

CROWN CASTLE INTERNATIONAL CORP  
Form 8-K  
June 29, 2007

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**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): June 28, 2007**

**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  
Number)**

**510 Bering Drive  
Suite 600  
Houston, TX 77057  
(Address of Principal Executive Office)**

**Registrant's telephone number, including area code: (713) 570-3000**

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 1.01 – ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On June 28, 2007, Crown Castle International Corp. (“Company”) entered into an underwriting agreement (“Underwriting Agreement”) with Morgan Stanley & Co. Incorporated, Allen & Company LLC and Banc of America Securities LLC, as representatives for the underwriters (collectively, “Underwriters”), and the selling stockholders named therein (“Selling Stockholders”), pursuant to which the Selling Stockholders agreed to sell to the Underwriters an aggregate of 36,389,617 shares of the Company’s common stock in a registered public secondary offering (“Offering”) pursuant to the Company’s shelf registration statement (“Registration Statement”) on Form S-3 filed on February 5, 2007 (File No. 333-140452). The Company is filing the Underwriting Agreement as Exhibit 10.1 to this report. By the filing of this report, the Company is causing this exhibit to be incorporated by reference herein and into the Registration Statement.

### **ITEM 8.01 – OTHER EVENTS**

On June 28, 2007, the Company issued a press release announcing the pricing of the Offering. A copy of the press release is attached as Exhibit 99.1 to this report.

### **ITEM 9.01 -- FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
10.1	Underwriting Agreement dated June 28, 2007, among Crown Castle International Corp., Morgan Stanley & Co. Incorporated, Allen & Company LLC and Banc of America LLC, as representatives for the underwriters, and Fortress Registered Investment Trust, FRIT Holdings LLC, FRIT PINN LLC, FIT GSL LLC, Fortress Pinnacle Investment Fund, GCP SPV 1, LLC, GCP SPV 2, LLC, Greenhill Capital Partners, LLC, Abrams Capital Partners I, L.P., Abrams Capital Partners II, L.P. and Whitecrest Partners, L.P., as selling shareholders
99.1	Press Release dated June 28, 2007

**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.**

Date: June 29, 2007

By: /s/ E. Blake Hawk  
Name: E. Blake Hawk  
Title: Executive Vice President and  
General Counsel

**EXHIBIT INDEX**

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99.1	Press Release dated June 27, 2007

