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

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): July 21, 2017**

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**Crown Castle International Corp.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-16441**  
(Commission  
File Number)

**76-0470458**  
(IRS Employer  
Identification No.)

**1220 Augusta Drive, Suite 600**  
**Houston, TX**  
(Address of principal executive offices)

**77057**  
(Zip Code)

**Registrant's telephone number, including area code: (713) 570-3000**

(Former name or former address, if changed since last report)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

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**ITEM 8.01 — OTHER EVENTS**

On July 21, 2017, Crown Castle International Corp. (“Company”) issued a press release announcing the pricing of its concurrent offerings of 36,500,000 shares of its common stock at \$96.00 per share, and 1,500,000 shares of its 6.875% Mandatory Convertible Preferred Stock, Series A, at \$1,000.00 per share. The Company’s press release is filed as Exhibit 99.1 hereto, 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 relating to the pricing of the concurrent public offerings of the Company’s common stock and Mandatory Convertible Preferred Stock, dated July 21, 2017

**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/ Kenneth J. Simon          

Name: Kenneth J. Simon

Title: Senior Vice President and General Counsel

Date: July 21, 2017

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release relating to the pricing of the concurrent public offerings of the Company's common stock and Mandatory Convertible Preferred Stock, dated July 21, 2017



NEWS RELEASE  
July 21, 2017

FOR IMMEDIATE RELEASE

Contacts: Dan Schlanger, CFO  
Son Nguyen, VP & Treasurer  
Crown Castle International Corp.  
713-570-3050

**CROWN CASTLE ANNOUNCES PRICING OF PUBLIC OFFERINGS  
OF COMMON STOCK AND MANDATORY CONVERTIBLE  
PREFERRED STOCK**

July 21, 2017 – HOUSTON, TEXAS – Crown Castle International Corp. (NYSE: CCI) (“Crown Castle”) announced today that it has priced its concurrent offerings of 36,500,000 shares of its common stock at \$96.00 per share and 1,500,000 shares of its 6.875% Mandatory Convertible Preferred Stock, Series A, at \$1,000.00 per share. In addition, the underwriters in each respective offering have been granted an option to purchase up to an additional 3,650,000 shares of common stock and up to an additional 150,000 shares of Mandatory Convertible Preferred Stock. These offerings are being made by means of separate prospectus supplements and are not contingent on each other or upon the consummation of the recently announced transaction between LTS Group Holdings LLC and Crown Castle (“Lighttower Transaction”). The offerings are expected to close on July 26, 2017, subject to customary closing conditions.

Unless converted earlier, each share of Mandatory Convertible Preferred Stock will convert automatically on August 1, 2020, into between 8.6806 and 10.4167 shares of Crown Castle common stock, subject to customary anti-dilution adjustments. The number of shares of common stock issuable upon conversion will be determined based on the volume-weighted average price per share of Crown Castle common stock over the 20 consecutive trading day averaging period commencing on and including the 22nd scheduled trading day immediately preceding the mandatory conversion date.

**The Foundation for a Wireless World.**

[CrownCastle.com](http://CrownCastle.com)

Dividends on the shares of Mandatory Convertible Preferred Stock will be payable on a cumulative basis when, as and if declared by Crown Castle's board of directors, at an annual rate of 6.875% on the liquidation preference of \$1,000.00 per share. The dividends may be paid in cash, or subject to certain limitations, in shares of Crown Castle common stock or any combination of cash and shares of common stock on February 1, May 1, August 1 and November 1 of each year, commencing on November 1, 2017, and to, and including, August 1, 2020.

The net proceeds from the common stock offering and the Mandatory Convertible Preferred Stock offering will be approximately \$3.414 billion and \$1.460 billion, respectively, in each case after the underwriting discount and estimated offering expenses payable by Crown Castle. Crown Castle expects to use the net proceeds from these offerings, together with the net proceeds from additional debt financing, which may include additional borrowings under its revolving credit facility, to finance the consideration to be paid in connection with the Lighttower Transaction and to pay related fees and expenses. If for any reason the Lighttower Transaction does not close, then Crown Castle expects to use the net proceeds from these offerings for general corporate purposes, which may include, in the Company's sole discretion, the redemption of the Mandatory Convertible Preferred Stock and the repurchase or repayment of indebtedness.

Morgan Stanley, BofA Merrill Lynch and J.P. Morgan are acting as joint bookrunners of the offerings and representatives of the underwriters. Additionally, Barclays and RBC Capital Markets are acting as joint bookrunners of the offerings.

These offerings are being made pursuant to an effective shelf registration statement filed with the Securities and Exchange Commission ("SEC"). Each offering will be made only by means of a prospectus supplement relating to such offering and the accompanying base prospectus, copies of which may be obtained by contacting the underwriters using the information provided below. An electronic copy of the preliminary prospectus supplement, together with the accompanying prospectus, is also available on the SEC's website, [www.sec.gov](http://www.sec.gov).

This press release shall 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 state or jurisdiction.

**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 offering expenses and the use of proceeds from the proposed offerings. 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 SEC. The term "including," and any variation thereof, means "including, without limitation."

**UNDERWRITER CONTACT INFORMATION**

Morgan Stanley & Co. LLC  
180 Varick St, 2<sup>nd</sup> Floor,  
New York, New York 10014  
Attn: Prospectus Department  
Toll-free: (866) 718-1649

BofA Merrill Lynch  
NC1-004-03-43  
200 North College Street, 3rd floor  
Charlotte, NC 28255-0001  
Attn: Prospectus Department  
Email: dg.prospectus\_requests@baml.com

J.P. Morgan Securities LLC  
c/o Broadridge Financial Solutions  
1155 Long Island Avenue,  
Edgewood, NY 11717  
Attn: Prospectus Department  
Toll-free: 1-866-803-9204