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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 16, 2001

Crown Castle International Corp.  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other  
Jurisdiction of  
Incorporation)

0-24737  
(Commission File Number)

76-0470458  
(IRS Employer  
Identification Number)

510 Bering Drive  
Suite 500  
Houston, TX 77057  
(Address of Principal Executive Office)

Registrant's telephone number, including area code: (713) 570-3000  
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This document includes "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Other than statements of historical fact, all statements regarding industry prospects, the consummation of the transactions described in this document and the Company's expectations regarding the future performance of its businesses and its financial position are forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties.

Item 7. Financial Statements and Exhibits

(a) Financial statements of businesses acquired.

--Not applicable.

(b) Pro forma financial information.

The following unaudited pro forma condensed consolidated financial statements, together with the introductory language thereto, are included herein as Exhibit 2.1:

(1) Unaudited Pro Forma Condensed Consolidated Statements of Operations for the year ended December 31, 1999 and the nine months ended September 30, 2000

(2) Notes to Unaudited Pro Forma Condensed Consolidated Statements of Operations

(c) Exhibits

Exhibit No.	Description
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2.1	Unaudited Pro Forma Condensed Consolidated Financial Statements of Crown Castle International Corp.

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/ Wesley D. Cunningham  
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Name: Wesley D. Cunningham  
Title: Senior Vice President,  
Chief Accounting Officer  
and Corporate Controller

Date: January 16, 2001

EXHIBIT INDEX

Exhibit No.	Description
2.1	Unaudited Pro Forma Condensed Consolidated Financial Statements of Crown Castle International Corp.

## UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The following unaudited pro forma condensed consolidated financial statements are based on the historical financial statements of CCIC and the historical financial statements of the entities acquired by CCIC during the periods presented, adjusted to give effect to the following transactions:

- (1) our 1999 debt and equity offerings and the issuance of the convertible preferred stock and warrants in the GE Capital transaction;
- (2) the Bell Atlantic joint venture;
- (3) the BellSouth transaction;
- (4) the Powertel acquisition;
- (5) the borrowings under the term loans in connection with the GTE transaction;
- (6) our 2000 debt offering; and
- (7) the conversion of France Telecom's ownership interest in CCUK into shares of our common stock and resulting roll-up of CCUK into CCIC.

The Unaudited Pro Forma Condensed Consolidated Statements of Operations for the year ended December 31, 1999 and the nine months ended September 30, 2000 give effect to these transactions as if they had occurred as of January 1, 1999. The pro forma adjustments are described in the accompanying notes and are based upon available information and certain assumptions that management believes are reasonable. All of the above transactions are recorded in CCIC's historical consolidated balance sheet as of September 30, 2000; accordingly, no pro forma balance sheet is presented.

Included in the notes accompanying the pro forma financial statements are tables summarizing the unaudited pro forma results of operations for CCIC and its subsidiaries that are restricted by covenants in our high yield debt instruments. These subsidiaries exclude our U.K. subsidiaries and the Bell Atlantic joint venture, both of which are designated as unrestricted subsidiaries under our high yield debt instruments.

The pro forma financial statements do not purport to represent what CCIC's results of operations would actually have been had these transactions in fact occurred on such date or to project CCIC's results of operations for any future period. The pro forma financial statements should be read in conjunction with the consolidated financial statements and related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in CCIC's most recent annual report on Form 10-K and quarterly report on Form 10-Q.

The Bell Atlantic joint venture, the Powertel acquisition and the acquisition of France Telecom's ownership interest in CCUK are accounted for under the purchase method of accounting. The total purchase price for these acquisitions has been allocated to the identifiable tangible and intangible assets and liabilities of the applicable acquired business based upon CCIC's estimate of their fair values with the remainder allocated to goodwill.

In July 2000, CCIC sold shares of its common stock and preferred stock in concurrent underwritten public offerings. The effect of these offerings has not been reflected in the Unaudited Pro Forma Condensed Consolidated Statements of Operations.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

Year Ended December 31, 1999  
(Dollars in thousands, except per share amounts)

	Historical CCIC	Adjustments for 1999 Offerings	Historical 1999 Acquisitions(c)	Adjustments for 1999 Acquisitions and Bell South Transaction	Adjustments for 2000 Term Loans	Adjustments for 2000 Debt Offering	Adjustments for CCUK Consolidation
Net revenues:							
Site rental and broadcast transmission.....	\$ 267,894	\$ --	\$ 5,569	\$ 35,671 (d)	\$ --	\$ --	\$ --
Network services and other.....	77,865	--	--	--	--	--	--
Total net revenues.....	345,759	--	5,569	35,671	--	--	--
Operating expenses:							
Costs of operations:							
Site rental and broadcast transmission....	114,436	--	7,948	7,207 (e)	--	--	--
Network services and other.....	42,312	--	--	--	--	--	--
General and administrative....	43,823	--	--	10,878 (f)	--	--	--
Corporate development.....	5,403	--	--	--	--	--	--
Restructuring charges.....	5,645	--	--	--	--	--	--
Non-cash compensation charges.....	2,173	--	--	--	--	--	--
Depreciation and amortization.....	130,106	--	5,532	27,887 (g)	--	--	26,689 (l)
	343,898	--	13,480	45,972	--	--	26,689
Operating income (loss).....	1,861	--	(7,911)	(10,301)	--	--	(26,689)
Other income (expense):							
Interest and other income (expense).....	17,731	--	--	--	--	--	--
Interest expense and amortization of deferred financing costs...	(110,908)	(36,947)(a)	--	(4,428)(h)	(47,250)(j)	(12,291)(k)	--
Loss before income taxes, minority interests and cumulative effect of change in accounting principle.....	(91,316)	(36,947)	(7,911)	(14,729)	(47,250)	(12,291)	(26,689)
Provision for income taxes.....	(275)	--	--	--	--	--	--
Minority interests.....	(2,756)	--	--	1,224 (i)	--	--	3,835 (m)
Loss before cumulative effect of change in accounting principle.....	(94,347)	(36,947)	(7,911)	(13,505)	(47,250)	(12,291)	(22,854)
Cumulative effect of change in accounting principle for costs of start-up activities.....	(2,414)	--	--	--	--	--	--
Net loss.....	(96,761)	(36,947)	(7,911)	(13,505)	(47,250)	(12,291)	(22,854)
Dividends on preferred stock....	(28,881)	(14,916)(b)	--	--	--	--	--
Net loss after deduction of							

dividends on preferred stock....	\$(125,642)	\$(51,863)	\$(7,911)	\$(13,505)	\$(47,250)	\$(12,291)	\$(22,854)
	=====	=====	=====	=====	=====	=====	=====
Per common share-- basic and diluted:							
Loss before cumulative effect of change in accounting principle.....	\$ (0.94)						
Cumulative effect of change in accounting principle.....	(0.02)						
	-----						
Net loss.....	\$ (0.96)						
	=====						
Common shares outstanding--basic and diluted (in thousands).....	131,466						
	=====						
	Pro Forma for 1999 and 2000 Transactions and Offerings						
	-----						
Net revenues:							
Site rental and broadcast transmission.....	\$ 309,134						
Network services and other.....	77,865						
	-----						
Total net revenues.....	386,999						
	-----						
Operating expenses:							
Costs of operations:							
Site rental and broadcast transmission....	129,591						
Network services and other.....	42,312						
General and administrative....	54,701						
Corporate development.....	5,403						
Restructuring charges.....	5,645						
Non-cash compensation charges.....	2,173						
Depreciation and amortization.....	190,214						
	-----						
	430,039						
	-----						
Operating income (loss).....	(43,040)						
Other income (expense):							
Interest and other income (expense).....	17,731						
Interest expense and amortization of deferred financing costs...	(211,824)						
	-----						
Loss before income taxes, minority interests and cumulative effect of change in accounting principle.....	(237,133)						
Provision for income taxes.....	(275)						
Minority interests.....	2,303						
	-----						
Loss before cumulative effect of change in accounting principle.....	(235,105)						

Cumulative effect of change in accounting principle for costs of start-up activities.....	(2,414)
	-----
Net loss.....	(237,519)
Dividends on preferred stock....	(43,797)
	-----
Net loss after deduction of dividends on preferred stock....	\$(281,316)
	=====
Per common share-- basic and diluted: Loss before cumulative effect of change in accounting principle.....	\$ (1.59)
Cumulative effect of change in accounting principle.....	(0.01)
	-----
Net loss.....	\$ (1.60)
	=====
Common shares outstanding--basic and diluted (in thousands).....	175,459
	=====

See Notes to Unaudited Pro Forma Condensed Consolidated Statements of  
Operations



UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

Nine Months Ended September 30, 2000  
(Dollars in thousands, except per share amounts)

	Historical CCIC	Adjustments for 2000 Term Loans	Adjustments for 2000 Debt Offering	Adjustments for CCUK Consolidation	Pro Forma for 2000 Transactions and Offering
	-----	-----	-----	-----	-----
Net revenues:					
Site rental and broadcast transmission.....	\$ 320,418	\$ --	\$ --	\$ --	\$ 320,418
Network services and other.....	126,774	--	--	--	126,774
	-----	-----	-----	-----	-----
Total net revenues...	447,192	--	--	--	447,192
	-----	-----	-----	-----	-----
Operating expenses:					
Costs of operations:					
Site rental and broadcast transmission.....	139,233	--	--	--	139,233
Network services and other.....	70,901	--	--	--	70,901
General and administrative.....	52,544	--	--	--	52,544
Corporate development.....	6,415	--	--	--	6,415
Non-cash compensation charges.....	1,619	--	--	--	1,619
Depreciation and amortization.....	167,365	--	--	20,017 (1)	187,382
	-----	-----	-----	-----	-----
	438,077	--	--	20,017	458,094
	-----	-----	-----	-----	-----
Operating income (loss).....	9,115	--	--	(20,017)	(10,902)
Other income (expense):					
Interest and other income (expense).....	22,586	--	--	--	22,586
Interest expense and amortization of deferred financing costs.....	(173,987)	(12,907)(j)	1,665(k)	--	(185,229)
	-----	-----	-----	-----	-----
Income (loss) before income taxes, minority interests and extraordinary item.....	(142,286)	(12,907)	1,665	(20,017)	(173,545)
Provision for income taxes.....	(163)	--	--	--	(163)
Minority interests.....	(1,806)	--	--	2,333 (m)	527
	-----	-----	-----	-----	-----
Income (loss) before extraordinary item.....	(144,255)	(12,907)	1,665	(17,684)	(173,181)
Extraordinary item--loss on early extinguishment of debt.....	(1,495)	--	--	--	(1,495)
	-----	-----	-----	-----	-----
Net income (loss).....	(145,750)	(12,907)	1,665	(17,684)	(174,676)
Dividends on preferred stock.....	(39,571)	--	--	--	(39,571)
	-----	-----	-----	-----	-----
Net income (loss) after deduction of dividends on preferred stock.....	\$(185,321)	\$(12,907)	\$1,665	\$(17,684)	\$(214,247)
	=====	=====	=====	=====	=====
Per common share--basic and diluted:					
Loss before extraordinary item.....	\$ (1.07)				\$ (1.15)
Extraordinary item.....	(0.01)				(0.01)
	-----				-----
Net loss.....	\$ (1.08)				\$ (1.16)
	=====				=====
Common shares outstanding--basic and diluted (in thousands)..					
	171,985				183,930
	=====				=====

See Notes to Unaudited Pro Forma Condensed Consolidated Statements of Operations

Notes to Unaudited Pro Forma Condensed Consolidated Statements of Operations  
(Dollars in thousands)

(a) Reflects:

- (1) increase in interest expense as a result of the issuance of the notes in the 1999 debt offerings of \$36,132; and
- (2) amortization of deferred financing costs related to the notes issued in the 1999 debt offerings of \$815.

(b) Reflects the increase in dividends attributable to the issuance of the convertible preferred stock.

(c) Reflects:

- (1) the historical results of operations of the tower operations contributed to the Bell Atlantic joint venture, comprising net revenues, costs of operations and depreciation and amortization of \$3,705, \$5,359 and \$1,899, respectively; and
- (2) the historical results of operations of the tower operations acquired in the Powertel acquisition, comprising net revenues, costs of operations and depreciation and amortization of \$1,864, \$2,589 and \$3,633, respectively.

(d) Reflects:

- (1) additional revenues to be recognized by the Bell Atlantic joint venture under the global lease and the formation agreement of \$8,092;
- (2) additional revenues to be recognized by CCIC in connection with the BellSouth transaction for the sublease of tower space by BellSouth, including \$16,842 in revenues to be received from BellSouth and \$4,552 in revenues to be received from other tenants; and
- (3) additional revenues to be recognized by CCIC in connection with the Powertel acquisition under the master site agreements of \$6,185.

(e) Reflects additional costs to be incurred for ground rents in connection with the BellSouth agreement.

(f) We expect that the Bell Atlantic joint venture will incur incremental operating expenses as a stand-alone entity. Such incremental expenses are estimated to amount to approximately \$1,313 for the year ended December 31, 1999. In addition, we expect that we will incur incremental operating expenses as a result of the BellSouth transaction and the Powertel acquisition. Such incremental expenses are estimated to amount to approximately \$9,565 for the year ended December 31, 1999. These incremental operating expenses are based on management's best estimates rather than any contractual obligations.

(g) Reflects the incremental depreciation of property and equipment as a result of:

- (1) the Bell Atlantic joint venture for \$6,222;
- (2) the BellSouth transaction for \$19,282; and
- (3) the Powertel acquisition for \$2,383.

Property and equipment is being depreciated over twenty years.

(h) Reflects additional interest expense attributable to borrowings under the credit facility entered into by the Bell Atlantic joint venture at a rate of 9.25% per annum.

(i) Reflects the minority partner's 38.5% interest in the Bell Atlantic joint venture's operations.

(j) Reflects:

- (1) increase in interest expense as a result of borrowings under the term loans of \$46,875 for the year ended December 31, 1999 and \$12,813 for the nine months ended September 30, 2000; and
- (2) amortization of deferred financing costs related to the term loans of \$375 for the year ended December 31, 1999 and \$94 for the nine months ended September 30, 2000.

Borrowings under the term loans initially incurred interest at a rate of 10.06% per annum, with such interest rate increasing on a periodic basis.

(k) Reflects:

- (1) increase in interest expense as a result of the issuance of the 10 3/4% notes in the 2000 debt offering of \$53,750 for the year ended December 31, 1999 and \$26,278 for the nine months ended September 30, 2000;
- (2) amortization of deferred financing costs related to the notes in the 2000 debt offering of \$1,666 for the year ended December 31, 1999 and \$833 for the nine months ended September 30, 2000;
- (3) decrease in interest expense as a result of the repayment of borrowings under the term loans of \$46,875 for the year ended December 31, 1999 and \$28,776 for the nine months ended September 30, 2000; and
- (4) the write-off of unamortized deferred financing costs related to the term loans of \$3,750 for the year ended December 31, 1999.

(l) Reflects the incremental amortization of goodwill as a result of the increased ownership in CCUK. Goodwill is being amortized over twenty years.

(m) Reflects the elimination of minority interests related to CCUK's operations as a result of CCUK becoming a wholly owned subsidiary of CCIC.

The following tables summarize the unaudited pro forma results of operations for the restricted group under our high yield debt instruments. The "Exclusion of Unrestricted Subsidiaries" column reflects the results of operations for the unrestricted subsidiaries as a reduction from the consolidated pro forma amounts. Such information is not intended as an alternative measure of the operating results as would be determined in accordance with generally accepted accounting principles.

	Year Ended December 31, 1999		
	Pro Forma for 1999 and 2000 Transactions and Offerings	Exclusion of Unrestricted Subsidiaries	Restricted Group Pro Forma for 1999 and 2000 Transactions and Offerings
<b>Net revenues:</b>			
Site rental and broadcast transmission.....	\$ 309,134	\$(221,398)	\$ 87,736
Network services and other.....	77,865	(31,981)	45,884
Total net revenues.....	386,999	(253,379)	133,620
<b>Operating expenses:</b>			
Costs of operations:			
Site rental and broadcast transmission.....	129,591	(99,095)	30,496
Network services and other.....	42,312	(20,275)	22,037
General and administrative.....	54,701	(12,084)	42,617
Corporate development.....	5,403	(819)	4,584
Restructuring charges.....	5,645	--	5,645
Non-cash compensation charges.....	2,173	(769)	1,404
Depreciation and amortization.....	190,214	(122,562)	67,652
	430,039	(255,604)	174,435
Operating income (loss).....	(43,040)	2,225	(40,815)
Other income (expense):			
Interest and other income (expense).....	17,731	(7,797)	9,934
Interest expense and amortization of deferred financing costs.....	(211,824)	44,995	(166,829)
Income (loss) before income taxes, minority interests and cumulative effect of change in accounting principle.....	(237,133)	39,423	(197,710)
Provision for income taxes.....	(275)	--	(275)
Minority interests.....	2,303	(2,303)	--
Income (loss) before cumulative effect of change in accounting principle.....	(235,105)	37,120	(197,985)
Cumulative effect of change in accounting principle for costs of start-up activities.....	(2,414)	--	(2,414)
Net income (loss).....	(237,519)	37,120	(200,399)
Dividends on preferred stock.....	(43,797)	--	(43,797)
Net income (loss) after deduction of dividends on preferred stock...	\$(281,316)	\$ 37,120	\$(244,196)

Nine Months Ended September 30, 2000

	Pro Forma for 2000 Transactions and Offering	Exclusion of Unrestricted Subsidiaries	Restricted Group Pro Forma for 2000 Transactions and Offering
Net revenues:			
Site rental and broadcast transmission.....	\$ 320,418	\$(189,351)	\$ 131,067
Network services and other.....	126,774	(38,894)	87,880
	-----	-----	-----
Total net revenues.....	447,192	(228,245)	218,947
	-----	-----	-----
Operating expenses:			
Costs of operations:			
Site rental and broadcast transmission.....	139,233	(83,652)	55,581
Network services and other.....	70,901	(25,499)	45,402
General and administrative.....	52,544	(10,708)	41,836
Corporate development.....	6,415	(660)	5,755
Non-cash compensation charges.....	1,619	(449)	1,170
Depreciation and amortization.....	187,382	(98,776)	88,606
	-----	-----	-----
	458,094	(219,744)	238,350
	-----	-----	-----
Operating income (loss).....	(10,902)	(8,501)	(19,403)
Other income (expense):			
Interest and other income (expense).....	22,586	(1,155)	21,431
Interest expense and amortization of deferred financing costs.....	(185,229)	37,427	(147,802)
	-----	-----	-----
Income (loss) before income taxes, minority interests and extraordinary item.....	(173,545)	27,771	(145,774)
Provision for income taxes.....	(163)	145	(18)
Minority interests.....	527	1,817	2,344
	-----	-----	-----
Income (loss) before extraordinary item.....	(173,181)	29,733	(143,448)
Extraordinary item--loss on early extinguishment of debt.....	(1,495)	--	(1,495)
	-----	-----	-----
Net income (loss).....	(174,676)	29,733	(144,943)
Dividends on preferred stock.....	(39,571)	--	(39,571)
	-----	-----	-----
Net income (loss) after deduction of dividends on preferred stock...	\$ (214,247)	\$ 29,733	\$ (184,514)
	=====	=====	=====