

---

---

**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): April 4, 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))
- 
-

**ITEM 7.01 – REGULATION FD DISCLOSURE**

On April 4, 2012, the Company issued a press release announcing the withdrawal of its previously announced senior notes offering and the termination of its previously announced cash tender offer for its outstanding 9% Senior Notes due 2015. The April 4 press release is furnished herewith as Exhibit 99.1 to this Form 8-K.

**ITEM 9.01 – FINANCIAL STATEMENTS AND EXHIBITS**

(c) Exhibits

As described in Item 7.01 of this Report, the following exhibit is furnished as part of this Current Report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated April 4, 2012

The information in this Form 8-K 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, 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/ E. Blake Hawk

Name: E. Blake Hawk

Title: Executive Vice President and General Counsel

Date: April 4, 2012

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated April 4, 2012



NEWS RELEASE

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

**FOR IMMEDIATE RELEASE**

**CROWN CASTLE ANNOUNCES WITHDRAWAL  
OF PROPOSED OFFERING OF SENIOR NOTES  
AND TERMINATION OF TENDER OFFER**

APRIL 4, 2012 – HOUSTON, TX – Crown Castle International Corp. (NYSE:CCI) announced today that in light of current capital market conditions it has decided not to proceed with its previously announced senior notes public offering at this time. Crown Castle opportunistically sought to refinance certain of its indebtedness due in 2015 with low long-term fixed rate capital and was not pursuing the offering to fund short-term requirements.

As a result of its decision not to proceed with its senior notes offering, Crown Castle also announced that it is hereby terminating its previously announced cash tender offer for its outstanding 9% Senior Notes due 2015 (CUSIP Number 228227AZ7). Crown Castle is terminating the tender offer because it has determined that the financing condition will not be satisfied. Any notes that have been tendered will be promptly returned to holders.

This press release is for informational purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein, nor shall there be any sale of any 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. The tender offer was made solely pursuant to the Offer to Purchase and the related Letter of Transmittal, dated April 3, 2012, as amended by this press release.

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 U.S. markets and to substantially all of the Australian population. Crown Castle owns, operates and manages over 22,000 and approximately 1,600 wireless communication sites in the U.S. and Australia, respectively. For more information on Crown Castle, please visit <http://www.crowncastle.com>.

**We Are Solutions**[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 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 which 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.”

---

**We Are Solutions**

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