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): November 13, 2026

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

Delaware	**001-14195**	**65-0723837**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

222 Berkeley Street
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)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.01 par value	AMT	New York Stock Exchange
0.450% Senior Notes due 2027	AMT 27C	New York Stock Exchange
0.400% Senior Notes due 2027	AMT 27D	New York Stock Exchange
4.125% Senior Notes due 2027	AMT 27F	New York Stock Exchange
0.500% Senior Notes due 2028	AMT 28A	New York Stock Exchange
0.875% Senior Notes due 2029	AMT 29B	New York Stock Exchange
0.950% Senior Notes due 2030	AMT 30C	New York Stock Exchange
3.900% Senior Notes due 2030	AMT 30D	New York Stock Exchange
4.625% Senior Notes due 2031	AMT 31B	New York Stock Exchange
1.000% Senior Notes due 2032	AMT 32	New York Stock Exchange
3.625% Senior Notes due 2032	AMT 32B	New York Stock Exchange
1.250% Senior Notes due 2033	AMT 33	New York Stock Exchange
4.000% Senior Notes due 2033	AMT 33D	New York Stock Exchange
4.100% Senior Notes due 2034	AMT 34A	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 1.01 Entry into a Material Definitive Agreement.

On November 13, 2026, American Tower Corporation (the "Company") completed a registered public offering of $450.0 million aggregate principal amount of its 5.300% senior unsecured notes due 2031 (the "2031 notes"), $500.0 million aggregate principal amount of its 5.560% senior unsecured notes due 2033 (the "2033 notes") and $550.0 million aggregate principal amount of its 5.750% senior unsecured notes due 2036 (the "2036 notes" and, collectively with the 2031 notes and the 2033 notes, the "Notes"), which resulted in aggregate net proceeds to the Company of approximately $1,474.9 million, after deducting commissions and estimated expenses. The 2031 notes will be consolidated, form a single series and be fully fungible, with the Company's outstanding $500,000,000 5.300% senior unsecured notes due 2031 issued on September 14, 2026. The 2033 notes will be consolidated, form a single series and be fully fungible, with the Company's outstanding $500,000,000 5.560% senior unsecured notes due 2033 issued on September 14, 2026. The 2036 notes will be consolidated, form a single series and be fully fungible, with the Company's outstanding $600,000,000 5.750% senior unsecured notes due 2036 issued on September 14, 2026. The Company intends to use the net proceeds to repay existing indebtedness under its $6.0 billion senior unsecured multicurrency revolving credit facility and for general corporate purposes.

The Company issued the Notes under an indenture dated as of June 2, 2025 (the "Base Indenture"), as supplemented by a supplemental indenture dated as of September 14, 2026 (the "Supplemental Indenture No. 3" and, together with the Base Indenture, the "Indenture"), each between the Company and U.S. Bank Trust Company, National Association, as trustee (the "Trustee"). The following description of the Indenture is a summary and is qualified in its entirety by reference to the detailed provisions of the Indenture.

The 2031 notes will mature on September 15, 2031 and bear interest at a rate of 5.300% per annum. The 2033 notes will mature on September 15, 2033 and bear interest at a rate of 5.560% per annum. The 2036 notes will mature on September 15, 2036 and bear interest at a rate of 5.750% per annum. Accrued and unpaid interest on the Notes will be payable in U.S. Dollars semi-annually in arrears on March 15 and September 15 of each year, beginning on March 15, 2027. Interest on the Notes will accrue from September 14, 2026 and will be computed on the basis of a 360-day year comprised of twelve 30-day months. The terms of the Indenture, among other things, limit (a) the Company's ability to merge, consolidate or sell assets and (b) the Company's and its subsidiaries' abilities to incur liens. These covenants are subject to a number of exceptions, including that the Company and its subsidiaries may incur liens on assets, mortgages or other liens securing indebtedness, provided the aggregate amount of indebtedness secured by such liens shall not exceed 3.5x Adjusted EBITDA as defined in the Indenture.

The Company may redeem the Notes at any time, in whole or in part, at its election at the applicable redemption price. If the Company redeems (a) the 2031 notes prior to August 15, 2031, (b) the 2033 notes prior to July 15, 2033 or (c) the 2036 notes prior to June 15, 2036, the Company shall pay a redemption price equal to 100% of the principal amount of the notes being redeemed plus a make-whole premium, together with accrued interest to the redemption date. If the Company redeems (a) the 2031 notes on or after August 15, 2031, (b) the 2033 notes on or after July 15, 2033 or (c) the 2036 notes on or after June 15, 2036, the Company shall pay a redemption price equal to 100% of the principal amount of the notes being redeemed plus accrued interest to the redemption date. In addition, if the Company undergoes a Change of Control and Ratings Decline, each as defined in the Indenture, the Company may be required to repurchase all of the Notes at a purchase price equal to 101% of the principal amount of the Notes, plus accrued and unpaid interest (including additional interest, if any), up to but not including the repurchase date.

The Indenture provides that each of the following is an event of default ("Event of Default"): (i) default for 30 days in payment of any interest due with respect to the Notes; (ii) default in payment of principal or premium, if any, on the Notes when due, at maturity, upon any redemption, by declaration or otherwise; (iii) failure by the Company to comply with covenants in the Indenture or Notes for 90 days after receiving notice; and (iv) certain events of bankruptcy or insolvency with respect to the Company or any of its Significant Subsidiaries, as defined in the Indenture. If any Event of Default arising under clause (iv) above occurs, the principal amount and accrued and unpaid interest on all the outstanding Notes will become due and payable immediately without further action or notice. If any other Event of Default occurs and is continuing, the Trustee or the holders of at least 25% in principal amount of the then outstanding Notes may declare the entire principal amount on all the outstanding Notes to be due and payable immediately.

The foregoing is only a summary of certain provisions and is qualified in its entirety by the terms of the Base Indenture, as filed with the Securities and Exchange Commission (the "SEC") on June 2, 2025 as an exhibit to the Company's Registration Statement on Form S-3 (No. 333-287714), and the Supplemental Indenture No. 3, as filed with the SEC on September 14, 2026 as an exhibit to the Company's Current Report on Form 8-K and incorporated by reference herein.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

Please refer to the discussion under Item 1.01 above, which is incorporated under this Item 2.03 by reference.

Item 9.01 Financial Statements and Exhibits.

A copy of the opinion of Cleary Gottlieb Steen & Hamilton LLP relating to the legality of the issuance by the Company of the Notes is attached as Exhibit 5.1 hereto.

(d) Exhibits

Exhibit No.	Description
5.1	Opinion of Cleary Gottlieb Steen & Hamilton LLP.
23.1	Consent of Cleary Gottlieb Steen & Hamilton LLP (included in Exhibit 5.1 hereto).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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: November 13, 2026

By: /s/ Rodney M. Smith
Rodney M. Smith
Executive Vice President, Chief Financial Officer and Treasurer

Exhibit 5.1

CLEARY GOTTLIEB STEEN & HAMILTON LLP

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November 13, 2026

American Tower Corporation
222 Berkeley Street
Boston, Massachusetts 02116

Ladies and Gentlemen:

We have acted as special counsel to American Tower Corporation, a Delaware corporation (the "Company"), in connection with its offering pursuant to a registration statement on Form S-3 (No. 333-287714), as amended as of its most recent effective date (November 9, 2026), insofar as it relates to the Securities (as defined below) (as determined for purposes of Rule 430B(f)(2) under the Securities Act of 1933, as amended (the "Securities Act")) (as so amended, including the documents incorporated by reference therein but excluding Exhibit 25, the "Registration Statement"), and the prospectus dated June 2, 2025 (the "Base Prospectus"), as supplemented by the prospectus supplement thereto dated November 9, 2026 (the "Prospectus Supplement," and together with the Base Prospectus, the "Prospectus"), of $450,000,000 aggregate principal amount of 5.300% Senior Notes due 2031 (the "2031 Notes"), $500,000,000 aggregate principal amount of 5.560% Senior Notes due 2033 (the "2033 Notes") and $550,000,000 aggregate principal amount of 5.750% Senior Notes due 2036 (the "2036 Notes" and, together with the 2031 Notes and the 2033 Notes, the "Securities"), constituting a further issuance of, and forming a single series with, the $500,000,000 aggregate principal amount of 5.300% Senior Notes due 2031, $500,000,000 aggregate principal amount of 5.560% Senior Notes due 2033 and $600,000,000 aggregate principal amount of 5.750% Senior Notes due 2036, respectively, issued by the Company on September 14, 2026. The Securities were issued under an indenture dated as of June 2, 2025 (the "Base Indenture") between the Company and U.S. Bank Trust Company, National Association, as trustee (the "Trustee"), as supplemented, with respect to the Securities, by Supplemental Indenture No. 3 thereto dated as of September 14, 2026 (the "Supplemental Indenture," and together with the Base Indenture, the "Indenture").

In arriving at the opinion expressed below, we have reviewed the following documents:

(a) the Registration Statement;

(b) the Prospectus;

(c) an executed copy of the Underwriting Agreement dated November 9, 2026 between the Company and the several underwriters named in Schedule A thereto;

(d) executed copies of the Base Indenture and the Supplemental Indenture;

(e) facsimile copies of the Securities in global form as executed by the Company and authenticated by the Trustee; and

(f) copies of the Company's Restated Certificate of Incorporation and Amended and Restated By-Laws certified by the Secretary of State of the State of Delaware and the corporate secretary of the Company, respectively.

In addition, we have reviewed the originals or copies certified or otherwise identified to our satisfaction of all such corporate records of the Company and such other documents, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinion expressed below.

In rendering the opinion expressed below, we have assumed the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies. In addition, we have assumed and have not verified the accuracy as to factual matters of each document we have reviewed.

Based on the foregoing, and subject to the further assumptions and qualifications set forth below, it is our opinion that the Securities are the valid, binding and enforceable obligations of the Company, entitled to the benefits of the Indenture.

Insofar as the foregoing opinion relates to the validity, binding effect or enforceability of any agreement or obligation of the Company, (a) we have assumed that the Company and each other party to such agreement or obligation has satisfied those legal requirements that are applicable to it to the extent necessary to make such agreement or obligation enforceable against it (except that no such assumption is made as to the Company regarding matters of the law of the State of New York or the General Corporation Law of the State of Delaware that in our experience normally would be applicable to general business entities with respect to such agreement or obligation), (b) we express no opinion with respect to the effect of any mandatory choice of law rules and (c) such opinion is subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally and to general principles of equity.

The foregoing opinion is limited to the law of the State of New York and the General Corporation Law of the State of Delaware.

We hereby consent to the use of our name in the Prospectus Supplement under the heading "Legal Matters" and in the Base Prospectus under the heading "Validity of the Securities," as counsel for the Company that has passed on the validity of the Securities and to the filing of this opinion letter as Exhibit 5.1 to the Company's Current Report on Form 8-K dated November 13, 2026. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission thereunder.

The opinion expressed herein is rendered on and as of the date hereof, and we assume no obligation to advise you or any other person, or to make any investigations, as to any legal developments or factual matters arising subsequent to the date hereof that might affect the opinion expressed herein.

Very truly yours,

CLEARY GOTTLIEB STEEN & HAMILTON LLP

By: /s/ Lesley Janzen
Lesley Janzen, a Partner