

CROWN CASTLE INTERNATIONAL CORP  
Form S-8  
May 23, 2013

As filed with the Securities and Exchange Commission on May 23, 2013

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**CROWN CASTLE INTERNATIONAL CORP.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction)

of incorporation or organization)

**76-0470458**  
(I.R.S Employer

Identification No.)

**1220 Augusta Drive, Suite 500, Houston, Texas**  
(Address of Principal Executive Offices)

**77057**  
(Zip Code)

**Crown Castle International Corp.**

**2013 Long-Term Incentive Plan**

(Full title of the plan)

**Jay A. Brown**

**Chief Financial Officer**

**Crown Castle International Corp.**

**1220 Augusta Drive, Suite 500**

**Houston, Texas 77057**

(Name and Address of Agent For Service)

**(713) 570-3000**

(Telephone Number, Including Area Code, of Agent For Service)

**Copy to:**

**E. Blake Hawk, Esq.**

**General Counsel**

**Crown Castle International Corp.**

**1220 Augusta Drive, Suite 500**

**Houston, Texas 77057**

**(713) 570-3000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

## CALCULATION OF REGISTRATION FEE

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee</b>
Common Stock, par value \$0.01 per share	14,500,000(3)	\$75.38	\$1,093,010,000	\$149,086.57

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), this registration statement also covers an indeterminate number of additional shares of Crown Castle International Corp. ( Registrant or the Company ) common stock, par value \$0.01 per share ( Common Stock ), with respect to the shares registered herein in the event of stock splits, stock dividends and similar transactions.
- (2) Estimated pursuant to Rule 457(c) and (h) of the Securities Act, based upon the average of the high and low sale prices on May 22, 2013 of the Registrant s Common Stock, as reported by the New York Stock Exchange.
- (3) Includes 2,000,000 shares of Common Stock that may be eligible for issuance under the Crown Castle International Corp. 2013 Long-Term Incentive Plan ( 2013 Plan ) pursuant to a provision that authorizes any shares of Common Stock, that are the subject of awards under the 2013 Plan and that are later forfeited or terminated, expire unexercised, are settled in cash in lieu of shares of Common Stock or in a manner such that all or some of the shares of Common Stock covered by an award are not issued to a 2013 Plan participant or are exchanged for awards that do not involve shares of Common Stock, to again become available to be issued pursuant to awards granted under the 2013 Plan.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

In accordance with Rule 428 under the Securities Act and the instructional note to Part I of Form S-8, the information specified in Part I of Form S-8 has been omitted from the filing of this registration statement. The documents containing the information specified in Part I of Form S-8 will be sent or given to plan participants as specified by Rule 428(b)(1) of the Securities Act. Such documents and the documents incorporated by reference herein pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. The Company shall maintain a file of such documents in accordance with the provisions of Rule 428(a)(2) of the Securities Act. Upon request, the Company shall furnish to the Securities and Exchange Commission (the Commission) or its staff a copy of any or all of the documents included in the file.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. Incorporation of Documents by Reference.**

The following documents filed by the Company with the Commission are incorporated herein by reference (excluding any portions of such documents that have been furnished but not filed for purposes of Securities Exchange Act of 1934, as amended (the Exchange Act)):

- (i) Annual Report on Form 10-K for the fiscal year ended December 31, 2012;
- (ii) Quarterly Report on Form 10-Q for the quarter ended March 31, 2013;
- (iii) Current Reports on Form 8-K filed on January 11, 2013, February 27, 2013 and April 24, 2013 (with respect to Amendment No. 3 to Credit Agreement); and
- (iv) The Description of Capital Stock section of the Company's Registration Statement on Form 8-A filed with the SEC on August 4, 1998, the Description of Capital Stock section of the Company's Registration Statement on Form S-3 filed with the SEC on July 10, 2000, as amended by Amendment No. 1 to Form S-3 filed with the SEC on July 17, 2000, the Description of Crown Castle Capital Stock section of the Company's Registration Statement on Form S-4 filed with the SEC on November 6, 2006, as amended by Amendment No. 1 to Form S-4 filed with the SEC on November 29, 2006, the Description of Capital Stock section of the Company's Registration Statement on Form S-3 filed with the SEC on January 16, 2009, the Description of Capital Stock section of the Company's Registration Statement on Form S-3 filed with the SEC on April 3, 2012, and any other amendments and reports filed for the purpose of updating such description. All documents subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any information furnished pursuant to Items 2.02 or 7.01 on any Current Report on Form 8-K) subsequent to the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered under the plan have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

Any statement contained herein or in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part hereof.

**ITEM 4. Description of Securities.**

Not applicable.

**ITEM 5. Interest of Named Experts and Counsel.**

The validity of the Common Stock offered hereby has been passed upon by Donald J. Reid, Associate General Counsel and Corporate Secretary of the Registrant. Mr. Reid beneficially owns shares of the Common Stock and is eligible to participate in the 2013 Plan.

**ITEM 6. Indemnification of Directors and Officers.**

Set forth below is a description of certain provisions of the amended and restated certificate of incorporation, as amended (the "certificate of incorporation"), and the amended and restated by-laws, as amended (the "by-laws"), of the Registrant and the General Corporation Law of the State of Delaware (the "DGCL"), as such provisions relate to the indemnification of the directors and officers of the Registrant. This description is intended only as a summary and is qualified in its entirety by reference to the certificate of incorporation, the by-laws and the DGCL.

Pursuant to the DGCL, a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation) by reason of the fact that such person is or was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation in such capacity for another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of such corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The DGCL also permits indemnification by a corporation under similar circumstances for expenses (including attorneys' fees) actually and reasonably incurred by such persons in connection with the defense or settlement of an action by or in the right of such corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to such corporation unless and only to the extent that the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

To the extent that a present or former director or officer is successful in the defense of such an action, suit or proceeding (or of any claim, issue or matter therein), the corporation is required by the DGCL to indemnify such person for actual and reasonable expenses (including attorneys' fees) incurred thereby.

Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid (on terms and conditions satisfactory to the corporation) in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined that such person is not entitled to be so indemnified.

The DGCL provides that the indemnification and advancement of expenses described above shall not be deemed exclusive of other indemnification or advancement of expenses that may be granted by a corporation pursuant to its by-laws, a disinterested director vote, a stockholder vote, an agreement or otherwise.

The DGCL also provides corporations with the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation in a similar capacity for another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability as described above.

Accordingly, the certificate of incorporation of the Registrant provides that the Registrant shall, to the maximum extent permitted under the DGCL, indemnify each person who is or was a director or officer of the Registrant. The Registrant may, by action of the board of directors, indemnify other employees and agents of the Registrant, directors, officers, employees or agents of a subsidiary, and each person serving as a director, officer, partner, member, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, at the request of the Registrant, with the same scope and effect as the indemnification of directors and officers of the Registrant. However, the Registrant shall be required to indemnify any person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors or is a proceeding to enforce such person's claim to indemnification pursuant to the rights granted by the certificate of incorporation or otherwise by the Registrant. The Registrant may also enter into one or more agreements with any person which provide for indemnification greater or different than that provided in the certificate of incorporation.

Furthermore, a director of the Registrant shall not be personally liable to the Registrant or its stockholders for monetary damages for breach of his or her fiduciary duty as a director, except for liability (1) for any breach of his or her duty of loyalty to the Registrant or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the DGCL, or (4) for any transaction from which he or she derived an improper personal benefit.

The Registrant's by-laws provide that each person who was or is made a party or is threatened to be made a party to or is involved in any manner in any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (a Proceeding), by reason of the fact that he or she or a person of whom he or she is the legal representative is or was a director or officer of the Registrant or, while a director or officer of the Registrant, a director, officer, employee or agent of a another corporation, partnership, joint venture, trust or other enterprise shall be indemnified and held harmless by the Registrant to the fullest extent permitted by the DGCL. Such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that the Registrant shall indemnify any such person seeking indemnification in connection with a Proceeding (or part thereof) initiated by such person only if such Proceeding (or part thereof) was authorized by the board of directors or is a Proceeding to enforce such person's claim to indemnification pursuant to the rights granted by the by-laws. The Registrant shall pay to the fullest extent not prohibited by applicable law the expenses incurred by any person described in the first two sentences of this paragraph in defending any such Proceeding in advance of its final disposition upon, to the extent such an undertaking is required by applicable law, receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Registrant as authorized in the by-laws or otherwise.

The Registrant's by-laws further provide that the indemnification and the advancement of expenses incurred in defending a Proceeding prior to its final disposition provided by, or granted pursuant to, the by-laws shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, any provision of the certificate of incorporation, any other provision of the by-laws, a disinterested director vote, a stockholder vote or otherwise. The Registrant may also maintain insurance, at its expense, to protect itself and any person who is or was a director, officer, partner, member, employee or agent of the Registrant or a subsidiary or of another corporation, partnership, limited liability company, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Registrant would have the power to indemnify such person against such expense, liability or loss under the DGCL.

The Registrant's by-laws further provide that the Registrant may, to the extent authorized from time to time by the board of directors, grant rights to indemnification, and rights to be paid by the Registrant the expenses incurred in defending any Proceeding in advance of its final disposition, to any person who is or was an employee or agent (other than a director or officer) of the Registrant or a subsidiary thereof and to any person who is or was serving at the request of the Registrant or a subsidiary thereof as a director, officer, partner, member, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, including service with respect to employee benefit plans maintained or sponsored by the Registrant or a subsidiary thereof, to the fullest extent of the provisions of the by-laws with respect to the indemnification and advancement of expenses of directors and officers of the Registrant.

The Registrant carries liability insurance for its directors and officers.

**ITEM 7. Exemption from Registration Claimed.**

Not Applicable.

**ITEM 8. Exhibits.**

<b>Exhibit No.</b>	<b>Exhibit Description</b>
4.1	Composite Certificate of Incorporation of Crown Castle International Corp. (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3 as filed with the Commission on April 3, 2012).
4.2	Composite By-laws of Crown Castle International Corp. (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-3 as filed with the Commission on April 3, 2012).
4.3	Specimen Certificate of Common Stock (incorporated by reference to Exhibit 4.6 to the Company's Registration Statement on Form S-1/A as filed with the Commission on August 11, 1998).
5.1*	Opinion of Counsel.
23.1*	Consent of KPMG LLP.
23.2*	Consent of PricewaterhouseCoopers LLC.
23.3*	Consent of Counsel (included in Exhibit 5.1).
24.1*	Power of Attorney (included as part of signature page to this Registration Statement).
99.1	Crown Castle International Corp. 2013 Long-Term Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A as filed with the Commission on April 8, 2013).

\* Filed herewith

**ITEM 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

*Provided, however, that* paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or

otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment of the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on May 23, 2013.

Crown Castle International Corp.

By: /s/ W. Benjamin Moreland  
 W. Benjamin Moreland  
 President, Chief Executive Officer and Director

**POWER OF ATTORNEY**

KNOW ALL BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints E. Blake Hawk, Jay A. Brown and W. Benjamin Moreland, and each of them, any one of whom may act without joinder of the other, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all pre- and post-effective amendments to this registration statement (including any registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, or the substitute or substitutes of any or all of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ W. Benjamin Moreland	President, Chief Executive Officer and Director (Principal Executive Officer)	May 23, 2013
W. Benjamin Moreland		
/s/ Jay A. Brown	Senior Vice President, Chief Financial Officer and Treasurer	May 23, 2013
Jay A. Brown	(Principal Financial Officer)	
/s/ Rob A. Fisher	Vice President and Controller (Principal Accounting Officer)	May 23, 2013
Rob A. Fisher		
/s/ J. Landis Martin	Chairman of the Board of Directors	May 23, 2013
J. Landis Martin		
/s/ Cindy Christy	Director	May 23, 2013
Cindy Christy		
/s/ Ari Q. Fitzgerald	Director	May 23, 2013
Ari Q. Fitzgerald		

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/s/ Robert E. Garrison

Director

May 23, 2013

Robert E. Garrison

/s/ Dale N. Hatfield	Director	May 23, 2013
Dale N. Hatfield		
/s/ Lee W. Hogan	Director	May 23, 2013
Lee W. Hogan		
/s/ Edward C. Hutcheson, Jr.	Director	May 23, 2013
Edward C. Hutcheson, Jr.		
/s/ John P. Kelly	Director	May 23, 2013
John P. Kelly		
/s/ Robert F. McKenzie	Director	May 23, 2013
Robert F. McKenzie		

**EXHIBIT INDEX**

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