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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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FORM S-1

Registration Statement  
Under  
The Securities Act of 1933  
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Crown Castle International Corp.  
(Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	4899 (Primary Standard Industrial Classification Code Number)	76-0470458 (I.R.S. Employer Identification Number)
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510 Bering Drive  
Suite 500  
Houston, Texas 77057  
(713) 570-3000  
(Address, including zip code, and telephone number, including area code, of  
Registrant's principal executive offices)

Mr. Charles C. Green, III  
Executive Vice President and Chief Financial Officer  
Crown Castle International Corp.  
501 Bering Drive  
Suite 500  
Houston, Texas 77057  
(713) 570-3000  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

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Copies to:

Stephen L. Burns, Esq. Cravath, Swaine & Moore 825 Eighth Avenue New York, New York 10019	Kirk A. Davenport, Esq. Latham & Watkins 885 Third Avenue New York, New York 10022
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Approximate date of commencement of proposed sale to the public: May 12,  
1999.

If the securities being registered on this Form are being offered on a  
delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, check the following box. ☐

If this Form is filed to register additional securities for an offering  
pursuant to Rule 462(b) under the Securities Act, check the following box and  
list the Securities Act registration statement number of the earlier effective  
registration statement for the same offering. ☒ Registration No. 333-74553

If this Form is a post-effective amendment filed pursuant to Rule 462(c)  
under the Securities Act, check the following box and list the Securities Act  
registration statement number of the earlier effective registration statement  
for the same offering. ☐

If the delivery of the prospectus is expected to be made pursuant to Rule  
434, please check the following box. ☐

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CALCULATION OF REGISTRATION FEE  
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Title of each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price(a)	Amount of Registration Fee
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9% Senior Notes due 2011.....	\$180,000,000	100%	\$180,000,000(b)	\$50,040(c)(d)
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10 3/8% Senior Discount Notes due 2011.....	\$500,000,000	\$603.39	\$301,695,000(e)	\$83,871.21(d)(f)

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- (a) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457 promulgated under the Securities Act of 1933.
- (b) Represents an increase of \$30,000,000 from amount of Senior Notes due 2011 previously registered.
- (c) \$41,700 of this amount was previously paid.
- (d) The Registrant has instructed a bank to wire a total filing fee in the amount of \$8,811.21 to the Securities and Exchange Commission's account; the registrant will not revoke such instructions; and there are sufficient funds in such Registrant's account to cover the amount of such filing fees.
- (e) Represents an increase of \$1,695,000 from the amount of gross proceeds of Senior Notes due 2011 previously registered.
- (f) \$83,400 of this amount was previously paid.
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#### EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed with respect to the registration of additional amounts of 9% Senior Notes due 2011 and 10 3/8% Senior Discount Notes due 2011 of Crown Castle International Corp., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier effective registration statement (File No. 333-74553) are incorporated in this registration statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a) Exhibits

All the exhibits filed with or incorporated by reference in Registration Statement No. 333-74553 are incorporated by reference into, and shall be deemed part of, this registration statement, including:

- 5.2 Opinion of Cravath, Swaine & Moore with respect to the legality of the notes being offered
- 23.2 Consent of Cravath, Swaine & Moore (included in opinion filed as Exhibit 5.2)
- 24 Power of Attorney (included on signature page of Registration No. 333-74553)

except the following which are filed herewith:

- 23.1 Consent of KPMG LLP (filed herewith)

(b) Financial Statement Schedules

All the financial statement schedules filed with or incorporated by reference in Registration Statement No. 333-74553 are incorporated by reference into, and shall be deemed part of, this registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant 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 this 12th day of May, 1999.

CROWN CASTLE INTERNATIONAL CORP.,

/s/ Charles C. Green, III

by \_\_\_\_\_  
Name: Charles C. Green, III  
Title:  
Executive Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on this 12th day of May, 1999.

Signature  
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Title  
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Ted B. Miller, Jr.

Chief Executive Officer  
and Vice Chairman of  
the Board (Principal  
Executive Officer)

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David L. Ivy

President and Director

/s/ Charles C. Green, III

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Charles C. Green, III

Executive Vice President  
and Chief Financial  
Officer (Principal  
Financial Officer)

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Wesley D. Cunningham

Senior Vice President,  
Chief Accounting  
Officer and Corporate  
Controller (Principal  
Accounting Officer)

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Carl Ferenbach

Chairman of the Board

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Michael Azibert

Director

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Bruno Chetaille

Director

Signature

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Title

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Director

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Robert A. Crown

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Director

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Randall A. Hack

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Director

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Robert F. McKenzie

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Director

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William A. Murphy

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Director

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Jeffrey H. Schutz

/s/ Charles C. Green, III

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Charles C. Green, III  
Attorney-in-Fact

## EXHIBIT INDEX

Exhibit No. -----	Description -----
5.2**	Opinion of Cravath, Swaine & Moore with respect to the notes being offered
23.1	Consent of KPMG LLP
23.2**	Consent of Cravath, Swaine & Moore (included in opinion filed as Exhibit 5.2)
24*	Power of Attorney
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* Included on the signature page of Registration No. 333-74227.	
** Incorporated by reference to the Exhibit of the same number to Amendment No. 5 to the Registration Statement on Form S-1 (Registration No. 333-74553) which was filed by the Company on May 7, 1999.	

The Board of Directors  
Crown Castle International Corp.:

The audits referred to in our report dated February 24, 1999, related to Crown Castle International Corp. and its subsidiaries, include the related financial statement schedule as of December 31, 1998 and 1997, and for each of the years in the three-year period ended December 31, 1998, incorporated by reference in this Registration Statement. This financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement schedule based on our audits. In our opinion, such financial statement schedule, when considered in relation to the consolidated financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We consent to the use of our reports as incorporated by reference herein and to the reference to our firm under the heading "Independent Auditors" in the prospectus, which is also incorporated by reference herein.

/s/ KPMG LLP

Houston, Texas  
May 12, 1999