

CROWN CASTLE INTERNATIONAL CORP  
Form 8-K  
March 05, 2018

**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): February 28, 2018**

**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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

*Offering of Common Stock*

On February 28, 2018, Crown Castle International Corp. ( *Company* ) entered into an underwriting agreement ( *Underwriting Agreement* ) with Citigroup Global Markets Inc. and J.P. Morgan Securities LLC, as the several underwriters named on Schedule I thereto ( *Underwriters* ), pursuant to which the Company agreed to issue and sell to the Underwriters an aggregate of 7,765,000 shares of the Company's common stock, par value \$0.01 per share ( *Common Stock* ), in a registered public offering ( *Offering* ) pursuant to the Company's shelf registration statement on Form S-3 (Registration File No. 333-203074). For a complete description of the terms and conditions of the Underwriting Agreement, please refer to the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 hereto, and is incorporated herein by reference.

On March 5, 2018, the Company closed the Offering. The Company used a portion of the net proceeds from the Offering to repay outstanding borrowings under the Company's existing senior unsecured revolving credit facility and intends to use the remaining net proceeds for general corporate purposes, which may include the repurchase or repayment of other outstanding indebtedness.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                                                                           |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1                | <u>Underwriting Agreement, dated February 28, 2018, among Crown Castle International Corp. and Citigroup Global Markets Inc. and J.P. Morgan Securities LLC, as the several underwriters</u> |
| 5.1                | <u>Opinion of Cravath, Swaine &amp; Moore LLP, relating to the Company's Common Stock (including the consent required with respect thereto)</u>                                              |
| 8.1                | <u>Opinion of Cravath, Swaine &amp; Moore LLP as to certain tax matters relating to the Company's Common Stock (including the consent required with respect thereto)</u>                     |
| 8.2                | <u>Opinion of Skadden, Arps, Slate, Meagher &amp; Flom LLP as to certain tax matters relating to the Company's Common Stock (including the consent required with respect thereto)</u>        |
| 23.1               | <u>Consent of Cravath, Swaine &amp; Moore LLP (included in Exhibit 5.1)</u>                                                                                                                  |
| 23.2               | <u>Consent of Cravath, Swaine &amp; Moore LLP (included in Exhibit 8.1)</u>                                                                                                                  |
| 23.3               | <u>Consent of Skadden, Arps, Slate, Meagher &amp; Flom LLP (included in Exhibit 8.2)</u>                                                                                                     |

**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: March 5, 2018