

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):
January 19, 2001 (January 18, 2001)

AMERICAN TOWER CORPORATION
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-14195
(Commission File Number)

65-0723837
(IRS Employer Identification No.)

116 Huntington Avenue
Boston, Massachusetts 02116
(Address of Principal Executive Offices) (Zip Code)

(617) 375-7500
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Item 5. Other Events.

On January 18, 2001, American Tower Corporation (the "Company") issued a press release announcing it priced the sale of 10.0 million shares of its Class A common stock in an underwritten public offering. This press release is attached as Exhibit 99.1 and incorporated by reference herein.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits

Exhibit No.	Item
- - - - -	----
99.1	Press release, dated January 18, 2001.

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: January 18, 2001

By: /s/ Justin D. Benincasa

Name: Justin D. Benincasa
Title: Senior Vice President
and Corporate Controller

EXHIBIT INDEX

Exhibit No. -----	Description -----
99.1	Press release, dated January 18, 2001.

[AMERICAN TOWER LOGO APPEARS HERE]

ATC CONTACT: ANNE ALTER
Director of Investor Relations
Telephone: (617) 375-7500

FOR IMMEDIATE RELEASE

AMERICAN TOWER CORPORATION PRICES OFFERING OF CLASS A COMMON STOCK

Boston, Massachusetts January 18, 2001 - American Tower Corporation (NYSE: AMT) today announced that it has priced the sale of 10.0 million shares of Class A common stock through Goldman, Sachs & Co. in an underwritten public offering. The net proceeds to the Company of this offering are expected to be approximately \$361 million. American Tower also granted Goldman Sachs an option to purchase an additional 1.5 million shares to cover over-allotments, if any. The closing of the offering is expected to occur on January 23, 2001 and is subject to customary closing conditions. The offering of the shares will be made only by means of a prospectus, copies of which may be obtained from Goldman, Sachs & Co., 85 Broad Street, New York, NY 10004.

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