance of a series of 1,650,000 shares of 6.875% Mandatory Convertible Preferred Stock, Series A, par value \$0.01 per share, of the Company (“Preferred Stock”) and established the voting powers, designations, preferences, and relative participating and other rights, and the qualifications, limitations or restrictions thereof; and

WHEREAS, all 1,650,000 shares of such Preferred Stock were issued by the Company and all such shares have been converted into Common Stock of the Company as of the date hereof; and

WHEREAS, as of the date hereof, no shares of such Preferred Stock are outstanding and no shares of such Preferred Stock will be issued subject to said Certificate of Designations; and

WHEREAS, it is desirable that all matters set forth in the Certificate of Designations with respect to such Preferred Stock be eliminated from the Restated Certificate of Incorporation of the Company.

NOW, THEREFORE, BE IT RESOLVED, that all matters set forth in the Certificate of Designations with respect to such Preferred Stock be eliminated from the Restated Certificate of Incorporation of the Company; and be it

FURTHER RESOLVED, that the officers of the Company be, and hereby are, authorized to file a Certificate of Elimination with the office of the Secretary of State of the State of Delaware setting forth a copy of these resolutions whereupon all matters set forth in the Certificate of Designations with respect to such Preferred Stock shall be eliminated from the Restated Certificate of Incorporation of the Company.

4. That, accordingly, all matters set forth in the Certificate of Designations with respect to the Preferred Stock be, and hereby are, eliminated from the Restated Certificate of Incorporation of the Company.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Company has executed this Certificate of Elimination on this 5th day of November, 2020.

CROWN CASTLE INTERNATIONAL CORP.

By: /s/ Kenneth J. Simon

Name: Kenneth J. Simon

Title: Executive Vice President
and General Counsel