
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Crown Castle International Corp.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of Other Jurisdiction of Incorporation or
Organization)

76-0470458
(I.R.S. Employer
Identification No.)

**8020 Katy Freeway
Houston, TX 77024
(713) 570-3000**

(Address, including zip code, and telephone number, including area code, of registrant's
principal executive offices)

CROWN CASTLE INTERNATIONAL CORP. 2022 LONG-TERM INCENTIVE PLAN
(Full Title of the Plan)

Jay A. Brown
President and Chief Executive Officer
Crown Castle International Corp.
8020 Katy Freeway
Houston, TX 77024
(713) 570-3000

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copy to:

Kenneth J. Simon
Executive Vice President and General Counsel
Crown Castle International Corp.
8020 Katy Freeway
Houston, TX 77024
(713) 570-3000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

In accordance with Rule 428 under the Securities Act of 1933, as amended ("Securities Act"), and the instructional note to Part I of Form S-8, the information specified in Part I of Form S-8 has been omitted from this filing. The documents containing the information specified in Part I of Form S-8 will be sent or given to participants of the Crown Castle International Corp. 2022 Long-Term Incentive Plan ("2022 Plan") as specified by Rule 428(b)(1) of the Securities Act. Such documents and the documents incorporated by reference herein pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. Incorporation of Documents by Reference.

The following documents filed by Crown Castle International Corp. ("Company" or "Registrant") with the Securities and Exchange Commission ("Commission") are incorporated herein by reference (excluding any portions of such documents that have been "furnished" but not "filed" for purposes of Securities Exchange Act of 1934, as amended ("Exchange Act")):

- (i) Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021;
- (ii) The information specifically incorporated by reference in the Annual Report on Form 10-K for the fiscal year ended December 31, 2021 from the Registrant's [Definitive Proxy Statement on Schedule 14A](#), filed with the Commission on April 4, 2022;
- (iii) Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2022;
- (iv) Current Reports on Form 8-K filed on [February 18, 2022](#), [March 3, 2022](#), [March 4, 2022](#), [March 7, 2022](#), and [March 11, 2022](#); and
- (v) The description of the Registrant's securities previously filed with the Commission as Exhibit 4.29 to the Registrant's Annual Report on Form 10-K (File No. 20702365), filed on March 10, 2020, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any information furnished pursuant to Items 2.02 or 7.01 on any Current Report on Form 8-K) subsequent to the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered under the plan have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

Any statement contained herein or in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part hereof.

ITEM 4. Description of Securities.

Not applicable.

ITEM 5. Interests of Named Experts and Counsel.

The validity of the shares of the Company's common stock, par value \$0.01 per share ("Common Stock"), offered hereby has been passed upon by Donald J. Reid, Associate General Counsel and Corporate Secretary of the Registrant. As of the date of this filing, Mr. Reid beneficially owns less than 1% of the Registrant's outstanding Common Stock and is eligible to participate in the 2022 Plan.

ITEM 6. Indemnification of Directors and Officers.

Set forth below is a description of certain provisions of the Company's restated certificate of incorporation ("Charter"), the Company's amended and restated by-laws ("By-laws") and the General Corporation Law of the State of Delaware ("DGCL"), as such provisions relate to the indemnification of the directors and officers of the Registrant. This description is intended only as a summary and is qualified in its entirety by reference to the Charter, the By-laws and the DGCL.

Pursuant to the DGCL, a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation) by reason of the fact that such person is or was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation in such capacity for another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of such corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The DGCL also permits indemnification by a corporation under similar circumstances for expenses (including attorneys' fees) actually and reasonably incurred by such persons in connection with the defense or settlement of an action by or in the right of such corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to such corporation unless and only to the extent that the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

To the extent that a present or former director or officer is successful in the defense of such an action, suit or proceeding (or of any claim, issue or matter therein), the corporation is required by the DGCL to indemnify such person for actual and reasonable expenses (including attorneys' fees) incurred thereby.

Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid (on terms and conditions satisfactory to the corporation) in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined that such person is not entitled to be so indemnified.

The DGCL provides that the indemnification and advancement of expenses described above shall not be deemed exclusive of other indemnification or advancement of expenses that may be granted by a corporation pursuant to its by-laws, a disinterested director vote, a stockholder vote, an agreement or otherwise.

The DGCL also provides corporations with the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation in a similar capacity for another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability as described above.

Accordingly, the Charter provides that the Registrant shall, to the maximum extent permitted under the DGCL, indemnify each person who is or was a director or officer of the Registrant. The Registrant may, by action of the

board of directors, indemnify other employees and agents of the Registrant, directors, officers, employees or agents of a subsidiary, and each person serving as a director, officer, partner, member, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, at the request of the Registrant, with the same scope and effect as the indemnification of directors and officers of the Registrant. However, the Registrant shall be required to indemnify any person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors or is a proceeding to enforce such person's claim to indemnification pursuant to the rights granted by the Charter or otherwise by the Registrant. The Registrant may also enter into one or more agreements with any person which provide for indemnification greater or different than that provided in the Charter.

Furthermore, a director of the Registrant shall not be personally liable to the Registrant or its stockholders for monetary damages for breach of his or her fiduciary duty as a director, except for liability (1) for any breach of his or her duty of loyalty to the Registrant or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the DGCL, or (4) for any transaction from which he or she derived an improper personal benefit.

The By-laws provide that each person who was or is made a party or is threatened to be made a party to or is involved in any manner in any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she or a person of whom he or she is the legal representative is or was a director or officer of the Registrant or, while a director or officer of the Registrant, a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise shall be indemnified and held harmless by the Registrant to the fullest extent permitted by the DGCL. Such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that the Registrant shall indemnify any such person seeking indemnification in connection with a Proceeding (or part thereof) initiated by such person only if such Proceeding (or part thereof) was authorized by the board of directors or is a Proceeding to enforce such person's claim to indemnification pursuant to the rights granted by the By-laws. The Registrant shall pay to the fullest extent not prohibited by applicable law the expenses incurred by any person described in the first two sentences of this paragraph in defending any such Proceeding in advance of its final disposition upon, to the extent such an undertaking is required by applicable law, receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Registrant as authorized in the By-laws or otherwise.

The By-laws further provide that the indemnification and the advancement of expenses incurred in defending a Proceeding prior to its final disposition provided by, or granted pursuant to, the By-laws shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, any provision of the Charter, any other provision of the By-laws, a disinterested director vote, a stockholder vote or otherwise. The Registrant may also maintain insurance, at its expense, to protect itself and any person who is or was a director, officer, partner, member, employee or agent of the Registrant or a subsidiary or of another corporation, partnership, limited liability company, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Registrant would have the power to indemnify such person against such expense, liability or loss under the DGCL.

The By-laws further provide that the Registrant may, to the extent authorized from time to time by the board of directors, grant rights to indemnification, and rights to be paid by the Registrant the expenses incurred in defending any Proceeding in advance of its final disposition, to any person who is or was an employee or agent (other than a director or officer) of the Registrant or a subsidiary thereof and to any person who is or was serving at the request of the Registrant or a subsidiary thereof as a director, officer, partner, member, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, including service with respect to employee benefit plans maintained or sponsored by the Registrant or a subsidiary thereof, to the fullest extent of the provisions of the By-laws with respect to the indemnification and advancement of expenses of directors and officers of the Registrant.

The Registrant carries liability insurance for its directors and officers.

ITEM 7. Exemption from Registration Claimed.

Not applicable.

ITEM 8. Exhibits.

Exhibit No.	Description
4.1	Restated Certificate of Incorporation of Crown Castle International Corp. dated July 20, 2017 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on July 26, 2017)
4.2	Amended and Restated By-Laws of Crown Castle International Corp. dated August 3, 2021 (incorporated by reference to Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q filed on August 6, 2021)
5.1*	Opinion of Counsel
23.1*	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Counsel (included in Exhibit 5.1)
24	Power of Attorney (included on signature page hereto)
99.1	Crown Castle International Corp. 2022 Long-Term Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed on April 4, 2022)
107*	Filing Fee Table

* Filed herewith.

ITEM 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment of the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on May 19, 2022.

CROWN CASTLE INTERNATIONAL CORP.

By: /s/ Jay A. Brown

Name: Jay A. Brown

Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Kenneth J. Simon, Daniel K. Schlanger and Jay A. Brown, and each of them, any one of whom may act without joinder of the other, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all post-effective amendments to this registration statement (including any registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, or the substitute or substitutes of any or all of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>
/s/ JAY A. BROWN <hr/> Jay A. Brown	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ DANIEL K. SCHLANGER <hr/> Daniel K. Schlanger	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ ROBERT S. COLLINS <hr/> Robert S. Collins	Vice President and Controller (Principal Accounting Officer)
/s/ P. ROBERT BARTOLO <hr/> P. Robert Bartolo	Chair of the Board of Directors
/s/ CINDY CHRISTY <hr/> Cindy Christy	Director
/s/ ARI Q. FITZGERALD <hr/> Ari Q. Fitzgerald	Director
/s/ ANDREA J. GOLDSMITH <hr/> Andrea J. Goldsmith	Director
/s/ TAMMY K. JONES <hr/> Tammy K. Jones	Director
/s/ ANTHONY J. MELONE <hr/> Anthony J. Melone	Director
/s/ W. BENJAMIN MORELAND <hr/> W. Benjamin Moreland	Director
/s/ KEVIN A. STEPHENS <hr/> Kevin A. Stephens	Director
/s/ MATTHEW THORNTON III <hr/> Matthew Thornton III	Director

Calculation of Filing Fee Table

Form S-8

(Form Type)

Crown Castle International Corp.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Common Stock, par value \$0.01 per share	Other (1)	15,975,000 (2)(3)	\$170.97 (1)	\$2,731,245,750 (1)	0.0000927	\$253,186.48
	Total Offering Amounts					\$2,731,245,750		\$253,186.48
	Total Fee Offsets					—		—
	Net Fee Due							\$253,186.48

(1) Estimated pursuant to Rule 457(c) and (h) of the Securities Act of 1933, as amended ("Securities Act"), based upon the average of the high and low sales prices on May 12, 2022 of the shares of Crown Castle International Corp. ("Registrant") common stock, par value \$0.01 per share ("Common Stock"), as reported on the New York Stock Exchange.

(2) Pursuant to Rule 416(a) under the Securities Act, this registration statement also covers an indeterminate number of additional shares of the Registrant's Common Stock, with respect to the shares registered herein in the event of stock splits, stock dividends and similar transactions.

(3) The number of shares of Common Stock registered hereby represents shares issuable under the Crown Castle International Corp. 2022 Long-Term Incentive Plan ("2022 LTIP"), consisting of the sum of (1) 10,500,000 shares of Common Stock, (2) 3,390,000 shares of Common Stock, which is equal to the number of shares of Common Stock remaining for issuance under the Crown Castle International Corp. 2013 Long-Term Incentive Plan ("2013 LTIP") on the effective date of the 2022 LTIP ("Effective Date"), and (3) 2,085,000 shares of Common Stock, which is equal to the number of shares of Common Stock that are underlying outstanding awards under the 2013 LTIP on the Effective Date that may thereafter be forfeited or terminated, expire unexercised, settled in cash in lieu of shares of Common Stock or in a manner such that all or some of the shares of Common Stock covered by such award are not issued to the award holder, or exchanged for an award that does not involve shares of Common Stock.

**Crown Castle International Corp.
8020 Katy Freeway
Houston, Texas 77024**

May 19, 2022

Crown Castle International Corp.
8020 Katy Freeway
Houston, Texas 77024

Ladies and Gentlemen:

I am the Associate General Counsel of Crown Castle International Corp., a Delaware corporation (“Company”), and have acted as counsel to the Company in connection with the preparation of this Registration Statement on Form S-8 which relates to the registration of 15,975,000 shares (“Shares”) of the Company’s common stock, \$0.01 par value per share (“Common Stock”), issuable pursuant to the Company’s 2022 Long-Term Incentive Plan (“Plan”).

In connection therewith, I have examined: (i) the Restated Certificate of Incorporation and the Amended and Restated By-laws of the Company, each as amended; (ii) the Plan; (iii) this Registration Statement on Form S-8 filed in connection with the registration of the Shares (“Registration Statement”); and (iv) such other documents, corporate records, certificates and other instruments as I have deemed necessary for the expression of the opinions contained herein.

In making the foregoing examination, I have assumed the genuineness of all signatures and the authenticity of all documents submitted to me as originals, and the conformity to original documents of all documents submitted to me as certified or photostatic copies. Furthermore, I have assumed that prices to be paid for the Shares will equal or exceed the par value per share of the Common Stock.

Based upon the foregoing, and having due regard for such legal considerations as I deem relevant, I am of the opinion that the Shares, when issued and sold pursuant to the Plan, will be legally issued, fully paid and non-assessable.

The foregoing opinion is limited in all respects to the federal securities laws of the United States of America and the General Corporation Law of the State of Delaware (including all applicable provisions of the Constitution of Delaware and the reported judicial decisions interpreting these laws). For the purposes of this opinion, I assume that the Shares will be issued in compliance with the applicable state securities or blue sky laws.

I express no opinion as to the effect of the laws of any other jurisdiction, domestic or foreign, or to any matter other than as expressly set forth above, and no opinion on any other matter may be inferred or implied herefrom. The opinions expressed herein are given as of the date hereof, and I undertake no, and hereby disclaim any, obligation to advise you of any change in any matter set forth herein.

I hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement. In giving this consent, however, I do not hereby admit that I am within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, and the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

By: /s/ Donald J. Reid

Name: Donald J. Reid
Title: Associate General Counsel &
Corporate Secretary

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of Crown Castle International Corp. of our report dated February 22, 2022 relating to the financial statements and financial statement schedules and the effectiveness of internal control over financial reporting, which appears in Crown Castle International Corp.'s Annual Report on Form 10-K for year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP
Pittsburgh, Pennsylvania
May 19, 2022