

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):
February 12, 1999 (February 9, 1999)

AMERICAN TOWER CORPORATION
(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation)	001-14195 (Commission File Number)	65-0723837 (IRS Employer Identification No.)
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116 Huntington Avenue Boston, Massachusetts (Address of Principal Executive Offices)	02116 (Zip Code)
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(617) 375-7500
(Registrant's telephone number, including area code)

Item 5. Other Events.

On February 9, 1999, American Tower Corporation ("ATC" or the "Company") completed a public offering of 27,000,000 shares of Class A Common Stock, \$.01 par value per share (the "Class A Common Stock") (including 1,700,000 shares sold by the Company pursuant to the exercise in full of the underwriters' over-allotment option) at \$25.00 per share. Certain selling stockholders sold an additional 1,300,000 shares in the offering. Credit Suisse First Boston, BT Alex. Brown, Lehman Brothers, Morgan Stanley Dean Witter, Salomon Smith Barney, Bear, Stearns & Co. Inc., Merrill Lynch & Co. and NationsBanc Montgomery Securities LLC were the underwriters of the Class A Common Stock. The net proceeds to the Company were \$619.3 million. The Company will use the net proceeds from the offering to finance construction activities, pending and future acquisitions, and general working capital purposes. For more information, see the ATC press release, dated February 10, 1999, which is attached herewith as Exhibit 99.1

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

Exhibit 1.1 - Underwriting Agreement, dated as of February 3, 1999, by and among ATC and the Representatives of the Underwriters.*

Exhibit 99.1 - Press Release of ATC, dated February 10, 1999.

* Filed as Exhibit 1.1 to Amendment No. 1 to ATC's Registration Statement on Form S-1 filed on February 3, 1998 (File No. 333-70881).

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.

AMERICAN TOWER CORPORATION
(Registrant)

Date: February 12, 1999

By: /s/ Justin D. Benincasa
Name: Justin D. Benincasa
Title: Vice President and
Corporate Controller

AMERICAN TOWER CORPORATION
PUBLIC OFFERING OF
27,000,000 SHARES OF COMMON STOCK AT \$25.00 PER SHARE

Contact: Joseph L. Winn, Chief Financial Officer or
Emily Farina, Director of Investor Relations
Telephone: (617) 375-7500

Boston, Massachusetts - February 10, 1999 - American Tower Corporation (NYSE: AMT) announced the closing of a public offering of 27,000,000 shares of Class A Common Stock at \$25.00. Of the total number of shares, 25,700,000 shares were sold by the Company (of which 1,700,000 shares represented the exercise of the underwriters' option to purchase shares to cover over-allotments) and 1,300,000 shares were sold by certain selling stockholders. Credit Suisse First Boston, BT Alex. Brown, Lehman Brothers, Morgan Stanley Dean Witter, Salomon Smith Barney, Bear, Stearns & Co. Inc., Merrill Lynch & Co. and NationsBanc Montgomery Securities LLC were the underwriters of the Class A Common Stock.

The net proceeds to the Company from the offering were \$619.3 million. The Company will use the net proceeds from the offering to finance construction activities, pending and future acquisitions, and general working capital purposes.

Copies of a Final Prospectus may be obtained from the Prospectus Department of Credit Suisse First Boston, 11 Madison Avenue, New York, NY 10010.

American Tower Corporation is a leading independent owner and operator of broadcast and wireless communications sites in the United States and, giving effect to pending transactions, will operate more than 3,200 towers in 44 states and the District of Columbia. Based in Boston, the Company has a national footprint with regional hubs in Boston, Atlanta, Chicago, Houston and San Francisco.

This press release contains "forward-looking statements" concerning future expectations, plans or strategies that involve a number of risks and uncertainties. The Company wishes to caution readers that certain factors may have affected the Company's actual results and could cause results for subsequent periods to differ materially from those expressed in any forward-looking statement made by or on behalf of the Company. Such factors include, but are not limited to (i) substantial capital requirements and leverage principally as a consequence of its ongoing acquisitions and construction activities, (ii) dependence on demand for wireless communications and implementation of digital television, (iii) the success of the Company's tower construction program, and (iv) the successful operational integration of the Company's business acquisitions. The Company undertakes no obligation to update forward-looking statements to reflect subsequently occurring events or circumstances.

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