

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form S-3  
Registration Statement  
UNDER  
THE SECURITIES ACT OF 1933

American Tower Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

65-072387

(I.R.S. Employer Identification No.)

116 Huntington Avenue  
Boston, Massachusetts 02116  
(617) 375-7500

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

William H. Hess, Esq.  
Executive Vice President, General Counsel and Secretary  
American Tower Corporation  
116 Huntington Avenue  
Boston, Massachusetts 02116  
(617) 375-7500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Matthew J. Gardella, Esq.  
Palmer & Dodge LLP  
111 Huntington Avenue  
Boston, Massachusetts 02199-7613  
(617) 239-0100

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☐

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ 333-37988.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
Class A common stock, \$.01 par value per share	\$5,833,900(2)	\$472

- (1) Calculated pursuant to Rule 457(o) under the Securities Act.  
(2) In no event will the aggregate offering price of all securities issued pursuant to this registration statement exceed \$5,833,900.

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## **EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This registration statement is being filed with respect to the registration of additional shares of Class A common stock, \$.01 par value per share, of American Tower Corporation, a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier effective registration statement (File No. 333-37988) are incorporated in this registration statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Commonwealth of Massachusetts, on July 29, 2003.

AMERICAN TOWER CORPORATION

By: /s/ BRADLEY E. SINGER

**Bradley E. Singer**  
Chief Financial Officer and Treasurer

## POWER OF ATTORNEY

We, the undersigned officers and directors of American Tower Corporation, hereby severally constitute and appoint Bradley E. Singer, William H. Hess and Justin D. Benincasa and each of them singly, our true and lawful attorneys, with full power to any of them, and to each of them singly, in any and all capacities, to sign any amendments to this registration statement on Form S-3 (including pre- and post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact may do or cause to be done by virtue hereof.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ STEVEN B. DODGE</u>	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	July 29, 2003
<b>Steven B. Dodge</b>		
<u>/s/ BRADLEY E. SINGER</u>	Chief Financial Officer and Treasurer (Principal Financial Officer)	July 29, 2003
<b>Bradley E. Singer</b>		
<u>/s/ TIMOTHY F. ALLEN</u>	Vice President, Finance and Controller (Principal Accounting Officer)	July 29, 2003
<b>Timothy F. Allen</b>		
<u>/s/ ARNOLD L. CHAVKIN</u>	Director	July 29, 2003
<b>Arnold L. Chavkin</b>		
<u>/s/ RAYMOND P. DOLAN</u>	Director	July 29, 2003
<b>Raymond P. Dolan</b>		
<u>/s/ FRED. R. LUMMIS</u>	Director	July 29, 2003
<b>Fred R. Lummis</b>		
<u>/s/ PAMELA D. A. REEVE</u>	Director	July 29, 2003
<b>Pamela D. A. Reeve</b>		
<u>Mary Agnes Wilderotter</u>	Director	

EXHIBIT INDEX

Exhibit No.	Description
5	Opinion of Palmer & Dodge LLP.
23.1	Consent of Palmer & Dodge LLP, included in Exhibit 5 filed herewith.
23.2	Consent of Deloitte & Touche LLP.
24	Powers of Attorney, included in signature page.

July 29, 2003

American Tower Corporation  
116 Huntington Avenue  
Boston, MA 02116

Ladies and Gentlemen:

This opinion is furnished to you in connection with a Registration Statement on Form S-3 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) of the Securities Act of 1933, as amended, covering the registration of Class A common stock, \$.01 par value per share (the "Shares"), to be offered by American Tower Corporation (the "Company"), with a maximum aggregate public offering price of \$5,833,900, as described in the Registration Statement. The Registration Statement incorporates by reference the contents of the registration statement on Form S-3 (File No. 333-37988) declared effective by the Commission on June 7, 2000, including the prospectus contained therein as supplemented by one or more prospectus supplements (the "Prospectus").

We have acted as your counsel in connection with the preparation of the Registration Statement. We are familiar with the proceedings of the Board of Directors in connection with the authorization, issuance and sale of the Shares (the "Resolutions"). We have examined such other documents as we consider necessary to render this opinion.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and delivered by the Company against payment therefor at the price to be determined pursuant to the Resolutions, will be validly issued, fully paid and non-assessable.

The foregoing opinion is limited to Delaware General Corporation Law (including the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws) and the federal laws of the United States.

We hereby consent to the filing of this opinion as a part of the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the Prospectus filed as part thereof.

Very truly yours,

/s/ PALMER & DODGE LLP

PALMER & DODGE LLP

**INDEPENDENT AUDITORS' CONSENT**

We consent to the incorporation by reference in this Registration Statement of American Tower Corporation on Form S-3 of our report dated February 24, 2003 (except for the last paragraph of note 1, the last four paragraphs of note 2 and the last paragraph of note 19 as to which the date is July 25, 2003), which report expresses an unqualified opinion and includes explanatory paragraphs relating to the adoption of (1) Statement of Financial Accounting Standard No. 133, "Accounting for Derivative Instruments and Hedging Activities," as amended and Statement of Financial Accounting Standard No. 142, "Goodwill and Other Intangible Assets;" and (2) Statement of Financial Accounting Standard No. 145, "Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections," appearing in the Current Report on Form 8-K of American Tower Corporation for the year ended December 31, 2002, and to the reference to us under the heading "Experts" in this Registration Statement.

/s/ DELOITTE & TOUCHE LLP

Boston, Massachusetts

July 29, 2003