

**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): May 17, 2005

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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 Number)

**510 Bering Drive  
Suite 500  
Houston, TX 77057**  
(Address of Principal Executive Office)

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

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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))
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**ITEM 8.01 – OTHER EVENTS**

On May 17, 2005, the Company issued (1) a press release announcing that certain of its indirect subsidiaries intend to offer, in a private transaction, up to \$1.9 billion of Senior Secured Tower Revenue Notes, Series 2005-1 and (2) a press release announcing that the Company has commenced cash tender offers and consent solicitations for all of its outstanding 10<sup>3/4</sup>% Senior Notes due 2011, 9<sup>3/8</sup>% Senior Notes due 2011, 7.5% Senior Notes due 2013 and 7.5% Series B Senior Notes due 2013. The May 17 press releases are attached as Exhibit 99.1 and Exhibit 99.2 to this Form 8-K.

**ITEM 9.01 — FINANCIAL STATEMENTS AND EXHIBITS**

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 17, 2005
99.2	Press Release dated May 17, 2005

**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

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Name: E. Blake Hawk

Title: Executive Vice President and General Counsel

Date: May 17, 2005

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 17, 2005
99.2	Press Release dated May 17, 2005

Crown Castle International

## News Release

www.crowncastle.com

Contacts: W. Benjamin Moreland, CFO  
Jay Brown, Treasurer  
Crown Castle International Corp.  
713-570-3000

**CROWN CASTLE INTERNATIONAL ANNOUNCES  
PROPOSED SECURITIZATION**

MAY 17, 2005 – HOUSTON, TEXAS – Crown Castle International Corp. (NYSE: CCI) announced today that certain of its indirect subsidiaries intend to offer, in a private transaction, up to \$1.9 billion of Senior Secured Tower Revenue Notes, Series 2005-1. The issuing subsidiaries will be special purpose entities that hold substantially all of the U.S. towers of Crown Castle. Crown Castle expects that the notes will be rated investment grade. The offering is being structured as an issuance of debt securities, the servicing and repayment of which is expected to be made solely from the cash flow from the operation of the U.S. towers that are part of the transaction. The terms of the securities are expected to allow excess cash flow from the operation of the towers to be available to Crown Castle for general corporate purposes.

Crown Castle expects to use the net proceeds received from this offering to tender for all of its outstanding 10<sup>3</sup>/<sub>4</sub>% Senior Notes, 9<sup>3</sup>/<sub>8</sub>% Senior Notes, 7.5% Senior Notes and 7.5% Series B Senior Notes, to redeem its outstanding 9% Senior Notes, 9<sup>1</sup>/<sub>2</sub>% Senior Notes, 10<sup>3</sup>/<sub>8</sub>% Senior Discount Notes and 11<sup>1</sup>/<sub>4</sub>% Senior Discount Notes and to repay its outstanding Crown Castle Atlantic credit facility. The balance of the net proceeds is expected to be available for general corporate purposes. The offering is not conditioned upon the receipt of a minimum amount of notes under the tender offer. Crown Castle anticipates that upon the consummation of the offering and a successful tender offer, it will have significantly more flexibility to invest its cash flow following debt service. There can be no assurance that the offering will be consummated or that the tender offer will be successful.

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This press release is not an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the notes in any jurisdiction in which any such offer, solicitation, or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. The notes will be offered to qualified institutional buyers under Rule 144A, to persons outside of the United States under Regulation S and to institutional investors that are Accredited Investors under Rule 501. The notes will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws, and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

#### **Cautionary Language Regarding Forward-Looking Statements**

This press release contains forward-looking statements that are based on our management's current expectations. Such statements include, but are not limited to, plans, projections and estimates regarding (i) the dollar amount to be raised through the proposed notes offering, (ii) the investment grade rating of the notes, (iii) the use of proceeds from the notes offering, and (iv) the effect of the notes offering on our utilization of cash. 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 our results is included in our filings with the Securities and Exchange Commission.

Crown Castle International Corp. engineers, deploys, owns and operates technologically advanced shared wireless infrastructure, including extensive networks of towers. Crown Castle offers significant wireless communications coverage to 68 of the top 100 United States markets and to substantially all of the Australian population. Crown Castle owns, operates and manages over 10,600 and over 1,300 wireless communication sites in the U.S. and Australia, respectively. For more information on Crown Castle visit: <http://www.crowncastle.com>.

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Crown Castle International

## News Release

www.crowncastle.com

Contacts: W. Benjamin Moreland, CFO  
Jay Brown, Treasurer  
Crown Castle International Corp.  
713-570-3000

**CROWN CASTLE INTERNATIONAL ANNOUNCES CASH  
TENDER OFFERS AND CONSENT SOLICITATIONS FOR  
10<sup>3</sup>/<sub>4</sub>% SENIOR NOTES, 9<sup>3</sup>/<sub>8</sub>% SENIOR NOTES, 7.5% SENIOR  
NOTES AND 7.5% SERIES B SENIOR NOTES**

May 17, 2005 – HOUSTON, TEXAS – Crown Castle International Corp. (NYSE: CCI) announced today that it has commenced cash tender offers and consent solicitations for all of its outstanding 10<sup>3</sup>/<sub>4</sub>% Senior Notes due 2011 (CUSIP Number 228227AJ3) (the “10<sup>3</sup>/<sub>4</sub>% Notes”), 9<sup>3</sup>/<sub>8</sub>% Senior Notes due 2011 (CUSIP Number 228227AS3) (the “9<sup>3</sup>/<sub>8</sub>% Notes”), 7.5% Senior Notes due 2013 (CUSIP Number 228227AW4) (the “7.5% Notes”) and 7.5% Series B Senior Notes due 2013 (CUSIP Number 228227AY0) (the “7.5% Series B Notes” and, together with the 10<sup>3</sup>/<sub>4</sub>% Notes, 9<sup>3</sup>/<sub>8</sub>% Notes and 7.5% Notes, the “Notes”).

The tender offers and consent solicitations are being made upon the terms and conditions in the Offer to Purchase and Consent Solicitation Statement and related Consent and Letter of Transmittal dated May 17, 2005. The tender offers will expire at midnight (EST) on June 14, 2005, unless extended or terminated (the “Expiration Date”). Notes tendered on or before 5:00 p.m. (EST) on May 31, 2005, unless extended (the “Consent Date”), may be withdrawn at any time on or prior to the Consent Date, but not thereafter. Notes tendered after the Consent Date may not be withdrawn.

Under the terms of the tender offer for each series of Notes, the consideration for each \$1,000 principal amount of Notes tendered will be determined on May 31, 2005, the eleventh business day before the scheduled Expiration Date (the “Price Determination Date”). At any time after the Consent Date and prior to the Expiration Date (such time, the “Initial Optional Early Acceptance Date”), Crown Castle may elect to accept for payment all Notes of a series tendered on or prior

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to such Initial Optional Early Acceptance Date. Payment for all Notes so accepted will be made promptly thereafter (the "Initial Optional Early Payment Date"). Concurrent with an Initial Optional Early Acceptance Date, Crown Castle will waive all conditions to the tender offer applicable to the series of Notes so accepted and Notes of such series tendered after the Initial Optional Early Acceptance Date and before the Expiration Date will be accepted for payment on each business day during such period for prompt settlement.

The consideration for each \$1,000 principal amount of Notes of a series tendered will be an amount equal to (i) the sum of the present values as of June 8, 2005, of (A) the redemption price applicable to such series of Notes (as set forth in the table below) on the earliest date on which Notes of such series may be redeemed (as set forth in the table below) and (B) the interest that would accrue on the applicable series of Notes so tendered from (but not including) the most recent payment of interest up to (but not including) the earliest redemption date, in each case determined on the basis of a yield from June 8, 2005 to the earliest redemption date equal to the sum of (x) the yield to maturity on the reference security applicable to such series of Notes (as set forth in the table below) as of the Price Determination Date, and (y) 50 basis points, minus (ii) interest from the most recent payment of interest preceding the Initial Optional Early Payment Date to (but not including) such date, minus (iii) the consent payment described below of \$40.00. In addition, holders who tender their Notes will receive accrued and unpaid interest, if any, from the date of the most recent payment of interest to (but not including) the applicable payment date.

<u>Notes</u>	<u>Redemption Price</u>	<u>Earliest Redemption Date</u>	<u>Reference Security</u>
10 <sup>3</sup> / <sub>4</sub> % Notes	\$ 1,053.75	August 1, 2005	1 <sup>1</sup> / <sub>2</sub> % U.S. Treasury Note due July 31, 2005
9 <sup>3</sup> / <sub>8</sub> % Notes	\$ 1,046.88	August 1, 2006	2 <sup>3</sup> / <sub>4</sub> % U.S. Treasury Note due July 31, 2006
7.5% Notes	\$ 1,037.50	December 1, 2008	3 <sup>3</sup> / <sub>8</sub> % U.S. Treasury Note due November 15, 2008
7.5% Series B Notes	\$ 1,037.50	December 1, 2008	3 <sup>3</sup> / <sub>8</sub> % U.S. Treasury Note due November 15, 2008

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In conjunction with the tender offers, Crown Castle is also soliciting consents from holders of each series of Notes to eliminate substantially all of the restrictive covenants and certain events of default under the Indenture related to each series of Notes. Holders cannot tender their Notes without delivering their consent and cannot deliver a consent without tendering their Notes.

Crown Castle will pay a consent payment of \$40.00 per \$1,000 principal amount of Notes tendered on or prior to the Consent Date. Holders who tender their Notes after the Consent Date will not receive the consent payment.

The closing of each tender offer is subject to certain conditions, including (i) the closing of a private financing, which is currently expected to close on or about June 8, 2005, and (ii) the receipt of the required consents to amend the Indenture related to the applicable series of Notes.

Crown Castle has retained Morgan Stanley to serve as the Dealer Manager and Solicitation Agent for the tender offers and consent solicitations. Requests for documents may be directed to MacKenzie Partners, Inc., the Information Agent, by telephone at (800) 322-2885 (toll-free) or (212) 929-5500 (collect), or in writing at 105 Madison Avenue, New York, NY 10016, Attention: Kevin Auten. Questions regarding the tender offers or the consent solicitations may be directed to Morgan Stanley at (800) 624-1808 (toll-free) or (212) 761-1864 (collect), or in writing at 1585 Broadway, New York, NY 10036, Attention: Arthur Rubin.

This press release is neither an offer to purchase nor a solicitation of an offer to sell the Notes. The tender offers and consent solicitations are being made only in reference to the Offer to Purchase and Consent Solicitation Statement and related Consent and Letter of Transmittal dated May 17, 2005.

This press release contains forward-looking statements that are based on our management's current expectations. Such statements include, but are not limited to, plans, projections and estimates regarding the terms of the tender offers and consent solicitations relating to each series of Notes. 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 our results is included in our filings with the Securities and Exchange Commission.

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