
**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 23, 2013

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 1.01 — ENTRY INTO MATERIAL DEFINITIVE AGREEMENT

As discussed in Item 5.07 below, on May 23, 2013 at the annual meeting of stockholders (“Annual Meeting”) of Crown Castle International Corp. (“Company”), the Company’s stockholders approved the Company’s 2013 Long-Term Incentive Plan (“2013 Plan”). A description of the material terms of the 2013 Plan, as well as a copy of the 2013 Plan, were included in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 8, 2013 (“Proxy Statement”). The foregoing is qualified in its entirety by reference to the 2013 Plan previously filed by the Company as Appendix A to the Proxy Statement, which is incorporated herein by reference.

As disclosed in the Proxy Statement, upon the approval of the 2013 Plan by the stockholders at the Annual Meeting, an amendment to our 2004 Stock Incentive Plan, as amended (“2004 Plan”), previously approved by the Company’s Board of Directors (“Board”), became effective (“2004 Plan Amendment”). Pursuant to the 2004 Plan Amendment, the Company will not issue any new awards under the 2004 Plan on or after May 23, 2013, the date that the 2013 Plan was approved by the stockholders. The foregoing is qualified in its entirety by reference to the 2004 Plan Amendment, which is filed herewith as Exhibit 10.2 and incorporated herein by reference.

ITEM 5.03 — AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGES IN FISCAL YEAR

As discussed in Item 5.07 below, at the Annual Meeting the Company’s stockholders approved an amendment to Article VII of the Company’s Amended and Restated Certificate of Incorporation (“Charter”) to declassify the Board and provide for the annual election of directors. Pursuant to the amendment, such declassification will be phased in commencing with the 2014 annual meeting of stockholders and result in the Board being fully declassified (and all Board members standing for annual elections) commencing with the 2016 annual meeting of stockholders. The Charter amendment became effective upon the filing of a Certificate of Amendment of the Charter with the Secretary of State of the State of Delaware on May 24, 2013. The foregoing is qualified in its entirety by reference to the Certificate of Amendment of the Charter, which is filed herewith as Exhibit 3.1 and incorporated herein by reference.

ITEM 5.07 — SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At the Annual Meeting held on May 23, 2013, the Company’s stockholders (1) elected each of the three nominees for class III directors for a three-year term expiring in 2016, (2) ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accountants for fiscal year 2013, (3) approved the 2013 Plan, (4) approved a Charter amendment to declassify the Board and (5) approved, on a non-binding, advisory basis, the compensation of the Company’s named executive officers as described in the Company’s Proxy Statement for the Annual Meeting. The final voting results for each proposal submitted to a vote are set forth below:

1) Election of class III directors:

<u>Name</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Edward C. Hutcheson, Jr.	250,379,218	4,698,685	88,230	7,953,321
J. Landis Martin	248,427,214	6,648,837	90,082	7,953,321
W. Benjamin Moreland	250,522,483	4,562,948	80,702	7,953,321

2) The ratification of appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accountants for fiscal year 2013:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
262,838,192	192,973	88,289	0

3) The proposal to approve the 2013 Plan:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
234,668,811	20,406,742	90,580	7,953,321

4) The Charter amendment to declassify the Board:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
254,533,769	523,613	88,751	7,953,321

5) The non-binding, advisory vote regarding the compensation of the Company's named executive officers:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
246,205,304	8,765,737	195,092	7,953,321

ITEM 9.01 — FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Crown Castle International Corp., effective May 24, 2013
10.1	2013 Long-Term Incentive Plan (incorporated by reference to the exhibit previously filed by the Registrant as Appendix A to the Definitive Schedule 14A Proxy Statement (File No. 001-16441) on April 8, 2013)
10.2	Amendment to 2004 Stock Incentive Plan, as amended

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: May 28, 2013

EXHIBIT INDEX

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**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
CROWN CASTLE INTERNATIONAL CORP.**

Crown Castle International Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (“Company”), DOES HEREBY CERTIFY:

FIRST: That pursuant to a Unanimous Written Consent of the Board of Directors of said Company (“Board”) resolutions were duly adopted authorizing and approving a proposed amendment to Article VII of the Amended and Restated Certificate of Incorporation of the Company (“Charter”) set forth below, declaring such amendment to be advisable and directing such amendment to the Charter to be submitted to the stockholders of the Company for consideration thereof. Pursuant to the Charter amendment, the text below replaces the third, fourth and fifth paragraphs of Article VII of the Charter, respectively:

“Subject to the last two sentences of this paragraph, the Directors, other than those Directors who may be elected by the holders of any series of Preferred Stock (the “Preferred Stock Directors”), shall be divided into three classes, as nearly equal in number as possible, and members of each class shall hold office until their successors are elected and qualified. At each annual meeting of the stockholders of the Corporation held in 2011, 2012 and 2013, Directors (other than Preferred Stock Directors) elected by the stockholders shall have been elected at such meeting to hold office for a term expiring at the third succeeding annual meeting of stockholders after their election, with each Director to hold office until his or her successor shall have been duly elected and qualified. Commencing with the third annual meeting of stockholders following the 2013 annual meeting, the foregoing classification of the Board of Directors shall cease. At each annual meeting of stockholders commencing with the 2014 annual meeting, Directors (other than Preferred Stock Directors) elected by the stockholders shall be elected at such meeting to hold office for a term expiring at the first succeeding annual meeting of stockholders after their election, with each Director to hold office until his or her successor shall have been duly elected and qualified.

Subject to the rights of the holders of any series of Preferred Stock, vacancies resulting from death, resignation, retirement, disqualification, removal from office or other cause, and newly created Directorships resulting from any increase in the authorized number of Directors, may be filled only by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. Each such Director so chosen shall hold office for a term expiring (1) at the next annual meeting of stockholders at which the term of office of the class to which he or she has been elected expires or (2) following the cessation of the classification of the Board of Directors in accordance with the immediately preceding paragraph, at the next annual meeting of stockholders held after his or her election as Director, and, in each case, until such Director’s successor shall have been duly elected and qualified. No decrease in the number of authorized Directors constituting the Board of Directors shall shorten the term of any incumbent Director.

Except for such additional Directors, if any, as are elected by the holders of any series of Preferred Stock, any Director may be removed from office at any time, with or without cause only by the affirmative vote of the holders of at least 80% of the voting power of the then outstanding Voting Stock, voting together as a single class, except that any Director serving in a class of Directors elected for a term expiring at the third annual meeting of stockholders following the election of such class of Directors may be removed only for cause by the affirmative vote of the holders of at least 80% of the voting power of the then outstanding Voting Stock, voting together as a single class.”

SECOND: That thereafter, pursuant to resolution of the Board, a meeting of the stockholders of the Company was duly called and held in accordance with the provisions of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares were voted in favor of the amendment of the Charter.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Crown Castle International Corp. has caused this certificate to be signed this 24th day of May, 2013.

CROWN CASTLE INTERNATIONAL CORP.

By: /s/ E. Blake Hawk

Name: E. Blake Hawk

Title: Executive Vice President & General Counsel

**AMENDMENT TO
CROWN CASTLE INTERNATIONAL CORP. 2004 STOCK INCENTIVE PLAN**

THIS AMENDMENT by Crown Castle International Corp. (“Company”),

W I T N E S S E T H:

WHEREAS, the Company previously established the Crown Castle International Corp. 2004 Stock Incentive Plan, as amended (“Plan”);

WHEREAS, Article XIII of the Plan provides in relevant part that the Board of Directors of Crown Castle International Corp. (“Board”) may (i) terminate the Plan with respect to any shares of Common Stock for which any Awards have not theretofore been granted, and (ii) amend the Plan; and

WHEREAS, the Company desires to amend the Plan to cease grants under the Plan, subject to and contingent upon the approval by the stockholders of the Company of the adoption of the Crown Castle International Corp. 2013 Long-Term Incentive Plan;

NOW, THEREFORE, effective as of, and subject to and contingent upon, the approval by the stockholders of the Company of the adoption of the Crown Castle International Corp. 2013 Long-Term Incentive Plan¹, the Plan is hereby amended to provide that no further Awards shall be made under the Plan.

Adopted by the Board on February 21, 2013

/s/ Donald J. Reid

Donald J. Reid

Corporate Secretary

¹ Secretary’s Note: The 2013 Long-Term Incentive Plan was approved by the Company’s stockholders on May 23, 2013.