

**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): December 11, 2012

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
Number)

**1220 Augusta Drive
Suite 500
Houston, TX 77057**
(Address of Principal Executive Office)

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

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))
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ITEM 7.01 – REGULATION FD DISCLOSURE

On December 11, 2012, CC Holdings GS V LLC (“CCL”), a wholly owned subsidiary of Crown Castle International Corp. (the “Company”), delivered to the holders of its 7.750% Senior Secured Notes due 2017 (the “7.750% Notes”), through The Bank of New York Mellon Trust Company, N.A., as trustee, a conditional notice of redemption for the 7.750% Notes. All of the then outstanding 7.750% Notes will be redeemed on January 10, 2013, at a price equal to 100% of the principal amount of the 7.750% Notes to be redeemed, plus accrued and unpaid interest, if any, to the redemption date, plus a make-whole premium calculated in accordance with the indenture governing the 7.750% Notes. In accordance with the terms of the redemption notice, the redemption is conditioned upon the closing of the Notes Offering (as defined below), which CCL currently anticipates will occur on December 24, 2012. The redemption notice will become fully unconditional upon such closing.

ITEM 8.01 – OTHER EVENTS

On December 11, 2012, the Company issued a press release announcing the intention of CCL to offer \$500.0 million aggregate principal amount of senior secured notes due 2017 (the “2017 Notes”) and \$1.0 billion aggregate principal amount of senior secured notes due 2023 (the “2023 Notes”) in a private offering (the “Notes Offering”). On December 11, 2012, the Company issued a press release announcing the pricing of the Notes Offering. The 2017 Notes will have an interest rate of 2.381% per annum and will be issued at a price equal to 100% of their face value. The 2023 Notes will have an interest rate of 3.849% per annum and will be issued at a price equal to 100% of their face value. The December 11th press releases are attached as Exhibits 99.1 and 99.2 to this Form 8-K and are incorporated herein by reference.

On December 11, 2012, the Company issued a press release announcing that it has commenced a cash tender offer (the “9.00% Tender Offer”) for any and all of its outstanding 9.00% Senior Notes due 2015. The 9.00% Tender Offer is subject to, and conditioned upon, the satisfaction of or, where applicable, the Company’s waiver of, certain conditions, including the condition that CCL has closed the Notes Offering and that the Company has increased the size of its revolving credit facility by an additional \$500.0 million. The Company has received preliminary commitments to increase its revolving credit facility by an additional \$500.0 million, and expects to consummate such increase prior to the closing of the Notes Offering. The December 11th press release is attached as Exhibit 99.3 to this Form 8-K and is incorporated herein by reference.

On December 11, 2012, the Company issued a press release announcing that CCL has commenced a cash tender offer (the “7.750% Tender Offer”) for any and all of CCL’s outstanding 7.750% Notes. The 7.750% Tender Offer is subject to, and conditioned upon, the satisfaction of or, where applicable, CCL’s waiver of, certain conditions, including the condition that CCL has closed the Notes Offering. The December 11th press release is attached as Exhibit 99.4 to this Form 8-K and is incorporated herein by reference.

ITEM 9.01 – FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated December 11, 2012
99.2	Press Release, dated December 11, 2012
99.3	Press Release, dated December 11, 2012
99.4	Press Release, dated December 11, 2012

The information in this Form 8-K furnished pursuant to Item 7.01 shall not be deemed “filed” for purposes of Section 18 of 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 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/ Jay A. Brown
Name: Jay A. Brown
Title: Senior Vice President, Chief Financial Officer and Treasurer

Date: December 11, 2012

EXHIBIT INDEX

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NEWS RELEASE

FOR IMMEDIATE RELEASE

Contacts: Jay Brown, CFO
Fiona McKone, VP - Corporate Finance
Crown Castle International Corp.
713-570-3050

CROWN CASTLE ANNOUNCES COMMENCEMENT OF OFFERING OF SENIOR SECURED NOTES BY CERTAIN SUBSIDIARIES

December 11, 2012 – HOUSTON, TX – Crown Castle International Corp. (“Crown Castle”) (NYSE:CCI) announced today that its subsidiary, CC Holdings GS V LLC (“CCL”), is commencing an offering of \$500.0 million aggregate principal amount of senior secured notes due 2017 and \$1.0 billion aggregate principal amount of senior secured notes due 2023 (collectively, the “Notes”). CCL, through its subsidiaries, holds a majority of the U.S. towers originally acquired by Crown Castle in its 2007 acquisition of Global Signal, Inc.

The Notes will be guaranteed by certain of CCL’s direct and indirect subsidiaries. The Notes and the guarantees will be secured on a first priority basis by a pledge of the equity interests of the guarantors. The Notes will not be guaranteed by and will not constitute obligations of Crown Castle or any of its other subsidiaries.

CCL intends to use the net proceeds of this offering to complete a tender offer for any and all of its outstanding 7.750% Senior Secured Notes due 2017 (the “Existing Notes”) and to redeem any Existing Notes that remain outstanding after the expiration of such tender offer. CCL anticipates distributing the remaining net proceeds to Crown Castle to fund, together with borrowings under Crown Castle’s revolving credit facility, a tender offer by Crown Castle for any and all of its outstanding 9.00% Senior Notes due 2015. Crown Castle has received preliminary commitments to increase its revolving credit facility by an additional \$500.0 million, and expects to consummate such increase prior to the closing of the Notes offering.

The Notes will be offered in the United States to qualified institutional buyers under Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to persons outside of the United States under Regulation S 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 absent registration or an applicable exemption from registration requirements.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

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 use of proceeds from the proposed offering and (ii) the contemplated increase to the revolving credit facility. 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. The term "including," and any variation thereof, means "including, without limitation."



NEWS RELEASE

FOR IMMEDIATE RELEASE

Contacts: Jay Brown, CFO
Fiona McKone, VP - Corporate Finance
Crown Castle International Corp.
713-570-3050

CROWN CASTLE ANNOUNCES PRICING OF SENIOR SECURED NOTES OFFERING BY CERTAIN SUBSIDIARIES

December 11, 2012 – HOUSTON, TX – Crown Castle International Corp. (“Crown Castle”) (NYSE:CCI) announced today that its subsidiary, CC Holdings GS V LLC (“CCL”), has priced its previously-announced offering of \$500.0 million aggregate principal amount of senior secured notes due 2017 (the “2017 Notes”) and \$1.0 billion aggregate principal amount of senior secured notes due 2023 (the “2023 Notes” and, together with the 2017 Notes, the “Notes”). CCL, through its subsidiaries, holds a majority of the U.S. towers originally acquired by Crown Castle in its 2007 acquisition of Global Signal, Inc.

The 2017 Notes will have an interest rate of 2.381% per annum and will be issued at a price equal to 100% of their face value. The 2023 Notes will have an interest rate of 3.849% per annum and will be issued at a price equal to 100% of their face value. The weighted average interest rate on the Notes is approximately 3.36%. The Notes will be guaranteed by certain of CCL’s direct and indirect subsidiaries. The Notes and the guarantees will be secured on a first priority basis by a pledge of the equity interests of the guarantors. The Notes will not be guaranteed by and will not constitute obligations of Crown Castle or any of its other subsidiaries. The Notes offering is expected to close on December 24, 2012.

The net proceeds from the offering will be approximately \$1.48 billion, after estimated issuance discounts, commissions and offering expenses payable by CCL. CCL will use a portion of the net proceeds from the offering to finance its previously-announced tender offer for any and all of its outstanding 7.75% Senior Secured Notes due 2017 (the “Existing Notes”), and to redeem any of the Existing Notes that remain outstanding after the expiration of the tender offer. CCL anticipates distributing the remaining net proceeds to Crown Castle to fund, together with borrowings under Crown Castle’s revolving credit facility, Crown Castle’s previously announced tender offer for any and all of its 9.00% Senior Notes due 2015. Crown Castle has received preliminary commitments to increase its revolving credit facility by an additional \$500.0 million, and expects to consummate such increase prior to the closing of the Notes offering. The purpose of the offering of the Notes is to extend debt maturities and reduce annual interest expense (after giving effect to the related tender offers and redemptions and related revolver borrowings described above, the offering would reduce Crown Castle’s annualized consolidated cash interest expense by approximately \$85.0 million).

The Notes will be offered in the United States to qualified institutional buyers under Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to persons outside of the United States under Regulation S 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 absent registration or an applicable exemption from registration requirements.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

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 timing of and use of proceeds from the Notes offering and (ii) the contemplated increase to the revolving credit facility. 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. The term “including,” and any variation thereof, means “including, without limitation.”



NEWS RELEASE

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Contacts: Jay Brown, CFO
Fiona McKone, VP - Corporate Finance
Crown Castle International Corp.
713-570-3050

CROWN CASTLE ANNOUNCES CASH TENDER OFFER FOR 9.00% SENIOR NOTES

December 11, 2012 – HOUSTON, TX – Crown Castle International Corp. (“Crown Castle”) (NYSE:CCI) announced today that it has commenced a cash tender offer (the “Tender Offer”) for any and all of its outstanding 9.00% Senior Notes due 2015 (CUSIP Number 228227 AZ7) (the “Notes”).

The Tender Offer is being made upon the terms and conditions in the Offer to Purchase and related Letter of Transmittal dated December 11, 2012. The Tender Offer will expire at 11:59 p.m. (EST) on January 9, 2013, unless extended or terminated as described in the Offer to Purchase (such time and date, as they may be extended, the “Expiration Date”).

Holders must validly tender and not subsequently validly withdraw their Notes on or prior to 11:59 p.m. (EST) on December 24, 2012, unless extended or terminated as described in the Offer to Purchase (such time and date, as they may be extended, the “Early Tender Date”), to be eligible to receive the “Total Consideration.”

The Total Consideration for each \$1,000 principal amount of Notes validly tendered and not subsequently validly withdrawn is \$1,062.30, which includes an “Early Tender Premium” of \$30.00. Holders validly tendering after the Early Tender Date, but on or prior to the Expiration Date, will be eligible to receive only the “Tender Offer Consideration,” which is \$1,032.30 for each \$1,000 principal amount of Notes, and does not include an Early Tender Premium. In addition, accrued and unpaid interest up to, but not including, the applicable settlement date of the Notes will be payable in cash on all validly tendered and accepted Notes. Validly tendered Notes may be validly withdrawn at any time on or prior to the Early Tender Date, but not thereafter. Notes tendered after the Early Tender Date may not be withdrawn. Crown Castle currently expects that it will exercise its right to optionally redeem any and all Notes not purchased by it in the Tender Offer.

The consummation of the Tender Offer is subject to the satisfaction or waiver of certain conditions as set forth in the Offer to Purchase, including the completion of an offering by CC Holdings GS V LLC, Crown Castle's subsidiary, of at least \$1,500,000,000 aggregate principal amount of senior notes (the "Notes Financing"), as well as the completion of a \$500.0 million increase in Crown Castle's revolving credit facility. Crown Castle has received preliminary commitments to increase its revolving credit facility by an additional \$500.0 million, and expects to consummate such increase prior to the closing of the Notes Financing. Subject to the satisfaction or waiver of such conditions, Crown Castle has the right, following the Early Tender Date, to accept for purchase prior to the Final Settlement Date (as defined below), all Notes validly tendered and accepted on or prior to the Early Tender Date (the "Early Settlement Election"). If Crown Castle exercises the Early Settlement Election, the settlement date with respect to Notes validly tendered and accepted on or prior to the Early Tender Date is expected to occur promptly following the Early Tender Date. For any Notes validly tendered and accepted after the Early Tender Date but on or prior to the Expiration Date, or if Crown Castle does not exercise the Early Settlement Election, the settlement date is expected to occur promptly following the Expiration Date (such date, as it may be extended, the "Final Settlement Date").

Crown Castle has retained Morgan Stanley & Co. LLC, Barclays Capital Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated to serve as the dealer managers (the "Dealer Managers") for the Tender Offer. Requests for documents may be directed to D.F. King & Co., Inc., the information agent, by telephone at 1-800-967-4617 or in writing at D.F. King & Co., Inc., 48 Wall Street, 22nd Floor, New York, NY 10005, Attention: Elton Bagley. Questions regarding the Tender Offer may be directed to the Dealer Managers, in care of Morgan Stanley & Co. LLC, at 1-800-624-1808 (toll-free) or (212) 761-1057, or in writing at Morgan Stanley and Co., LLC, Attention: Liability Management, 1585 Broadway, Floor 04, New York, NY 10036.

This press release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell the Notes. The Tender Offer is being made solely by means of the Offer to Purchase and related Letter of Transmittal dated December 11, 2012. In those jurisdictions where the securities, blue sky or other laws require any tender offer to be made by a licensed broker or dealer, the Tender Offer will be deemed to be made on behalf of Crown Castle by the dealer manager or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

About Crown Castle

Crown Castle owns, operates and leases towers and other infrastructure for wireless communications. Crown Castle offers significant wireless communications coverage to 92 of the top 100 US markets and to substantially all of the Australian population. Crown Castle owns, operates and manages approximately 30,000 and 1,700 wireless communication sites in the US and Australia, respectively. 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 our management's current expectations. Such statements include plans, projections and estimates regarding (i) the terms of the Tender Offer relating to the Notes, including timing, (ii) any redemption of Notes not purchased in the Tender Offer and (iii) the contemplated increase to the revolving credit facility. 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 and its results is included in Crown Castle's filings with the Securities and Exchange Commission. The term "including," and any variation thereof, means "including, without limitation."



NEWS RELEASE

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CROWN CASTLE ANNOUNCES CASH TENDER OFFER FOR THE 7.750% SENIOR SECURED NOTES DUE 2017 OF CC HOLDINGS GS V LLC

December 11, 2012 – HOUSTON, TX – Crown Castle International Corp. (“Crown Castle”) (NYSE:CCI) announced today that its subsidiary, CC Holdings GS V LLC (“CCL”), has commenced a cash tender offer (the “Tender Offer”) for any and all of its outstanding 7.750% Senior Secured Notes due 2017 (CUSIP Numbers 14987B AA1 and U1252D AA9) (the “Notes”).

The Tender Offer is being made upon the terms and conditions in the Offer to Purchase and related Letter of Transmittal dated December 11, 2012. The Tender Offer will expire at 11:59 p.m. (EST) on December 24, 2012, unless extended or terminated as described in the Offer to Purchase (such time and date, as they may be extended, the “Expiration Date”).

Holders must validly tender and not subsequently validly withdraw their Notes on or prior to the Expiration Date to be eligible to receive the “Total Consideration.” The Total Consideration for each \$1,000 principal amount of Notes validly tendered and not subsequently withdrawn is \$1,063.45. In addition, accrued and unpaid interest up to, but not including, the Settlement Date (as defined below) will be payable in cash on all validly tendered and accepted Notes, as reasonably practicable. The Settlement Date is expected to occur promptly following the Expiration Date (the “Settlement Date”).

The closing of the Tender Offer is subject to the satisfaction or waiver of certain conditions as set forth in the Offer to Purchase, including the completion by CCL of an offering of at least \$1,500,000,000 aggregate principal amount of senior notes. CCL currently expects that it will exercise its right to optionally redeem any and all Notes not purchased by it in the Tender Offer.

This press release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell the Notes. The Tender Offer is being made solely by means of the Offer to Purchase and related Letter of Transmittal dated December 11, 2012. In those jurisdictions where the securities, blue sky or other laws require any tender offer to be made by a licensed broker or dealer, the Tender Offer will be deemed to be made on behalf of CCL by the dealer manager or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

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