AMERICAN TOWER CORP /MA/
Form 424B2
May 05, 2015
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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)
2.80% Senior Notes due 2020	$750,000,000	99.745%	$748,087,500	$86,928
4.00% Senior Notes due 2025	$750,000,000	99.228%	$744,210,000	$86,477

(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

$1,500,000,000

American Tower Corporation

$750,000,000 2.800% Senior Notes due 2020

$750,000,000 4.000% Senior Notes due 2025

We are offering $750 million of Senior Notes due 2020 (the 2020 notes) and $750 million of Senior Notes due 2025 (the 2025 notes, and collectively with the 2020 notes, the notes). We will pay cash interest on the notes on June 1 and December 1 of each year, beginning on December 1, 2015. The 2020 notes will mature on June 1, 2020 and the 2025 notes will mature on June 1, 2025.

The notes will be general, unsecured obligations of American Tower Corporation and will rank equally in right of payment with all other senior unsecured debt obligations of American Tower Corporation. The notes will be 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 the applicable redemption prices described under the heading Description of Notes Optional Redemption.

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

Investing in the notes involves risks. See Risk Factors beginning on page S-10 and those described as risk factors in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2014 (the 2014 Annual Report).

	Public Offering Price(1)	Underwriting Discount	Proceeds Before Expenses to American Tower Corporation
Per 2020 note	99.745%	0.600%	99.145%
2020 note total	$ 748,087,500	$ 4,500,000	$ 743,587,500
Per 2025 note	99.228%	0.650%	98.578%
2025 note total	$ 744,210,000	$ 4,875,000	$ 739,335,000
Total	$ 1,492,297,500	$ 9,375,000	$ 1,482,922,500

(1) Plus accrued interest, if any, from May 7, 2015, if settlement occurs after that date.

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 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 May 7, 2015.

Joint Book-Running Managers

Barclays **Mizuho Securities** **RBC Capital Markets** **Santander** **TD Securities**

Senior Co-Managers

BBVA **BNP PARIBAS** **BofA Merrill Lynch** **Citigroup** **Credit Agricole CIB**

EA Markets **Goldman, Sachs & Co.** **HSBC** **J.P. Morgan** **Morgan Stanley**

Co-Managers

SMBC Nikko **SunTrust Robinson Humphrey** **COMMERZBANK**

Fifth Third Securities **Macquarie Capital** **Scotiabank**

The date of this prospectus supplement is May 4, 2015.

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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 the 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 the 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 anticipate, intend, plan, forecast, project, believe, expect, should, would, could, may or similar expressions, we do so to identify forward-looking statements. Examples of forward-looking statements include statements we make regarding future prospects of growth in the communications site leasing industry, the effects of consolidation among companies in our industry and among our tenants and other competitive pressures, the level of future expenditures by companies in this industry and other trends in this industry, changes in zoning, tax and other laws and regulations, our substantial leverage and debt service obligations, our ability to maintain or increase our market share, our future operating results, economic, political and other events, particularly those relating to our international operations, our ability to remain qualified for taxation as a real estate investment trust (REIT), 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, our future financing transactions, our ability to protect our rights to the land under our towers, our future capital expenditure levels and natural disasters and similar events. 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 the 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 87,000 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, since January 1, 2012, has qualified as a REIT for federal income tax purposes.

American Tower Corporation is a holding company, and we conduct our operations through our directly and indirectly owned subsidiaries. Our principal domestic operating subsidiaries are American Towers LLC and SpectraSite Communications, LLC. We conduct our international operations primarily 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, 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

Repayment of Mexican Loan

Our Mexican Peso (MXN) denominated unsecured bridge loan (the Mexican Loan) matured on May 1, 2015. We repaid all amounts outstanding thereunder, or 3.9 billion MXN (approximately $249.3 million as of May 1, 2015), on May 4, 2015, the first business day following the date of maturity, with cash on hand, including borrowings under the 2013 Credit Facility (as defined below).

THE OFFERING

Issuer	American Tower Corporation, a Delaware corporation.
Securities Offered	$750 million aggregate principal amount of 2.800% Senior Notes due 2020 and $750 million aggregate principal amount of 4.000% Senior Notes due 2025.
Maturity Date	June 1, 2020 in the case of the 2020 notes.
June 1, 2025 in the case of the 2025 notes.	
Interest Payments	June 1 and December 1 of each year, beginning on December 1, 2015. Interest will accrue from May 7, 2015.
Ranking	The notes will be general, unsecured obligations and will rank equally in right of payment with all of our other senior unsecured debt obligations. As of March 31, 2015, after giving effect to the transactions described under Capitalization, we would have had approximately $12.8 billion of senior unsecured indebtedness outstanding. In addition, we would have had approximately $2.3 billion in aggregate undrawn loan commitments under our senior unsecured revolving credit facility entered into in June 2013, as amended (the 2013 Credit Facility), and our senior unsecured revolving credit facility entered into in January 2012, as amended and restated in September 2014 (the 2014 Credit Facility), net of approximately $10.8 million of outstanding undrawn letters of credit.

The notes will be structurally subordinated to all existing and future indebtedness and other obligations of our subsidiaries. Our subsidiaries are not guarantors of the notes. As of March 31, 2015, after giving effect to the transactions described under Capitalization, our subsidiaries would have had approximately $3.7 billion 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;

$70.1 million of South African Rand (ZAR) denominated secured debt (850.3 million ZAR) that was used to partially finance the purchase of towers in South Africa;

$76.7 million of Colombian Peso (COP) denominated secured debt (197.5 billion COP) under the Colombian credit facility (the Colombian Credit Facility);

$70.9 million of aggregated U.S. Dollar denominated debt entered into by our majority owned joint venture in 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);

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- $58.4 million of Ghanaian Cedi (GHS) denominated debt (220.9 million GHS) entered into by our majority owned joint venture in Ghana (represents the portion of debt reported as our outstanding debt, after elimination in consolidation of the portion of debt loaned by our wholly owned subsidiaries);
- $203.2 million in secured cellular site revenue notes ($196.0 million principal amount due at maturity plus $7.2 million of unamortized premium) secured by, among other things, liens on approximately 1,516 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.;
- $1.26 billion in secured tower revenue notes ($1.24 billion principal amount due at maturity plus $23.1 million of unamortized premium) secured by, among other things, liens on 2,843 towers and 1,035 property interests and other related assets we acquired in the acquisition of MIP Tower Holdings LLC (MIPT), and assumed by us in connection with that acquisition;
- $100.9 million of Brazilian Reais (BRL) denominated debt (323.8 million BRL) assumed by us in connection with the acquisition of BR Towers S.A. (BR Towers); and
- approximately $94.9 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 and from time to time, in whole or in part, at our election at the applicable redemption prices. If we redeem the 2020 notes prior to May 1, 2020 (1 month prior to their maturity date) or the 2025 notes prior to March 1, 2025 (3 months prior to their maturity date), we will pay 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. If we redeem the 2020 notes on or after May 1, 2020 (1 month prior to their maturity date) or the 2025 notes on or after March 1, 2025 (3 months prior to their maturity date), we will pay a redemption price equal to 100% of the principal amount of the notes plus accrued interest to the redemption date. See Description of Notes Optional Redemption.
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 2013 Credit Facility and the 2014 Credit Facility might restrict our ability to make such a payment.

Certain Covenants	The provisions of the indenture governing the notes will, 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.
Use of Proceeds	We expect that the net proceeds of this offering will be approximately $1,480.1 million, 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 under the 2013 Credit Facility. See Use of Proceeds and Capitalization.
No Prior Market	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 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 develop or be maintained.
Denominations	The notes will be 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 notes, you should carefully consider all of the information in this prospectus supplement and the accompanying prospectus and incorporated by reference herein or therein, including the discussions under Risk Factors beginning on page S-10 and in Part I, Item 1A of the 2014 Annual Report, which is incorporated by reference herein.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

The selected historical consolidated financial data for the fiscal years ended December 31, 2014, 2013 and 2012 and as of December 31, 2014 and 2013 is derived from historical audited consolidated financial information included in the 2014 Annual Report, which is incorporated herein by reference. The selected historical consolidated financial data for the fiscal years ended December 31, 2011 and 2010 and as of December 31, 2012, 2011 and 2010 is derived from historical financial information not included or incorporated by reference in this prospectus supplement. The selected historical consolidated financial data for the three months ended March 31, 2015 and 2014 and as of March 31, 2015 is derived from historical financial information included in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, 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 three months ended March 31, 2015 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 I, Item 1A of the 2014 Annual Report, which is incorporated herein by reference. Year-to-year comparisons are significantly affected by our acquisitions, dispositions and construction of towers.

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	Year Ended December 31,					Three Months Ended March 31,	
	2010	2011	2012	2013	2014	2014	2015
			(In thousands)			(In thousands)	
Statements of Operations Data:							
Revenues:							
Rental and management	$ 1,936,373	$ 2,386,185	$ 2,803,490	$ 3,287,090	$ 4,006,854	$ 960,120	$ 1,062,180
Network development services	48,962	57,347	72,470	74,317	93,194	23,969	17,010
Total operating revenues	1,985,335	2,443,532	2,875,960	3,361,407	4,100,048	984,089	1,079,190
Operating expenses:							
Cost of operations (exclusive of items shown separately below)							
Rental and management (1)	447,629	590,272	686,681	828,742	1,056,177	250,835	259,257
Network development services (2)	26,957	30,684	35,798	31,131	38,088	9,934	5,383
Depreciation, amortization and accretion	460,726	555,517	644,276	800,145	1,003,802	245,763	263,520
Selling, general, administrative and development expense (3)	229,769	288,824	327,301	415,545	446,542	110,029	123,290
Other operating expenses	35,876	58,103	62,185	71,539	68,517	13,891	7,774
Total operating expenses	1,200,957	1,523,400	1,756,241	2,147,102	2,613,126	630,452	659,224
Operating income	784,378	920,132	1,119,719	1,214,305	1,486,922	353,637	419,966
Interest income, TV Azteca, net	14,212	14,214					