

SPECTRASITE HOLDINGS INC

Form POS AM

December 10, 2002

As filed with the Securities and Exchange Commission on December 10, 2002

Registration No. 333-45728

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
ON
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SPECTRASITE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other
jurisdiction of
incorporation or
organization)*

56-2027322
*(I.R.S. Employer
Identification Number)*

**100 Regency Forest Drive
Suite 400
Cary, North Carolina 27511
(919) 468-0112**

*(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)*

**David P. Tomick
SpectraSite Holdings, Inc.
100 Regency Forest Drive
Suite 400
Cary, North Carolina 27511
(919) 468-0112**

*(Name, address, including zip code, and telephone number
including area code, of registrant's agent for service)*

Copies to:

**Thomas D. Twedt
Dow, Lohnes & Albertson, PLLC
1200 New Hampshire Avenue, N.W
Washington, D.C. 20036
(202) 776-2000**

**Bruce A. Gutenplan
Paul, Weiss, Rifkind, Wharton & Garrison
1285 Avenue of the Americas
New York, NY 10019-6064
(212) 373-3000**

Approximate date of commencement of proposed sale to the public: This post-effective amendment deregisters those shares of the registrant's common stock that were registered on behalf of the selling stockholders named in the registrant's prospectus dated January 8, 2001.

If the only securities being registered on this form are being offered pursuant to dividend reinvestment plans, please check the following box. []

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. []

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

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If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

This post-effective amendment shall become effective in accordance with Section 8(c) of the Securities Act of 1933, as amended, on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(c), may determine.

DEREGISTRATION OF SHARES

On January 5, 2001, SpectraSite Holdings, Inc. filed this registration statement on Form S-3 for the purpose of registering shares of SpectraSite's common stock on behalf of the selling stockholders named in SpectraSite's prospectus dated January 8, 2001, which was a part of this registration statement. On January 8, 2001, the Securities and Exchange Commission declared this registration statement, as amended, effective.

Pursuant to the terms of the registration rights agreement that required SpectraSite to file this registration statement, SpectraSite is no longer required to keep the registration statement effective. As a result, this Post-Effective Amendment No. 1 to the registration statement is being filed to deregister, as of the date hereof, any and all unsold shares, up to and including the 9,041,759 shares of common stock initially registered.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, SpectraSite Holdings, Inc. has duly caused this post-effective amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cary, State of North Carolina, on December 10, 2002.

SPECTRASITE HOLDINGS, INC

By: _____
/s/ Stephen H. Clark

Stephen H. Clark
President, Chief Executive Officer and a Director

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stephen H. Clark</u> Stephen H. Clark	President, Chief Executive Officer and a Director (principal executive officer)	December 10, 2002
<u>/s/ David P. Tomick</u> David P. Tomick	Executive Vice President and Chief Financial Officer and a Director (principal financial officer)	December 10, 2002
<u>*</u> Calvin J. Payne	Executive Vice President Design and Construction and a Director	December 10, 2002
<u>/s/ Daniel I. Hunt</u> Daniel I. Hunt	Vice President Finance and Administration (principal accounting officer)	December 10, 2002
<u>/s/ Timothy G. Biltz</u> Timothy G. Biltz	Chief Operating Officer and a Director	December 10, 2002
<u>Steven M. Shindler</u>	Director	

* Power of Attorney

Stephen H. Clark, by signing his name hereto, does sign this document on behalf of each of the persons indicated above for whom he is attorney-in fact pursuant to a power of attorney duly executed by such person and filed with the Securities and Exchange Commission.

By: _____
/s/ Stephen H. Clark
Stephen H. Clark
Attorney-In-Fact

