

CROWN CASTLE INTERNATIONAL CORP

Form 8-K

October 03, 2012

---

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 3, 2012

Crown Castle International Corp.  
(Exact Name of Registrant as Specified in its Charter)

Delaware	001-16441	76-0470458
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification Number)

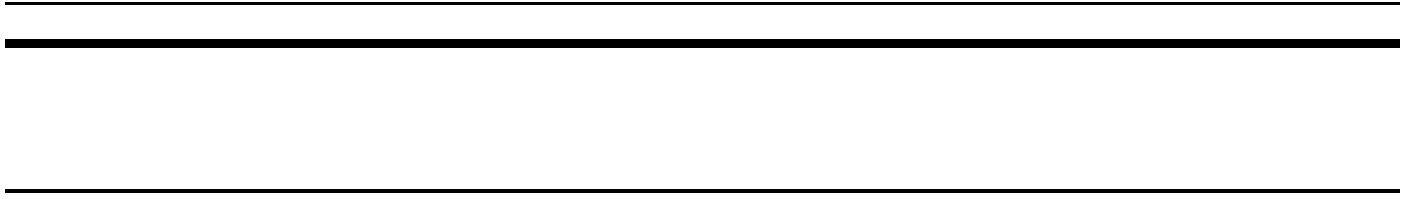
1220 Augusta Drive  
Suite 500

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 7.01 – REGULATION FD DISCLOSURE

In a preliminary offering memorandum dated October 3, 2012 (the “Preliminary Offering Memorandum”) to be distributed to prospective investors in connection with the proposed private notes offering described under Item 8.01 of this Form 8-K, Crown Castle International Corp. (the “Company”) intends to disclose certain information that updates certain prior disclosures of the Company. Pursuant to Regulation FD, the Company is furnishing herewith such information, excerpted from the Preliminary Offering Memorandum, as Exhibit 99.1 to this Form 8-K.

The information in this Form 8-K furnished pursuant to Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

#### ITEM 8.01 – OTHER EVENTS

On October 3, 2012, the Company issued a press release announcing its intention to offer \$1.65 billion aggregate principal amount of senior notes due 2023 (the “Notes”) in a private offering, subject to market and other conditions. The October 3rd press release is attached as Exhibit 99.2 to this Form 8-K and is incorporated herein by reference.

The Notes will not be registered under the Securities Act or any state securities laws, and, unless so registered, may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

#### ITEM 9.01 – FINANCIAL STATEMENTS AND EXHIBITS

##### (d) Exhibits

Exhibit No.	Description
-------------	-------------

99.1	Excerpts from the Preliminary Offering Memorandum, dated October 3, 2012
------	--

99.2	Press Release, dated October 3, 2012
------	--------------------------------------

The information in this Form 8-K furnished pursuant to Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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: October 3, 2012

---

EXHIBIT INDEX

Exhibit No.	Description
99.1	Excerpts from the Preliminary Offering Memorandum, dated October 3, 2012
99.2	Press Release, dated October 3, 2012