

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):
September 21, 1999 (September 21, 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

02116

(Address of Principal Executive Offices)

(Zip Code)

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

Item 5. Other Events.

On September 21, 1999, American Tower Corporation (the "Company") announced that it proposes to issue private placements of \$250 million of Convertible Notes due 2009 with an option to issue an additional \$50 million principal amount of Notes (the "Standard Notes") and \$350 million of Convertible Notes due 2009 with an option to issue an additional \$35 million principal amount of Notes (the "Discount Notes", and collectively with the Standard Notes, the "Notes"). The Standard and Discount Notes will be convertible to Class A Common Stock at the option of the holder at a price to be determined. The Company expects to complete the issuance of the private placements in September, 1999. The Notes have not been registered under the Securities Act of 1933, as amended, or under applicable state securities laws, and unless so registered, may not be offered or sold in the United States, except pursuant to an applicable exemption from the registration requirement of the Securities Act of 1933, as amended, and applicable state securities laws. For more information see the Company's press release, dated September 21, 1999, which is attached herewith as Exhibit 99.1 and incorporated by reference herein.

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

(c) Exhibits

Exhibit 99.1 - Press Release, dated as of September 21, 1999.

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: September 21, 1999

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

[American Tower Corporation logo]

ATC Contact: Anne Alter
Director of Investor Relations
Telephone: (617) 375-7500

FOR IMMEDIATE RELEASE

American Tower Corporation Announces Proposal to Issue Private Placements

Boston, Massachusetts - September 21, 1999 - American Tower Corporation (NYSE: AMT) announced today that it proposes to issue private placements of \$250 million of Convertible Notes due 2009 with an option to issue an additional \$50 million principal amount of Notes (the "Standard Notes") and \$350 million of Convertible Notes due 2009 with an option to issue an additional \$35 million principal amount of Notes (the "Discount Notes").

The Standard and Discount Notes will be convertible to Class A Common Stock at the option of the holder at a price to be determined. The Company expects to complete the issuance of the private placements in September, 1999.

The Notes have not been registered under the Securities Act of 1933, as amended, or under applicable state securities laws, and unless so registered, may not be offered or sold in the United States, except pursuant to an applicable exemption from the registration requirement of the Securities Act of 1933 as amended, and applicable state securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the Notes. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act of 1933, as amended.

American Tower is the leading independent owner, operator and developer of broadcast and wireless communications sites in North America. Giving effect to pending transactions, American Tower operates approximately 9,400 towers in the United States and Mexico, including more than 8,300 owned or leased towers and over 1,100 managed sites. Giving effect to pending transactions, American Tower's portfolio includes over 195 broadcast tower sites in the U.S. and approximately 200 broadcast tower sites in Mexico. Based in Boston, American Tower has a U.S. footprint of approximately 9,200 sites, with regional hub offices in Boston, Atlanta, Chicago, Houston and San Francisco. Through its wholly owned subsidiary, ATC Teleports, Inc., American Tower also owns and operates, giving effect to pending transactions, over 110 satellite antennas in various locations across the United States. For more information about American Tower Corporation and ATC Teleports, please visit our web sites www.americantower.com and www.atcteleports.com.

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, use of satellites for internet data transmission, 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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