

CROWN CASTLE INTERNATIONAL CORP  
Form 8-K  
April 27, 2016

**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): April 26, 2016**

**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 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)**

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 April 26, 2016, Crown Castle International Corp. ( Company ) entered into an underwriting agreement ( Underwriting Agreement ) with Barclays Capital Inc., Credit Agricole Securities (USA) Inc., Morgan Stanley & Co. LLC, SunTrust Robinson Humphrey, Inc., and TD Securities (USA) LLC, as representatives for the several underwriters ( Underwriters ), pursuant to which the Company agreed to issue and sell to the Underwriters \$250 million aggregate principal amount of the Company s 3.400% Senior Notes due 2021 ( Additional 2021 Notes ) and \$750 million aggregate principal amount of the Company s 3.700% Senior Notes due 2026 in a registered public offering ( Offering ) pursuant to the Company s shelf registration statement on Form S-3 (Registration File No. 333-203074). The Additional 2021 Notes will be issued as additional notes under the same indenture as the Company s 3.400% Senior Notes due 2021 that were originally issued on February 8, 2016, and, as such, will form a single series with, have the same terms as, and trade interchangeably with, such previously issued notes. For a complete description of the terms and conditions of the Underwriting Agreement, please refer to the Underwriting Agreement, which is filed as Exhibit 1.1 hereto, and is incorporated herein by reference.

**ITEM 8.01 OTHER EVENTS**

On April 26, 2016, the Company issued a press release announcing the commencement of the Offering. The Company s press release is filed as Exhibit 99.1 hereto, and is incorporated herein by reference.

On April 26, 2016, the Company issued a press release announcing the pricing of the Offering. The Company s press release is filed as Exhibit 99.2 hereto, and is incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

**Exhibit**

No.	Description
1.1	Underwriting Agreement, dated April 26, 2016, among Crown Castle International Corp. and Barclays Capital Inc., Credit Agricole Securities (USA) Inc., Morgan Stanley & Co. LLC, SunTrust Robinson Humphrey, Inc., and TD Securities (USA) LLC, as representatives for the several underwriters
99.1	Press Release, dated April 26, 2016
99.2	Press Release, dated April 26, 2016

**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: April 26, 2016

**EXHIBIT INDEX**

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