

CROWN CASTLE INTERNATIONAL CORP

Form 8-K

December 17, 2012

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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): December 13, 2012

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 Number)

1220 Augusta Drive, Suite 500  
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:

- 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 1.01 – ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On December 13, 2012, Crown Castle Operating Company (“Borrower”), a direct wholly owned subsidiary of Crown Castle International Corp. (“Company”), entered into an Incremental Facility Amendment (“Incremental Facility Amendment”) among the Company, the Borrower, certain subsidiaries of the Borrower, the lenders party thereto, The Royal Bank of Scotland plc (“RBS”), as administrative agent, Merrill Lynch, Pierce, Fenner & Smith Incorporated (“MLPFS”), as syndication agent, and Morgan Stanley Senior Funding Inc. (“MSSF”), as co-documentation agent, to the Credit Agreement dated as of January 31, 2012 (as amended, supplemented or otherwise modified, the “Credit Agreement”), by and among the Borrower, the Company, the lenders and issuing banks from time to time party thereto, RBS, as administrative agent, MLPFS, as syndication agent, and MSSF, as co-documentation agent. The Incremental Facility Amendment increased the aggregate revolving commitments under the Credit Agreement by \$500 million, such that the aggregate revolving commitments under the Credit Agreement after giving effect to the Incremental Facility Amendment are \$1.5 billion.

The foregoing summary of the Incremental Facility Amendment does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Incremental Facility Amendment, which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

The Credit Agreement has been previously filed with, and is described in, the Company’s Current Report on Form 8-K dated January 31, 2012.

#### ITEM 8.01 – OTHER EVENTS

On December 13, 2012, the Company issued a press release announcing the effectiveness of the Incremental Facility Amendment and the intention of the Company to use (x) borrowings under its senior secured revolving credit facility and (y) a portion of the proceeds of the previously-announced offering of \$1.5 billion of senior secured notes by CC Holdings GS V LLC, a wholly owned subsidiary of the Company, to finance the previously-announced tender offer for any or all of the Company’s outstanding 9.0% Senior Notes due 2015.

The December 13th press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

#### ITEM 9.01 -- FINANCIAL STATEMENTS AND EXHIBITS

##### (d) Exhibits

Exhibit No.	Description
10.1	Incremental Facility Amendment dated as of December 13, 2012, among Crown Castle International Corp. (“Company”), Crown Castle Operating Company (“Borrower”), certain subsidiaries of the Borrower, the lenders party thereto, The Royal Bank of Scotland plc (“RBS”), as administrative agent, Merrill Lynch, Pierce, Fenner & Smith Incorporated (“MLPFS”), as syndication agent, and Morgan Stanley Senior Funding Inc. (“MSSF”), as co-documentation agent, to the Credit Agreement dated as of January 31, 2012, among the Company, the Borrower, the lenders and issuing banks from time to time party thereto, RBS, as administrative agent, MLPFS, as syndication agent, and MSSF, as co-documentation agent.

99.1

Press Release, dated December 13, 2012

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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: December 14, 2012

By: /s/ E. Blake Hawk  
Name: E. Blake Hawk  
Title: Executive Vice President and  
General Counsel

EXHIBIT INDEX

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10.1	Incremental Facility Amendment dated as of December 13, 2012, among Crown Castle International Corp. (“Company”), Crown Castle Operating Company (“Borrower”), certain subsidiaries of the Borrower, the lenders party thereto, The Royal Bank of Scotland plc (“RBS”), as administrative agent, Merrill Lynch, Pierce, Fenner & Smith Incorporated (“MLPFS”), as syndication agent, and Morgan Stanley Senior Funding Inc. (“MSSF”), as co-documentation agent, to the Credit Agreement dated as of January 31, 2012, among the Company, the Borrower, the lenders and issuing banks from time to time party thereto, RBS, as administrative agent, MLPFS, as syndication agent, and MSSF, as co-documentation agent.
99.1	Press Release, dated December 13, 2012.