
**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): **December 15, 2011**

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
(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.)

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:

- 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 A MATERIAL DEFINITIVE AGREEMENT

On December 15, 2011, Crown Castle International Corp., a Delaware corporation (“Crown Castle”), Crown Castle NG Acquisitions Corp., a Delaware corporation and a wholly owned subsidiary of Crown Castle (“Merger Sub”), NextG Networks, Inc., a Delaware corporation (“NextG”), and Madison Dearborn Capital Partners V-A, L.P., a Delaware limited partnership, solely in its capacity as the representative of the equity holders of NextG (“Representative”), entered into an Agreement and Plan of Merger (“Merger Agreement”), pursuant to which Merger Sub will merge with and into NextG (“Merger”) with NextG continuing as the surviving company following the Merger as a wholly owned subsidiary of Crown Castle.

Subject to the terms of the Merger Agreement, Crown Castle will pay (or cause to be paid) an aggregate merger consideration of \$1.0 billion in cash, subject to adjustment based on (i) NextG’s capital expenditures made prior to the closing date, (ii) NextG’s cash and indebtedness as of the closing date and (iii) the payment of NextG’s transaction expenses. A portion of the merger consideration will be deposited with an escrow agent to support certain limited indemnification claims, if applicable, that Crown Castle may have following the closing date. Crown Castle currently expects to fund the acquisition with debt financing, but has not received a commitment from any debt financing sources with respect to such financing.

Completion of the Merger is subject to customary closing conditions, including (i) the absence of legal impediments to the consummation of the Merger, (ii) the receipt of governmental approvals, if required, with respect to the expiration or termination of any waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 and (iii) the receipt of consent from the Federal Communications Commission and certain other governmental entities. Completion of the Merger requires approval of holders of a majority of NextG’s outstanding common stock, which approval already has been obtained by written consent subsequent to the execution and delivery of the Merger Agreement. Completion of the Merger does not require the approval of Crown Castle’s stockholders and is not conditioned upon Crown Castle’s ability to obtain acquisition financing.

The Merger Agreement contains customary representations and warranties, and Crown Castle, Merger Sub, NextG and the Representative have agreed to certain customary covenants.

On December 16, 2011, Crown Castle and NextG issued a joint press release, a copy of which is filed as Exhibit 99.1 hereto and incorporated by reference herein, announcing the entering into of the Merger Agreement.

The foregoing summary is qualified in its entirety by the full text of the Merger Agreement, which Crown Castle expects to file as an exhibit to its annual report on Form 10-K for the fiscal year ending December 31, 2011.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

99.1 Press release dated December 16, 2011.

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: December 21, 2011

EXHIBIT INDEX

Exhibit
Number

Description

99.1 Press release dated December 16, 2011.



Press Release

Crown Castle Announces Agreement to Acquire NextG Networks

Addition of Largest Provider of Outdoor Distributed Antenna Systems Will Broaden Crown Castle's Wireless Infrastructure Offering

HOUSTON, Dec. 16, 2011 (GLOBE NEWSWIRE) -- Crown Castle International Corp. (NYSE:CCI) announced today that it has entered into a definitive agreement to acquire NextG Networks, Inc. ("NextG") for approximately \$1.0 billion in cash (subject to certain adjustments). NextG, the largest provider of outdoor distributed antenna systems ("DAS"), currently has over 7,000 nodes-on-air and a further 1,500 nodes under construction. In addition, NextG has rights to over 4,600 miles of fiber. DAS is a network of antennas connected by fiber to a communications hub designed to facilitate wireless communications services for multiple operators. The acquisition will expand Crown Castle's portfolio of DAS, providing additional wireless coverage and capacity solutions to customers beyond those areas traditionally served by towers. The acquisition is expected to close in the second quarter of 2012. Crown Castle expects to fund the acquisition with debt financing.

"Increasingly, we believe that small-cell architecture, such as DAS, will be an important complement to traditional macro tower installations," said Ben Moreland, Crown Castle's President and Chief Executive Officer. "We are very pleased with our anticipated acquisition of NextG, which furthers our ability to extend wireless infrastructure beyond those areas traditionally served by towers, thereby broadening our service offering in this growing market and positioning us to benefit from the continued demand for wireless data. We expect the impact to recurring cash flow per share from the contemplated acquisition and related expected debt financing to be approximately neutral at closing. Further, we believe this acquisition increases our growth rates and is accretive to long-term recurring cash flow per share."

"Our agreement today is testament to the market leadership NextG has achieved over the past few years and to the increasingly critical role small-cell solutions, including DAS, have played and will play in the future to ensure reliable and comprehensive wireless infrastructure," said Steven Moskowitz, NextG's Chief Executive Officer. "I am proud of all that our employees have accomplished. We have significantly expanded our footprint, broadened our customer relationships, improved our network deployment efficiency, and continuously upgraded our technology and customer service. Our technology solution will be additive to Crown Castle's industry-leading offering, and I am confident that NextG and its employees will be strong contributors to Crown Castle's success for many years to come."

Consistent with Crown Castle's focus on the top 100 BTAs in the US, over 90% of NextG nodes are in urban and suburban locations, with 80% in the top ten US metropolitan areas, including New York, Los Angeles, Chicago and Dallas Fort Worth. The NextG assets are expected to provide significant growth, as they currently average only 1.25 tenants per network. Following the contemplated acquisition, Crown Castle expects to be the largest independent DAS operator in the US, with approximately 10,000 nodes and 26 venues in operation or under construction.

NextG is to be acquired from a group of investors led by Madison Dearborn Partners, a private equity firm. Madison Dearborn, Accel Partners, Redpoint Ventures and Meritech Capital Partners purchased NextG in 2009. NextG is being advised by Deutsche Bank Securities Inc., Kirkland & Ellis LLP and Kelley Drye & Warren LLP. Crown Castle is being advised by Cravath, Swaine & Moore LLP.

About Crown Castle

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 US 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 US and Australia, respectively. For more information on Crown Castle, please visit www.crowncastle.com.

About NextG Networks

NextG Networks is a market leader in outdoor DAS and other small-cell solutions, using fiber-fed systems to operate carrier-class wireless networks. With its proprietary fiber-optic architecture and expertise in public way access, NextG designs, permits, builds, operates and manages low power wireless networks. NextG's distributed systems are protocol-neutral, enabling them to support multiple wireless carriers, services and technologies. NextG provides transport and backhaul services to wireless service providers over discrete, multi-frequency, scalable fiber networks that improve wireless service coverage, capacity and performance. With main offices in Boston, MA, and Silicon Valley, CA, NextG operates wholly-owned regional subsidiaries throughout the United States. For information, visit NextG Networks online at www.nextgnetworks.net.

About Madison Dearborn Partners

Madison Dearborn Partners, based in Chicago, is one of the most experienced and successful private equity investment firms in the United States. Since MDP's formation in 1992, the firm has raised six funds with aggregate capital of over \$18 billion and has completed approximately 120 investments. MDP invests in businesses across a broad spectrum of industries, including basic industries; consumer; financial services; health care; and telecom, media and technology services. Madison Dearborn has a long and successful track record of wireless-related investments, including MetroPCS Communications, Asurion, Omnipoint Corporation, Alaska Native Wireless, Clearnet Communications, Nextel Communications, Nextel Partners and Weather Investments. Other Madison Dearborn investments in the telecom, media and technology services space include Fieldglass, XM Satellite Radio, Intelsat and Univision Communications. For more information, please visit www.mdcp.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 statements include plans, projections and estimates regarding (i) the timing of closing of the contemplated acquisition of NextG ("Contemplated Acquisition"), (ii) funding of the Contemplated Acquisition, (iii) the utility and role of DAS and small-cell architecture, (iv) the impact of the Contemplated Acquisition on Crown Castle's success and operating results, including growth rates and recurring cash flow per share, (v) growth opportunity of NextG assets, and (vi) Crown Castle's relative position in the DAS market following the Contemplated Acquisition. 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's results is included in our filings with the Securities and Exchange Commission. The term "including," and any variation thereof, means "including, without limitation."

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