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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 1, 2002

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)
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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

(c) Exhibits

Exhibit No.	Description
99.1	Press Release dated May 1, 2002

Item 9. Regulation FD Disclosure

On May 1, 2002, the Company issued a press release announcing further details regarding the potential impact on its UK subsidiary, Crown Castle UK Limited ("CCUK"), of liquidation plans of ITV Digital ("ITV"). Included in the press release, the Company stated that as a result of the ITV liquidation it has revised its previously provided guidance by lowering (i) 2002 site rental and transmission revenues by \$28 million to between \$657 and 682 million, (ii) 2002 tower gross profit by \$16 million to between \$389 and \$434 million, and (iii) 2002 total EBITDA by \$16 million to between \$369 and \$399 million. No further adjustments have been made to the Company's previously announced projections. The May 1 press release is attached as Exhibit 99.1 to this Form 8-K (Exhibit 99.1 is not filed but is furnished pursuant to Regulation FD).

Forward-Looking Statements

This document, including exhibits attached hereto, contains numerous forward-looking statements, based on management's current beliefs and assumptions. The forward-looking statements involve expectations, projections and estimates regarding the wireless industry or Crown Castle International Corp. including its subsidiaries ("Crown Castle"), including expectations, projections and estimates regarding: (i) revenues (including site rental and broadcast transmission revenues), (ii) tower gross profit, (iii) EBITDA, (iv) the impact of the ITV liquidation on CCUK and Crown Castle, including the impact on (a) gross revenue and EBITDA, (b) the CCUK loan agreement and (c) other contracts and operations, (v) the timing and outcome of the re-issuance of the DTT licenses, (vi) collection of amounts due under the ITV contract, (vii) CCUK's ability to obtain loan agreement waivers or amendments, and (viii) replacement of ITV transmission revenue and EBITDA, including revenue and EBITDA relating to DTT transmission agreements with new DTT licensees.

Such forward-looking statements are subject to numerous risks, uncertainties and assumptions, including (i) those relating to the matters described above, (ii) those included in the Company's filings with the Securities and Exchange Commission, and (iii) the following:

- . Demand for towers and wireless communication sites may be lower or slower than anticipated for numerous reasons, including reduced carrier expansion, carrier consolidation, network sharing, technology development, or RF health concerns
- . Demand for wireless communications may be lower or slower than anticipated for numerous reasons, including slow customer adoption rates of 2.5/3G and other technologies
- . Our strategy may be more difficult to implement than anticipated due to financial or other reasons, including our significant amount of indebtedness, or reduced cash flow as a result of reduced revenues or increased operating costs, interest rates or capital expenditures
- . There are no assurances that (i) DTT licenses will be successfully re-issued, (ii) CCUK will enter into transmission agreements with any new licensees, or (iii) any transmission agreements with new licensees will be on economic terms similar to or better than the ITV transmission contract

Should one or more of these risks materialize, or should any underlying assumption prove incorrect, actual results may vary materially from those projected in the forward-looking statements. The Company assumes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

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

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Name: E. Blake Hawk  
Title: Executive Vice President

Date: May 2, 2002

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated May 1, 2002.

Client: Crown Castle International Corp.

Contacts: W. Benjamin Moreland, CFO  
Jay Brown, VP Finance  
Crown Castle International  
713-570-3000

FOR IMMEDIATE RELEASE

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713-529-6600

CROWN CASTLE UPDATES POTENTIAL  
IMPACT OF ITV DIGITAL LIQUIDATION

Expedited Re-issuance of Digital Terrestrial Television Licenses Expected

HOUSTON - MAY 1, 2002 - Crown Castle International Corp. (NYSE: CCI) announced today further details regarding the potential impact on its UK subsidiary, Crown Castle UK Limited (CCUK), of liquidation plans of ITV Digital (ITV).

As discussed in Crown Castle's 2001 Form 10-K and widely reported in the press, ITV filed for administration on March 27, 2002, the UK equivalent of Chapter 11 bankruptcy. After unsuccessful efforts by the administrator to sell the ITV business as a going concern, ITV has announced plans to liquidate its assets. ITV provided a digital terrestrial television (DTT) service on a subscription basis to approximately 1.2 million subscribers in the UK. Since 1999, CCUK has been responsible for the transmission of the ITV signal through the CCUK-owned DTT network. The DTT licenses previously owned by ITV are being re-issued by the UK Independent Television Commission on an expedited basis. CCUK is currently in discussions to offer transmission services over its network to prospective broadcasters interested in obtaining the DTT licenses.

With the ITV liquidation and suspension of service, further on-going collections under the ITV transmission contract are not expected. Additionally, recovery of amounts due CCUK under the contract as a creditor in the administration process are also uncertain. CCUK had gross revenues of approximately \$27.6 million annually under the transmission contract. If current efforts to re-market the CCUK network prove unsuccessful, CCUK expects EBITDA to be impacted negatively by approximately \$16 million in 2002 and approximately \$23 million annually assuming no significant mitigation of costs. ITV represented approximately 10 percent of the 2001 gross revenue of CCUK and approximately 3 percent of the 2001 gross revenue of Crown Castle. As a result, Crown Castle has lowered 2002 site rental and transmission revenues by \$28 million to between \$657 and \$682 million, 2002 tower gross profit by \$16 million to between \$389 and \$434 million and 2002 total EBITDA by \$16 million to between \$369 and \$399 million. No further adjustments have been made to Crown Castle's 2002-2004 previously

announced projections. The ITV liquidation will require CCUK to seek a waiver or amendment of certain covenants under its (pound)150 million revolving loan agreement.

John P. Kelly, President and Chief Executive Officer, stated, "While we are obviously disappointed with this loss of revenue and EBITDA, we are encouraged by the discussions underway with prospective new licensees. We are also optimistic that agreements can be reached with new licensees in our effort to replace the revenue and EBITDA previously generated under the ITV contract. This will have no impact on our ability to successfully execute our obligations under our other broadcast contracts, most notably our agreements with the BBC."

Additionally, Crown Castle confirmed that the ITV liquidation has no impact on its US credit lines and as of March 31, 2002, Crown Castle had approximately \$940 million in cash and marketable securities and full access to the undrawn amounts on its US credit facilities of approximately \$545 million, providing the Company with approximately \$1.49 billion in liquidity.

#### CONFERENCE CALL DETAILS

Crown Castle has scheduled a conference call for Thursday, May 2, 2002 at 9:00 a.m. eastern time to discuss this release. Please dial 303-262-2175 and ask for the Crown Castle call at least 10 minutes prior to the start time. A telephonic replay of the conference call will be available through May 9, 2002 and may be accessed by calling 303-590-3000 using passcode 469693. Investors, analysts and the general public will also have the opportunity to listen to the conference call over the Internet by visiting [www.crowncastle.com](http://www.crowncastle.com). To listen to the live call on the web, please visit the website at least fifteen minutes early to register, download and install any necessary audio software. For those who cannot listen to the live Webcast, an audio archive will also be available on the company's website at [www.crowncastle.com](http://www.crowncastle.com) shortly after the call and will be accessible for approximately 90 days. For more information, please contact Karen Roan at Easterly Investor Relations at 1-713-529-6600 or email [karen@easterly.com](mailto:karen@easterly.com).

Crown Castle's first quarter 2002 earnings call is currently scheduled for May 9, 2002.

[CROWN CASTLE LOGO]

Crown Castle International Corp. engineers, deploys, owns and operates technologically advanced shared wireless infrastructure, including extensive networks of towers and rooftops as well as analog and digital audio and television broadcast transmission systems. The Company offers near-universal broadcast coverage in the United Kingdom and significant

wireless communications coverage to 68 of the top 100 United States markets, to more than 95 percent of the UK population and to more than 92 percent of the Australian population. The Company owns, operates and manages over 15,000 wireless communication towers internationally. For more information on Crown Castle International Corp. visit: [www.crowncastle.com](http://www.crowncastle.com).

This press release contains forward-looking statements and information that are based on management's current beliefs and assumptions derived from information currently available to management. Such forward-looking statements include, but are not limited to, expectations, projections and estimates regarding (i) the impact of the ITV liquidation on CCUK and Crown Castle, including the impact on (a) gross revenue and EBITDA, (b) the CCUK loan agreement and (c) other contracts and operations, (ii) the timing and outcome of the re-issuance of the DTT licenses, (iii) collection of amounts due under the ITV contract, (iv) CCUK's ability to obtain loan agreement waivers or amendments, and (v) replacement of ITV transmission revenue and EBITDA, including revenue and EBITDA relating to DTT transmission agreements with new DTT licensees. Although Crown Castle believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Specifically, without limitation, there are no assurances that (i) DTT licenses will be successfully re-issued, (ii) CCUK will enter into transmission agreements with any new licensees, or (iii) any transmission agreements with new licensees will be on economic terms similar to or better than the ITV transmission contract. Such statements are subject to certain risks, uncertainties and assumptions. Should any of such risks materialize, or should any underlying assumption prove incorrect, actual results may vary materially from those expected. More information about potential factors that could affect Crown Castle's financial results is included in Crown Castle's filings with the Securities and Exchange Commission.