

**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): May 5, 2021

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
(I.R.S. 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.)

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
1.375% Senior Notes due 2025	AMT 25A	New York Stock Exchange
1.950% Senior Notes due 2026	AMT 26B	New York Stock Exchange
0.500% Senior Notes due 2028	AMT 28A	New York Stock Exchange
1.000% Senior Notes due 2032	AMT 32	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 8.01 Other Events.

On May 5, 2021, American Tower Corporation (the “Company”) issued a press release announcing its intention to offer 8,500,000 shares of its common stock in a registered public offering, subject to market and other conditions. A copy of this press release is filed herewith as Exhibit 99.1, and is incorporated herein by reference.

Also, on May 5, 2021, the Company issued a press release announcing that it had priced its offering of 9,000,000 shares of its common stock at \$244.75 per share. The offering was upsized from the previously announced offering size of 8,500,000 shares. A copy of this press release is filed herewith as Exhibit 99.2, and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated May 5, 2021.
99.2	Press release, dated May 5, 2021.
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: May 6, 2021

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



Contact: Igor Khislavsky
Vice President, Investor Relations
Telephone: (617) 375-7500

AMERICAN TOWER CORPORATION ANNOUNCES PROPOSED PUBLIC OFFERING OF COMMON STOCK

BOSTON, MASSACHUSETTS – May 5, 2021 – American Tower Corporation (NYSE: AMT) today announced that, in connection with the funding of its transaction with Telxius Telecom, S.A., pursuant to which it expects to acquire Telxius’ European and Latin American tower divisions, comprising approximately 31,000 communications sites, American Tower intends to offer 8,500,000 shares of its common stock in a registered public offering, subject to market and other conditions. American Tower intends to grant the underwriters the option to purchase up to an additional 850,000 shares common stock to cover over-allotments, if any. This offering is not contingent upon consummation of the Telxius transaction.

American Tower expects to use the net proceeds from this offering, together with cash on hand and borrowings under its revolving credit facilities and term loans, to finance the Telxius transaction and to pay related fees and expenses. If for any reason the Telxius transaction is not completed, American Tower expects to use the net proceeds from this equity offering to repay existing indebtedness and for general corporate purposes.

BofA Securities is acting as lead book-running manager for the offering. Barclays, Citigroup, Morgan Stanley and RBC Capital Markets are also acting as joint book-running managers with respect to the offering.

This press release shall not constitute an offer to sell or a solicitation to buy any securities, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The offerings are being made pursuant to an effective shelf registration statement filed with the Securities and Exchange Commission (“SEC”). The offering will be made only by means of a prospectus supplement relating to the offering and the accompanying base prospectus, copies of which may be obtained by visiting the SEC’s website at www.sec.gov.

Alternatively, you may request the documents relating to the offering by contacting BofA Securities, NC1-004-03-43, 200 North College Street, 3rd Floor, Charlotte, NC 28255-0001, Attn: Prospectus Department, Email: dg.prospectus_requests@bofa.com; Barclays, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Email: Barclaysprospectus@broadridge.com, Telephone: (888) 603-5847; Citigroup, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Email: prospectus@citi.com, Telephone: (800) 831-9146; Morgan Stanley, 180 Varick Street, 2nd Floor, New York, NY 10014, Attention: Prospectus Department; or RBC Capital Markets, 200 Vesey Street, 8th Floor, New York, NY 10281-8098, Attention: Equity Syndicate, Email: equityprospectus@rbccm.com, Telephone: (877) 822-4089.

About American Tower

American Tower, one of the largest global REITs, is a leading independent owner, operator and developer of multitenant communications real estate with a portfolio of approximately 187,000 communications sites. For more information about American Tower, please visit www.americantower.com.

Cautionary Language Regarding Forward-Looking Statements

This press release contains “forward-looking statements” concerning the Company’s goals, beliefs, expectations, strategies, objectives, plans, future operating results and underlying assumptions and other statements that are not necessarily based on historical facts. Actual results may differ materially from those indicated in the Company’s forward-looking statements as a result of various factors, including those factors set forth in Item 1A of its Form 10-K for the year ended December 31, 2020 under the caption “Risk Factors.” The Company undertakes no obligation to update the information contained in this press release to reflect subsequently occurring events or circumstances.

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Contact: Igor Khislavsky
Vice President, Investor Relations
Telephone: (617) 375-7500

AMERICAN TOWER CORPORATION PRICES UPSIZED PUBLIC OFFERING OF COMMON STOCK

BOSTON, MASSACHUSETTS – May 5, 2021 – American Tower Corporation (NYSE: AMT) today announced the pricing of its registered public offering of 9,000,000 shares of common stock at \$244.75 per share. The offering was upsized from the previously announced offering size of 8,500,000 shares. The underwriters of the offering have an option to purchase up to an additional 900,000 shares of common stock to cover over-allotments, if any. The net proceeds of the offering are expected to be approximately \$2,147.1 million (or approximately \$2,361.8 million if the underwriters exercise their option to purchase additional shares in full) after deducting underwriting discounts and estimated offering expenses. American Tower expects to use the net proceeds from this offering, together with cash on hand and borrowings under its revolving credit facilities and term loans, to finance the recently announced Telxius transaction and to pay related fees and expenses. If for any reason the Telxius transaction is not completed, American Tower expects to use the net proceeds from these offerings to repay existing indebtedness and for general corporate purposes.

BofA Securities is acting as lead book-running manager for the offering. Barclays, Citigroup, Morgan Stanley and RBC Capital Markets are also acting as joint book-running managers with respect to the offering.

This press release shall not constitute an offer to sell or a solicitation to buy any securities, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The offerings are being made pursuant to an effective shelf registration statement filed with the Securities and Exchange Commission (“SEC”). Each offering will be made only by means of a prospectus supplement relating to such offering and the accompanying base prospectus, copies of which may be obtained by visiting the SEC’s website at www.sec.gov.

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