

AMERICAN TOWER CORP /MA/  
Form 8-K  
December 08, 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):  
December 8, 2016

AMERICAN TOWER CORPORATION  
(Exact Name of Registrant as Specified in  
Charter)

01/14/195      65-0723837  
(State  
or  
Commission File (IRS Employer Identification  
Number) No.)  
of  
Incorporation)

116 Huntington Avenue  
Boston, Massachusetts 02116  
(Address of Principal Executive Offices) (Zip  
Code)  
(617) 375-7500  
(Registrant's telephone number, including area  
code)  
Not Applicable  
(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 8.01 Other Events.

On December 8, 2016, American Tower Corporation (the “Company”) issued 1,171,187 shares of its common stock, par value \$0.01 per share (“Common Stock”), directly to ALLTEL Communications, LLC (“Alltel”), pursuant to the Lease and Sublease by and among American Towers LLC, the Company, Alltel and the other parties thereto, dated as of April 2, 2001, as amended from time to time (the “Lease”), in consideration of the Company's exercise of its purchase option under the Lease related to 1,523 communications towers.

The shares were issued pursuant to a prospectus supplement dated December 5, 2016 and an accompanying prospectus dated June 3, 2016 under the Company’s shelf registration statement on Form S-3 (File No. 333-211829). There were no placement agents or underwriters used in connection with the offering. The issued shares were included in the Company's previously disclosed diluted share number.

Item 9.01 Financial Statements and Exhibits.

A copy of the opinion of Cleary Gottlieb Steen & Hamilton LLP with respect to the legality of the shares of Common Stock being offered is filed herewith as Exhibit 5.1.

(d) Exhibits

Exhibit No. Description

- |      |  |
|------|--|
| 5.1  | Opinion of Cleary Gottlieb Steen & Hamilton LLP in connection with the offering of shares of Common Stock. |
| 23.1 | Consent of Cleary Gottlieb Steen & Hamilton LLP (included in Exhibit 5.1 hereto).                          |

SIGNATURE

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.

AMERICAN TOWER CORPORATION  
(Registrant)

Date: December 8, 2016 By: /s/ Thomas A. Bartlett  
Thomas A. Bartlett  
Executive Vice President and Chief Financial Officer

---

EXHIBIT INDEX

Exhibit No. Description

- |      |  |
|------|--|
| 5.1  | Opinion of Cleary Gottlieb Steen & Hamilton LLP in connection with the offering of shares of Common Stock. |
| 23.1 | Consent of Cleary Gottlieb Steen & Hamilton LLP (included in Exhibit 5.1 hereto).                          |