AMERICAN TOWER CORP /MA/
Form 424B2
January 08, 2014
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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Amount of Registration Fee (1)
3.40% Senior Notes due 2019	$250,000,000	102.940%	$257,350,000	$33,147
5.00% Senior Notes due 2024	$500,000,000	102.458%	$512,290,000	$65,983

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended, and relates to the Registration Statement on Form S-3 (File No. 333-188812) filed by the Registrant on May 23, 2013.

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Filed Pursuant to Rule 424(b)(2)
Registration No. 333-188812

PROSPECTUS SUPPLEMENT TO

PROSPECTUS DATED MAY 23, 2013

$750,000,000

American Tower Corporation

$250,000,000 3.40% Senior Notes due 2019

$500,000,000 5.00% Senior Notes due 2024

We are offering $250 million of Senior Notes due 2019 (the reopened 2019 notes) and $500 million of Senior Notes due 2024 (the reopened 2024 notes and, collectively with the reopened 2019 notes, the reopened notes). The reopened 2019 notes will have identical terms, be fungible with and be part of a single series of senior debt securities with the $750,000,000 principal amount of the 2019 notes issued on August 19, 2013 described in our prospectus supplement dated August 14, 2013 (the original 2019 notes). The outstanding principal amount of the series of notes, after issuance of the reopened 2019 notes, will be $1 billion. The reopened 2024 notes will have identical terms, be fungible with and be part of a single series of senior debt securities with the $500,000,000 principal amount of the 2024 notes issued on August 19, 2013 described in our prospectus supplement dated August 14, 2013 (the original 2024 notes and, collectively with the original 2019 notes, the original notes). The outstanding principal amount of the series of notes, after issuance of the reopened 2024 notes, will be $1 billion.

In this prospectus supplement, we refer to the reopened 2019 notes and the original 2019 notes together as the 2019 notes, the reopened 2024 notes and the original 2024 notes together as the 2024 notes, and the 2019 notes and the 2024 notes together as the notes. We will pay cash interest on the notes on February 15 and August 15 of each year, beginning on February 15, 2014. The 2019 notes will mature on February 15, 2019 and the 2024 notes will mature on February 15, 2024.

The notes are general, unsecured obligations of American Tower Corporation and rank equally in right of payment with all other senior unsecured debt obligations of American Tower Corporation. The notes are structurally subordinated to all existing and future indebtedness and other obligations of our subsidiaries.

We may redeem the notes at any time, in whole or in part, in cash at a redemption price equal to 100% of the principal amount of the notes plus a make-whole premium, together with accrued interest to the redemption date.

The reopened notes will not be listed on any securities exchange.

Investing in the notes involves risks. See Risk Factors beginning on page S-10 and those described as risk factors in Part II, Item 1A of our Quarterly Report on Form 10-Q for the quarter ended September 30, 2013.

	Public Offering Price(1)	Underwriting Discount(2)	Proceeds Before Expenses to American Tower Corporation
Per reopened 2019 note	102.940%	0.600%	102.340%
Reopened 2019 note total	$ 257,350,000	$ 1,500,000	$ 255,850,000
Per reopened 2024 note	102.458%	0.650%	101.808%
Reopened 2024 note total	$ 512,290,000	$ 3,250,000	$ 509,040,000
Total	$ 769,640,000	$ 4,750,000	$ 764,890,000

(1) Plus accrued interest from August 19, 2013.
(2) Before reimbursement of expenses in connection with this offering, which the underwriters have agreed to make to us. See Underwriting (Conflicts of Interest) beginning on page S-34.

Neither the Securities and Exchange Commission (the SEC) nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the reopened notes in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Clearstream Banking, *société anonyme*, and Euroclear Bank S.A./N.V., as operator of the Euroclear System, against payment on January 10, 2014.

Bookrunners

Barclays **Goldman, Sachs & Co.** **RBC Capital Markets** **RBS** **TD Securities**

Senior Co-Managers

BBVA **Citigroup** **J.P. Morgan** **Morgan Stanley** **Santander**

Co-Managers

BofA Merrill Lynch **BNP PARIBAS** **Credit Agricole CIB** **Credit Suisse** **EA Markets** **HSBC**
Mizuho Securities **SMBC Nikko**

The date of this prospectus supplement is January 7, 2014.

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Prospectus Supplement

Prospectus

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We are responsible for the information contained and incorporated by reference in this prospectus supplement and accompanying prospectus. We have not, and the underwriters have not, authorized anyone to give you any other information, and we take no responsibility for any other information that others may give you. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained or incorporated by reference in this prospectus supplement or accompanying prospectus is accurate as of any date other than the date of the document containing the information.

ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which describes more general information, some of which may not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, together with the documents incorporated by reference and the additional information described below under the heading Where You Can Find More Information.

If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

Any statement made in this prospectus supplement or in a document incorporated or deemed to be incorporated by reference in this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document that is also incorporated or deemed to be incorporated by reference in this prospectus supplement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement and accompanying prospectus contain or incorporate by reference statements about future events and expectations, or forward-looking statements, all of which are inherently uncertain. We have based those forward-looking statements on our current expectations and projections about future results. When we use words such as anticipates, intends, plans, believes, estimates, expects or s expressions, we do so to identify forward-looking statements. Examples of forward-looking statements include statements we make regarding our future operating results; future prospects of growth in the communications site leasing industry; the level of future expenditures by companies in this industry and other trends in this industry; changes in environmental, tax and other laws; the effects of consolidation among companies in our industry and among our customers and other competitive pressures; our future capital expenditure levels; economic, political and other events, particularly those relating to our international operations; our substantial leverage and debt service obligations; our ability to realize the growth prospects and manage the integration costs of our acquisition of MIP Tower Holdings LLC; our ability to protect our rights to the land under our towers; our ability to maintain or increase our market share; our ability to remain qualified as a real estate investment trust (REIT); our future financing transactions; our plans to fund our future liquidity needs; the amount and timing of any future distributions, including those we are required to make as a REIT; natural disasters and similar events; the possibility of health risks relating to radio emissions; and our future purchases under our stock repurchase program. These statements are based on our management s beliefs and assumptions, which in turn are based on currently available information. These assumptions could prove inaccurate. See Risk Factors. These forward-looking statements may be found in this prospectus supplement and the accompanying prospectus generally as well as the documents incorporated by reference.

You should keep in mind that any forward-looking statement we make in this prospectus supplement, the accompanying prospectus, the documents incorporated by reference or elsewhere speaks only as of the date on which we make it. New risks and uncertainties arise from time to time, and it is impossible for us to predict these events or how they may affect us. In any event, these and other important factors, including those set forth under the caption Risk Factors in this prospectus supplement, in the accompanying prospectus and the documents incorporated by reference, may cause actual results to differ materially from those indicated by our forward-looking statements. We do not intend to update or revise the forward-looking statements we make in this prospectus supplement, the accompanying prospectus, the documents incorporated by reference or elsewhere, except as may be required by law. In light of these risks and uncertainties, you should keep in mind that the future events or circumstances described in any forward-looking statement we make in this prospectus supplement, the accompanying prospectus, the documents incorporated by reference or elsewhere might not occur.

MARKET AND INDUSTRY DATA

This prospectus supplement and accompanying prospectus contain or incorporate by reference estimates regarding market data, which are based on our internal estimates, independent industry publications, reports by market research firms and/or other published independent sources. In each case, we believe these estimates are reasonable. However, market data is subject to change and cannot always be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey of market data. As a result, you should be aware that market data set forth in this prospectus supplement, accompanying prospectus or incorporated by reference, and estimates and beliefs based on such data, may not be reliable.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary may not contain all the information that may be important to you. You should read this entire prospectus supplement, the accompanying prospectus and those documents incorporated by reference into the prospectus supplement and the accompanying prospectus, including the risk factors and the financial statements and related notes, before making an investment decision. Unless otherwise indicated or the context otherwise requires, references to we, us, our and American Tower are references to American Tower Corporation and its predecessor, as applicable, and its consolidated subsidiaries, in each case, as the context requires. References herein to our common stock refer to our common stock and the Class A common stock of our predecessor, as applicable.

American Tower Corporation

American Tower Corporation was created as a subsidiary of American Radio Systems Corporation in 1995 to own, manage, develop and lease communications and broadcast tower sites, and was spun off into a free-standing public company in 1998. Since inception, we have grown our communications site portfolio through acquisitions, long-term lease arrangements, development and construction, and through mergers with, and acquisitions of, other tower operators, increasing the size of our portfolio to over 66,000 communications sites.

To effect the conversion to a REIT for federal income tax purposes, effective December 31, 2011, American Tower Corporation merged with and into its wholly owned subsidiary, American Tower REIT, Inc. American Tower REIT, Inc., the surviving corporation, was renamed American Tower Corporation and began operating in a manner that enables it to qualify as a REIT for federal income tax purposes effective January 1, 2012.

American Tower Corporation is a holding company, and we conduct our operations through our directly and indirectly owned subsidiaries. Our principal United States operating subsidiaries are American Towers LLC and SpectraSite Communications, LLC. We conduct our international operations through our subsidiary, American Tower International, Inc., which in turn conducts operations through its various international operating subsidiaries and joint ventures. Our international operations consist primarily of our operations in Brazil, Chile, Colombia, Costa Rica, Germany, Ghana, India, Mexico, Panama, Peru, South Africa and Uganda.

Our principal executive office is located at 116 Huntington Avenue, Boston, Massachusetts 02116. Our main telephone number at that address is (617) 375-7500.

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Recent Developments

United States

On October 1, 2013, we completed, through our wholly owned subsidiary, American Tower Investments LLC, the acquisition (the Acquisition) of 100% of the outstanding common membership interests of MIP Tower Holdings LLC (MIPT), a private REIT, which is the parent company of Global Tower Partners, an owner and operator of communications real estate, and related companies, for an initial purchase price of approximately $4.8 billion, subject to customary post-closing purchase price adjustments. As of January 7, 2014, we have subsequently increased the purchase price by $14.5 million after certain post-closing purchase price adjustments, which would result in an estimated total purchase price of approximately $4.9 billion. As consideration for the Acquisition, we assumed approximately $1.5 billion of existing MIPT debt and initially paid approximately $3.3 billion in cash, which included approximately $2.8 billion of borrowings under our $1.0 billion senior unsecured revolving credit facility entered into in January 2012, as amended in September 2013 and as further amended in December 2013 (the 2012 Credit Facility), and under our $2.0 billion senior unsecured revolving credit facility entered into in June 2013, as amended in September 2013 (the 2013 Credit Facility).

Mexico

On November 8, 2013, we acquired 1,483 communications sites in Mexico from NII Holdings, Inc. (NII) for approximately 5.75 billion Mexican Pesos (MXN) (approximately $436.9 million), including value added tax, pursuant to our previously announced agreement. In connection with this acquisition, on November 1, 2013, one of our Mexican subsidiaries entered into a 5.2 billion MXN denominated unsecured bridge loan (the Mexican Loan), and on November 5, 2013, we borrowed 4.9 billion MXN (approximately $374.7 million). The Mexican Loan matures on May 1, 2015 and bears interest at a margin over the Equilibrium Interbank Interest Rate (TIIE). The interest rate will range between 0.25% and 1.50% above TIIE, pursuant to a schedule set forth in the related credit agreement. The current margin over TIIE is 0.25%. The remainder of the purchase price was satisfied using cash on hand.

Brazil

On November 29, 2013, we acquired 238 communications sites in Brazil from Z-Sites Locação de Imóveis Ltda. (Z-Sites) for approximately 286.8 million Brazil Reais (BRL) (approximately $122.8 million) pursuant to our previously announced agreement. We have paid 158.4 million BRL ($67.8 million) using cash on hand. The remaining balance is expected to be paid in January 2014.

On December 6, 2013, we used cash on hand to acquire 1,940 communications sites in Brazil from NII for approximately 813.8 million BRL (approximately $349.0 million) pursuant to our previously announced agreement.

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THE OFFERING

Issuer	American Tower Corporation, a Delaware corporation.
Reopened Notes Offered	$250 million principal amount of reopened 2019 notes and $500 million principal amount of reopened 2024 notes.
Total Aggregate Principal Amount of Notes Outstanding Upon Completion of This Offering	2019 notes
	$1 billion principal amount of 2019 notes (of which $750,000,000 was issued on August 19, 2013).
2024 notes	
	$1 billion principal amount of 2024 notes (of which $500,000,000 was issued on August 19, 2013).
Maturity Date	February 15, 2019 in the case of the 2019 notes. February 15, 2024 in the case of the 2024 notes.
Interest Payments	February 15 and August 15 of each year, beginning on February 15, 2014. Interest will accrue from August 19, 2013.
Ranking	The notes are general, unsecured obligations and rank equally in right of payment with all of our other senior unsecured debt obligations. As of September 30, 2013, after giving effect to the transactions described under Capitalization, we would have had approximately $9,997.6 million of senior unsecured indebtedness outstanding. In addition, we would have had approximately $2,776.9 million in aggregate undrawn loan commitments under the 2012 Credit Facility, the 2013 Credit Facility and our $1.0 billion senior unsecured revolving credit facility entered into in September 2013 (the Short-Term Credit Facility), net of approximately $10.1 million of outstanding undrawn letters of credit.
	The notes are structurally subordinated to all existing and future indebtedness and other obligations of our subsidiaries. Our subsidiaries are not guarantors of the notes. As of September 30, 2013, after giving effect to the transactions described under Capitalization, our subsidiaries would have had approximately $4,493.7 million of total debt obligations (excluding intercompany obligations), including:
	$1.8 billion in secured tower revenue securities backed by the debt of two special purpose subsidiaries, which is secured primarily by mortgages on those subsidiaries

interests in 5,195 broadcast and wireless communications towers and the related tower sites;

$92.5 million of subsidiary South African Rand (ZAR) denominated secured debt (926.9 million ZAR);

$56.4 million of subsidiary Colombian Peso (COP) denominated debt (108.0 billion COP);

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- $70.5 million of COP denominated secured debt (135.0 billion COP);
- $251.7 million of aggregated U.S. Dollar denominated debt entered into by our majority owned joint ventures in Colombia, Ghana and Uganda (represents the portion of the debt reported as our outstanding debt, after elimination in consolidation of the portion of the debt loaned by our wholly owned subsidiaries);
- $205.9 million in secured cellular site revenue notes ($196.0 million principal amount due at maturity plus $9.9 million of unamortized premium) secured by, among other things, liens on approximately 1,470 real property interests and assumed by us in connection with the acquisition of certain legal entities from Unison Holdings, LLC and Unison Site Management II, L.L.C.;
- $374.7 million of subsidiary MXN denominated debt (4.9 billion MXN) under the Mexican Loan;
- $1.54 billion in secured tower revenue notes ($1.49 billion principal amount due at maturity plus $53.0 million of unamortized premium) secured by, among other things, liens on real property interests, which, in the aggregate, represent substantially all of the domestic communications sites we acquired in the Acquisition and assumed by us in connection with the Acquisition;
- $32.6 million of U.S. Dollar denominated secured debt in Costa Rica, which we assumed in connection with the Acquisition; and
- approximately $65.9 million of other debt, which consists primarily of capital leases attributable to wholly owned subsidiaries.

Optional Redemption	We may redeem the notes at any time, in whole or in part, in cash, at a redemption price equal to 100% of the principal amount of the notes plus a make-whole premium, together with accrued interest to the redemption date.
Change of Control Offer	Following a Change of Control and Ratings Decline (each as defined herein), we will be required to offer to purchase all of the notes at a purchase price equal to 101% of the aggregate principal amount of the notes repurchased, plus accrued and unpaid interest, if any, up to but not including the date of repurchase. See Description of Notes Repurchase of Notes Upon a Change of Control Triggering Event. The 2012 Credit Facility, the 2013 Credit Facility and the Short-Term Credit Facility might restrict our ability to make such a payment.
Certain Covenants	The provisions of the indenture governing the notes, among other things, limit our ability to:

- create liens; and
- merge, consolidate or sell assets.

These covenants are subject to a number of important exceptions.

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Use of Proceeds	We expect that the net proceeds of this offering will be approximately $763.8 million (plus $13,120,833.34 of accrued interest), after deducting discounts and commissions payable to the underwriters and estimated expenses of this offering payable by us. We intend to use the net proceeds to repay existing indebtedness incurred under the 2012 Credit Facility and the 2013 Credit Facility, which was used to fund the Acquisition and other acquisitions. The remainder of the proceeds, if any, will be used for general corporate purposes, including to repay other existing indebtedness. Subject to the terms of our credit facilities, amounts outstanding thereunder that are repaid may be re-borrowed at a later date. See Use of Proceeds and Capitalization.
No Listing	We do not intend to list the notes on any securities exchange or any automated dealer quotation system. Although the underwriters have informed us that they presently intend to continue to make a market in the notes, they are not obligated to do so and may discontinue market-making at any time at their sole discretion without notice. Accordingly, we cannot assure you that a liquid market for the notes will be maintained.
Denominations	The notes are issued in minimum denominations of $2,000 and multiples of $1,000 thereafter.
Trustee	U.S. Bank National Association.
Risk Factors	Before investing in the reopened notes, you should carefully consider all of the information in this prospectus supplement, the accompanying prospectus or incorporated by reference herein or therein, including the discussions under Risk Factors beginning on page S-10 and in Part II, Item 1A of our Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, which is incorporated by reference herein.
Conflicts of Interest	As described in Use of Proceeds, the net proceeds of this offering may be used to repay amounts outstanding under the 2012 Credit Facility and the 2013 Credit Facility. Affiliates of Barclays Capital Inc., Goldman, Sachs & Co., RBC Capital Markets, LLC, RBS Securities Inc., TD Securities (USA) LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Mizuho Securities USA Inc. are lenders under the 2012 Credit Facility and the 2013 Credit Facility and some of them may receive 5% or more of the proceeds from this offering. Because of the manner in which the net proceeds will be used, this offering will be conducted in accordance with FINRA Rule 5121. In accordance with FINRA Rule 5121, the appointment of a qualified independent underwriter is not necessary in connection with this offering. Accordingly, this offering is being made in compliance with the requirements of FINRA Rule 5121.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

The selected historical consolidated financial data for the fiscal years ended December 31, 2012, 2011 and 2010 and as of December 31, 2012 and 2011 is derived from historical audited consolidated financial information included in our Annual Report on Form 10-K for the year ended December 31, 2012 (the 2012 Annual Report), which is incorporated herein by reference. The selected historical consolidated financial data for the fiscal years ended December 31, 2009 and 2008 and as of December 31, 2010, 2009 and 2008 is derived from historical financial information not included or incorporated by reference in this prospectus supplement. The selected historical consolidated financial data for the nine months ended September 30, 2013 and 2012 and as of September 30, 2013 is derived from historical financial information included in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, which is incorporated herein by reference. Our unaudited financial statements have been prepared on the same basis as our audited financial information, and in management s opinion, the unaudited information described above includes only normal recurring adjustments necessary for a fair presentation. Results for the nine months ended September 30, 2013 are not necessarily indicative of results for the full year or any future period.

You should read the selected historical consolidated financial data in conjunction with our Management s Discussion and Analysis of Financial Condition and Results of Operations, our consolidated financial statements and related notes, which are incorporated by reference in this prospectus supplement, and the information set forth under the heading Risk Factors beginning on page S-10 and in Part II, Item 1A of our Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, which is incorporated by reference herein. Year-to-year comparisons are significantly affected by our acquisitions, dispositions and construction of towers.

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	Year Ended December 31,					Nine Months Ended September 30,	
	2008	**2009**	**2010**	**2011**	**2012**	**2012**	**2013**
			(In thousands)			(unaudited)	
Statements of Operations Data:							
Revenues:							
Rental and management	$ 1,547,035	$ 1,668,420	$ 1,936,373	$ 2,386,185	$ 2,803,490	$ 2,063,806	$ 2,363,207
Network development services	46,469	55,694	48,962	57,347	72,470	43,780	56,231
Total operating revenues	1,593,504	1,724,114	1,985,335	2,443,532	2,875,960	2,107,586	2,419,438
Operating expenses:							
Cost of operations (exclusive of items shown separately below)							
Rental and management(1)	363,024	383,990	447,629	590,272	686,681	506,120	585,465
Network development services(2)	26,831	32,385	26,957	30,684	35,798	22,153	22,839
Depreciation, amortization and accretion	405,332	414,619	460,726	555,517	644,276	465,788	555,334
Selling, general, administrative and development expense(3)	180,374	201,694	229,769	288,824	327,301	237,891	298,737
Other operating expenses	11,189	19,168	35,876	58,103	62,185	35,150	35,686