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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): May 18, 2000

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

Delaware	0-24737	76-0470458
(State or Other	(Commission File Number)	(IRS Employer
Jurisdiction of		Identification Number)
Incorporation)		

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.

Capitalized terms used but not defined herein shall have the meaning assigned thereto in the Company's Registration Statement on Form S-3 (Reg. No. 333-83395), as amended and as supplemented by a prospectus supplement dated August 5, 1999.

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 Statement of Operations for the year ended December 31, 1999
  - (2) Notes to Unaudited Pro Forma Condensed Consolidated Statement of Operations
  - (3) Unaudited Pro Forma Condensed Consolidated Balance Sheet as of December 31, 1999
  - (4) Notes to Unaudited Pro Forma Condensed Consolidated Balance Sheet
- (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.

/s/ Wesley D. Cunningham

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

Date: May 18, 2000

EXHIBIT INDEX

Exhibit No.	Description
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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 period presented, adjusted to give effect to the following transactions:

- (1) the recent 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; and
- (4) the Powertel acquisition.

The Unaudited Pro Forma Condensed Consolidated Statement of Operations for the year ended December 31, 1999 gives effect to these transactions as if they had occurred as of January 1, 1999. The Unaudited Pro Forma Condensed Consolidated Balance Sheet gives effect to the transaction described in clause (3) above as if it had been completed as of December 31, 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.

Included in the notes accompanying the pro forma financial statements are tables summarizing the unaudited pro forma results of operations and balance sheet 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 or financial condition would actually have been had these transactions in fact occurred on such dates or to project CCIC's results of operations or financial condition for any future date or 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.

The Bell Atlantic joint venture and the Powertel acquisition are accounted for under the purchase method of accounting. The total purchase price for the Bell Atlantic joint venture and the Powertel acquisition has been allocated to the identifiable tangible and intangible assets and liabilities of the applicable acquired business based upon CCIC's preliminary estimate of their fair values with the remainder allocated to goodwill and other intangible assets. The allocations of the purchase prices may be revised when additional information concerning asset and liability valuations is obtained; however, we do not expect that any such revisions will have a material effect on our consolidated financial position or results of operations.



after deduction of dividends on preferred stock....	\$ (125,642)	\$ (51,863)	\$ (177,505)	\$ (3,553)	\$ (1,334)	\$ (182,392)	\$ (5,095)	\$ (4,358)
	=====	=====	=====	=====	=====	=====	=====	=====
Per common share--basic and diluted:								
Loss before cumulative effect of change in accounting principle.....	\$ (0.94)		\$ (1.23)			\$ (1.19)		
Cumulative effect of change in accounting principle.....	(0.02)		(0.02)			(0.01)		
	-----		-----			-----		
Net loss.....	\$ (0.96)		\$ (1.25)			\$ (1.20)		
	=====		=====			=====		
Common shares outstanding--basic and diluted (in thousands).....	131,466		142,201			151,496		
	=====		=====			=====		

	Adjustments for Powertel Acquisition	Pro Forma for the Transactions
	-----	-----
Net revenues:		
Site rental and broadcast transmission.....	\$6,185(m)	\$ 309,134
Network services and other.....	--	77,865
	-----	-----
Total net revenues.....	6,185	386,999
	-----	-----
Operating expenses:		
Costs of operations:		
Site rental and broadcast transmission....	--(e)	129,591
Network services and other.....	--	42,312
General and administrative....	--(e)	43,823
Corporate development.....	--	5,403
Restructuring charges.....	--	5,645
Non-cash compensation charges.....	--	2,173
Depreciation and amortization.....	2,383(n)	163,525
	-----	-----
	2,383	392,472
	-----	-----
Operating income (loss).....	3,802	(5,473)
Other income (expense):		
Interest and other income (expense).....	--	17,731
Interest expense and amortization of deferred financing costs...	--	(152,283)
	-----	-----
Income (loss) before income taxes, minority interests and cumulative effect of change in accounting principle.....	3,802	(140,025)
Provision for income taxes.....	--	(275)
Minority interests.....	--	(1,532)
	-----	-----
Income (loss) before cumulative effect of change in		

accounting principle.....	3,802	(141,832)
Cumulative effect of change in accounting principle for costs of start-up activities.....	--	(2,414)
Net income (loss)..	3,802	(144,246)
Dividends on preferred stock....	--	(43,797)
Net income (loss) after deduction of dividends on preferred stock....	\$3,802	\$(188,043)
	=====	=====
Per common share-- basic and diluted:		
Loss before cumulative effect of change in accounting principle.....		\$ (1.17)
Cumulative effect of change in accounting principle.....		(0.02)
Net loss.....		\$ (1.19)
		=====
Common shares outstanding--basic and diluted (in thousands).....		158,016
		=====

See Notes to Unaudited Pro Forma Condensed Consolidated Statement of Operations



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

- (a) Reflects:
- (1) increase in interest expense as a result of the issuance of the notes in the recent debt offerings of \$36,132 for the year ended December 31, 1999; and
  - (2) amortization of deferred financing costs related to the notes issued in the recent debt offerings of \$815 for the year ended December 31, 1999.
- (b) Reflects the increase in dividends attributable to the issuance of the convertible preferred stock.
- (c) Reflects the historical results of operations of the tower operations contributed to the Bell Atlantic joint venture.
- (d) Reflects additional revenues to be recognized by the Bell Atlantic joint venture under the global lease and the formation agreement.
- (e) We expect that the Bell Atlantic joint venture will incur incremental operating expenses as a stand-alone entity. Such incremental expenses are currently estimated to amount to approximately \$5,137 per year. 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 currently estimated to amount to approximately \$15,917 per year. These incremental operating expenses are based on management's best estimates rather than any contractual obligations; as such, these amounts have not been presented as adjustments in the accompanying pro forma financial statement.
- (f) Reflects the incremental depreciation of property and equipment as a result of the Bell Atlantic joint venture. Property and equipment is being depreciated over twenty years.
- (g) Reflects additional interest expense attributable to borrowings under the credit facility entered into by the Bell Atlantic joint venture. Such borrowings were initially estimated to incur interest at a rate of 9.25% per annum.
- (h) Reflects the minority partner's 38.5% interest in the joint venture's operations.
- (i) Reflects additional revenues to be recognized by CCIC in connection with the BellSouth transaction for the sublease of tower space by BellSouth. This amount includes: \$16,842 in revenues to be received from BellSouth and \$4,552 in revenues to be received from other tenants for the year ended December 31, 1999.
- (j) Reflects additional costs to be incurred for ground rents in connection with the BellSouth agreement.
- (k) Reflects the incremental depreciation of property and equipment as a result of the BellSouth transaction. Property and equipment is being depreciated over twenty years.
- (l) Reflects the historical results of operations of the tower operations acquired in the Powertel acquisition.
- (m) Reflects additional revenues to be recognized by CCIC in connection with the Powertel acquisition under the master site agreements.
- (n) Reflects the incremental depreciation of property and equipment as a result of the Powertel acquisition. Property and equipment is being depreciated over twenty years.

The following table summarizes the unaudited pro forma results of operations for the restricted group under our high yield debt instruments. 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 Offerings	Exclusion of Unrestricted Subsidiaries	Restricted Group Pro Forma for Offerings	Adjustments for Proposed BellSouth Transaction	Historical Powertel	Adjustments for Powertel Acquisition	Restricted Group Pro Forma for the Transactions
Net revenues:							
Site rental and broadcast transmission.....	\$ 267,894	\$(209,601)	\$ 58,293	\$21,394	\$ 1,864	\$6,185	\$ 87,736
Network services and other.....	77,865	(31,981)	45,884	--	--	--	45,884
Total net revenues...	345,759	(241,582)	104,177	21,394	1,864	6,185	133,620
Operating expenses:							
Costs of operations:							
Site rental and broadcast transmission.....	114,436	(93,736)	20,700	7,207	2,589	--	30,496
Network services and other.....	42,312	(20,275)	22,037	--	--	--	22,037
General and administrative.....	43,823	(10,771)	33,052	--	--	--	33,052
Corporate development.....	5,403	(819)	4,584	--	--	--	4,584
Restructuring charges.....	5,645	--	5,645	--	--	--	5,645
Non-cash compensation charges.....	2,173	(769)	1,404	--	--	--	1,404
Depreciation and amortization.....	130,106	(87,752)	42,354	19,282	3,633	2,383	67,652
	343,898	(214,122)	129,776	26,489	6,222	2,383	164,870
Operating income (loss).....	1,861	(27,460)	(25,599)	(5,095)	(4,358)	3,802	(31,250)
Other income (expense):							
Interest and other income (expense).....	17,731	(7,797)	9,934	--	--	--	9,934
Interest expense and amortization of deferred financing costs.....	(147,855)	40,567	(107,288)	--	--	--	(107,288)
Income (loss) before income taxes, minority interests and cumulative effect of change in accounting principle.....	(128,263)	5,310	(122,953)	(5,095)	(4,358)	3,802	(128,604)
Provision for income taxes.....	(275)	--	(275)	--	--	--	(275)
Minority interests.....	(2,756)	2,756	--	--	--	--	--
Income (loss) before cumulative effect of change in accounting principle.....	(131,294)	8,066	(123,228)	(5,095)	(4,358)	3,802	(128,879)
Cumulative effect of change in accounting principle for costs of start-up activities.....	(2,414)	--	(2,414)	--	--	--	(2,414)
Net income (loss).....	(133,708)	8,066	(125,642)	(5,095)	(4,358)	3,802	(131,293)
Dividends on preferred stock.....	(43,797)	--	(43,797)	--	--	--	(43,797)
Net income (loss) after deduction of dividends on preferred stock.....	\$(177,505)	\$ 8,066	\$(169,439)	\$(5,095)	\$(4,358)	\$3,802	\$(175,090)



UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET

As of December 31, 1999  
(Dollars in thousands)

	Historical CCIC -----	Adjustments for Proposed BellSouth Transaction -----	Pro Forma for the Transaction -----
<b>Assets:</b>			
<b>Current assets:</b>			
Cash and cash equivalents.....	\$ 549,328	\$(62,660)(a)	\$ 486,668
Receivables.....	78,617	--	78,617
Inventories.....	19,178	--	19,178
Prepaid expenses and other current assets.....	14,922	--	14,922
	-----	-----	-----
Total current assets.....	662,045	(62,660)	599,385
Property and equipment, net.....	2,468,101	89,514(b)	2,557,615
Escrow deposit for acquisition.....	50,000	--	50,000
Goodwill and other intangible assets, net.....	596,147	--	596,147
Deferred financing costs and other assets, net.....	60,357	--	60,357
	-----	-----	-----
	\$3,836,650	\$ 26,854	\$3,863,504
	=====	=====	=====
<b>Liabilities and Stockholders' Equity:</b>			
<b>Current liabilities:</b>			
Accounts payable.....	\$ 45,998	\$ --	\$ 45,998
Other current liabilities.....	85,283	--	85,283
Long-term debt, current maturities....	--	--	--
	-----	-----	-----
Total current liabilities.....	131,281	--	131,281
Long-term debt, less current maturities.....	1,542,343	--	1,542,343
Other liabilities.....	67,064	--	67,064
	-----	-----	-----
Total liabilities.....	1,740,688	--	1,740,688
	-----	-----	-----
Minority interests.....	55,292	--	55,292
Redeemable preferred stock.....	422,923	--	422,923
Stockholders' equity.....	1,617,747	26,854(c)	1,644,601
	-----	-----	-----
	\$3,836,650	\$ 26,854	\$3,863,504
	=====	=====	=====

See Notes to Unaudited Pro Forma Condensed Consolidated Balance Sheet

Notes to Unaudited Pro Forma Condensed Consolidated Balance Sheet  
(Dollars in thousands)

- (a) Reflects the payment of the remaining cash portion of the purchase price for the BellSouth transaction.
- (b) Reflects the basis of property and equipment recorded in connection with the BellSouth transaction.
- (c) Reflects the increase resulting from the issuance of common stock for a portion of the remaining purchase price for the BellSouth transaction.

The following table summarizes the adjustments for the BellSouth transaction, with the increase to the stockholders' equity balance shown as a negative amount:

	Adjustment Reference ----- (a), (b), (c) -----
Cash and cash equivalents.....	\$(62,660)
Property and equipment, net.....	89,514
Stockholders' equity.....	(26,854)
	-----
	\$ --
	=====

The following table summarizes the unaudited pro forma balance sheet for the restricted group under our high yield debt instruments. Such information is not intended as an alternative measure of financial position as determined in accordance with generally accepted accounting principles.

	As of December 31, 1999				
	Historical CCIC	Exclusion of Unrestricted Subsidiaries	Historical Restricted Group	Adjustments for Proposed BellSouth Transaction	Restricted Group Pro Forma for the Transaction
	-----	-----	-----	-----	-----
<b>Assets:</b>					
<b>Current assets:</b>					
Cash and cash equivalents.....	\$ 549,328	\$ (54,604)	\$ 494,724	\$(62,660)	\$ 432,064
Receivables.....	78,617	(30,472)	48,145	--	48,145
Inventories.....	19,178	(12,279)	6,899	--	6,899
Prepaid expenses and other current assets.....	14,922	(10,860)	4,062	--	4,062
	-----	-----	-----	-----	-----
Total current assets.....	662,045	(108,215)	553,830	(62,660)	491,170
Property and equipment, net.....	2,468,101	(1,117,491)	1,350,610	89,514	1,440,124
Escrow deposit for acquisition.....	50,000	--	50,000	--	50,000
Investments in Unrestricted Subsidiaries.....	--	991,261	991,261	--	991,261
Goodwill and other intangible assets, net.....	596,147	(463,594)	132,553	--	132,553
Deferred financing costs and other assets, net..	60,357	(11,779)	48,578	--	48,578
	-----	-----	-----	-----	-----
	\$3,836,650	\$ (709,818)	\$3,126,832	\$ 26,854	\$3,153,686
	=====	=====	=====	=====	=====
<b>Liabilities and Stockholders' Equity:</b>					
<b>Current liabilities:</b>					
Accounts payable.....	\$ 45,998	\$ (22,517)	\$ 23,481	\$ --	\$ 23,481
Other current liabilities.....	85,283	(58,859)	26,424	--	26,424
Long-term debt, current maturities...	--	--	--	--	--
	-----	-----	-----	-----	-----
Total current liabilities.....	131,281	(81,376)	49,905	--	49,905
Long-term debt, less current maturities.....	1,542,343	(509,155)	1,033,188	--	1,033,188
Other liabilities.....	67,064	(63,995)	3,069	--	3,069
	-----	-----	-----	-----	-----
Total liabilities...	1,740,688	(654,526)	1,086,162	--	1,086,162
	-----	-----	-----	-----	-----
Minority interests.....	55,292	(55,292)	--	--	--
Redeemable preferred stock.....	422,923	--	422,923	--	422,923
Stockholders' equity....	1,617,747	--	1,617,747	26,854	1,644,601
	-----	-----	-----	-----	-----
	\$3,836,650	\$ (709,818)	\$3,126,832	\$ 26,854	\$3,153,686
	=====	=====	=====	=====	=====

