

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): October 3, 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 October 3, 2012, the Company issued a press release announcing certain contractual terms related to T-Mobile USA, Inc. and MetroPCS Communications, Inc. The October 3rd press release is furnished herewith as Exhibit 99.1 to this Form 8-K.

The information in this Form 8-K furnished pursuant to 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 (the “Securities Act”), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**ITEM 8.01 – OTHER EVENTS**

On October 3, 2012, the Company issued a press release announcing the pricing of its previously announced private offering of \$1.65 billion aggregate principal amount of senior notes due 2023 (the “Notes”). The Notes will have an interest rate of 5.25% per annum and will be issued at a price equal to 100% of their face value. The October 3rd press release is attached as Exhibit 99.2 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 October 3, 2012
99.2	Press Release, dated October 3, 2012

The information in this Form 8-K furnished pursuant to Item 7.01 and Exhibit 99.1 attached hereto 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.

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**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/ E. Blake Hawk

Name: E. Blake Hawk

Title: Executive Vice President  
and General Counsel

Date: October 3, 2012

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**EXHIBIT INDEX**

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99.2	Press Release, dated October 3, 2012

**NEWS RELEASE****FOR IMMEDIATE RELEASE**

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

### **CROWN CASTLE ANNOUNCES CERTAIN CONTRACTUAL TERMS RELATED TO T-MOBILE USA AND METROPCS**

October 3, 2012 – HOUSTON, TEXAS – Crown Castle International Corp. (NYSE:CCI) today announced certain contractual terms in light of T-Mobile USA's ("T-Mobile") proposed merger with MetroPCS Communications, Inc. ("MetroPCS"). After giving effect to the recently announced transaction between Crown Castle and T-Mobile ("T-Mobile Transaction"), as of June 30, 2012, T-Mobile and MetroPCS represented approximately 17% and 5%, respectively, of Crown Castle's consolidated site rental revenues. Further, there are approximately 1,400 Crown Castle towers, pro forma for the T-Mobile Transaction, on which both carriers currently reside. Crown Castle's revenue from MetroPCS on these 1,400 towers represents less than 2% of Crown Castle's consolidated site rental revenues. In addition, there is an average of approximately 10 years and 5 years of current term remaining on all lease agreements with T-Mobile and MetroPCS, respectively.

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. Pro forma for the announced T-Mobile Transaction, Crown Castle owns, operates, and manages over 30,000 and approximately 1,600 wireless communication sites in the US and Australia, respectively. For more information on Crown Castle, please visit [www.crowncastle.com](http://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 the availability of funds for investment. 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."

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**We Are Solutions**

[www.crowncastle.com](http://www.crowncastle.com)

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**NEWS RELEASE****FOR IMMEDIATE RELEASE**

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

**CROWN CASTLE ANNOUNCES  
PRICING OF SENIOR NOTES OFFERING**

October 3, 2012 – HOUSTON, TEXAS – Crown Castle International Corp. (NYSE: CCI) (“Crown Castle”) announced today that it has priced its previously announced offering of \$1.65 billion aggregate principal amount of senior notes due 2023. The notes will have an interest rate of 5.25% per annum and will be issued at a price equal to 100% of their face value.

The net proceeds from the offering will be approximately \$1.631 billion, after estimated issuance discounts, commissions and offering expenses payable by Crown Castle. Crown Castle anticipates using the net proceeds from the offering, together with cash on hand and funds from its revolving credit facility, to finance the consideration to be paid to T-Mobile USA, Inc. (“T-Mobile”) and its affiliates in connection with the recently announced transaction between Crown Castle and T-Mobile (the “T-Mobile Transaction”). If for any reason the T-Mobile Transaction does not close or closes with respect to a reduced number of sites or for reduced consideration, then Crown Castle expects to use any remaining net proceeds from this offering for general corporate purposes, which may include the repurchase or repayment of other indebtedness.

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.

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**We Are Solutions**[www.crowncastle.com](http://www.crowncastle.com)

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**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 the use of proceeds from the proposed offering. 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."