

CROWN CASTLE INTERNATIONAL CORP

Form 8-K

October 22, 2009

**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): October 20, 2009**

**Crown Castle International Corp.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other

Jurisdiction of

**001-16441**  
Commission File

Number)

**76-0470458**  
(IRS Employer

Identification

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Incorporation)

Number)

1220 Augusta Drive

Suite 500

Houston, TX 77057

(Address of Principal Executive Office)

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

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))

**ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On October 20, 2009, Crown Castle International Corp. ( Company ) entered into an underwriting agreement ( Underwriting Agreement ) with Barclays Capital Inc. and RBS Securities Inc., as representatives for the underwriters (collectively, Underwriters ), pursuant to which the Company agreed to sell to the Underwriters an aggregate of \$500 million of the Company s 7.125% Senior Notes due 2019 in a registered public offering ( Offering ) pursuant to the Company s shelf registration statement ( Registration Statement ) on Form S-3 filed on January 16, 2009 (File No. 333-156781). The Company is filing the Underwriting Agreement as Exhibit 10.1 to this report. By the filing of this report, the Company is causing this exhibit to be incorporated by reference herein and into the Registration Statement.

**ITEM 8.01 OTHER EVENTS**

On October 20, 2009, the Company issued a press release announcing the pricing of the Offering. A copy of the press release is attached as Exhibit 99.1 to this report.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
10.1	Underwriting Agreement dated October 20, 2009, between Crown Castle International Corp., Barclays Capital Inc. and RBS Securities Inc., as representatives for the underwriters
99.1	Press Release dated October 20, 2009

**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.**

Date: October 21, 2009

By: /s/ E. BLAKE HAWK

Name: E. Blake Hawk

Title: Executive Vice President and General Counsel

**EXHIBIT INDEX**

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