

**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): January 13, 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
(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)

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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Securities Purchase Agreements

On January 13, 2021, American Tower Corporation (the “Company”), through its wholly-owned subsidiary, American Tower International, Inc. (the “Purchaser”), entered into two agreements (the “Securities Purchase Agreements”) with Telxius Telecom, S.A., a subsidiary of Telefónica, S.A., (the “Seller”) to acquire the Seller’s European tower division and Latin American tower division through the purchase of 100% of the outstanding shares of five companies owned, directly or indirectly, by the Seller (the “Telxius Companies”).

The Telxius Companies are engaged in the construction, holding, management and operation of approximately 31,000 communications sites, including towers, distributed antenna systems and small cells, in Argentina, Brazil, Chile, Germany, Peru and Spain. The total consideration for the transactions, including the Purchaser’s assumption of the Seller’s future committed acquisitions, is approximately €7.7 billion (approximately \$9.4 billion at current foreign exchange rates), subject to certain closing adjustments (the “Transactions”).

The Securities Purchase Agreements contain customary representations, warranties and covenants of the parties. Consummation of the Transactions is subject to customary closing conditions, including government and regulatory approval, and is expected to close in tranches, beginning in the second quarter of 2021. The Securities Purchase Agreements contain customary termination provisions and, in addition, may be terminated by the Seller if certain closing conditions have not been satisfied or waived prior to the second quarter of 2022 (subject to certain regulatory considerations in Latin America) for any reason not attributable to the Seller.

Commitment Letter

In connection with entering into the Securities Purchase Agreements, the Company entered into a commitment letter (the “Commitment Letter”), dated January 13, 2021, with Bank of America, N.A. and BofA Securities, Inc. (collectively, the “Commitment Parties”), pursuant to which the Commitment Parties have committed to provide up to €7.5 billion (approximately \$9.1 billion at current foreign exchange rates) in bridge loans (the “Bridge Loan Commitment”) to ensure financing for the Transactions.

The Commitment Letter contains, and the credit agreement in respect of the Bridge Loan Commitment, if any, will contain, certain customary conditions to funding, including, without limitation, (i) the execution and delivery of definitive financing agreements for the Bridge Loan Commitment and (ii) other customary closing conditions set forth in the Commitment Letter. The Company will pay certain customary commitment fees and, in the event it makes any borrowings in connection with the Bridge Loan Commitment, funding and other fees.

The foregoing descriptions of the Securities Purchase Agreements and Commitment Letter do not purport to be complete and are qualified in their entirety by reference to the terms and provisions of such agreements, copies of which will be filed as exhibits to the Company’s Form 10-K for the year ended December 31, 2020.

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

To the extent required by Item 2.03 of Form 8-K, the information set forth in Item 1.01 above is incorporated into this Item 2.03 disclosure by reference.

Item 7.01 Regulation FD Disclosure.

On January 13, 2021, the Company issued a press release (the “Press Release”) announcing the Transactions described in Item 1.01. A copy of the Press Release is furnished herewith as Exhibit 99.1. The information contained in Exhibit 99.1 is incorporated into this Item 7.01 disclosure by reference.

Beginning on January 13, 2021, the Company intends to make available to investors presentation slides regarding the Transactions. On that date, these presentation slides will be available on the Company’s website, www.americantower.com, under the Investor Presentations section of the Investor Relations page.

Information contained on the Company’s website or that can be accessed through the Company’s website is not incorporated into, and does not constitute a part of, this Current Report on Form 8-K. The Company has included its website address only as an inactive textual reference and does not intend it to be an active link to the Company’s website.

The information disclosed in or incorporated by reference into this Item 7.01, including Exhibit 99.1, is furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such exhibit be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

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

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated January 13, 2021 (furnished herewith).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).



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AMERICAN TOWER ANNOUNCES TELXIUS TOWERS TRANSACTION

Boston, Massachusetts – January 13, 2021 – American Tower Corporation (NYSE: AMT) today announced that it has entered into definitive agreements with Telefónica, S.A. (“Telefónica”), under which it will acquire Telxius Towers, comprising approximately 31,000 existing communications sites in Germany, Spain, Brazil, Chile, Peru and Argentina. The total consideration for the transaction is approximately €7.7 billion (approximately \$9.4 billion at current foreign exchange rates), subject to customary closing adjustments. In addition, American Tower expects to spend approximately \$500 million to construct a committed pipeline of approximately 3,300 new sites in Germany and Brazil through 2025.

Tom Bartlett, American Tower’s Chief Executive Officer stated, “This transaction is transformational for our European business and will establish American Tower as one of the largest independent communications infrastructure providers in Europe. It is also complementary for our Latin American portfolio and positions us to drive strong long-term organic growth across both regions while augmenting our new build programs and enhancing our relationships with key tenants. We are excited to broaden our partnership with Telefónica by acquiring a high-quality, well-located portfolio of sites that will further diversify our global footprint and enhance our ability to help provide broadband connectivity for billions of people.”

American Tower expects the assets to generate approximately \$775 million in property revenue, approximately \$410 million in gross margin, and approximately \$390 million in Adjusted EBITDA at current foreign exchange rates, in their first full year in its portfolio, pro forma for contributions from the committed future build-to-suits. This implies an Enterprise Value / Adjusted EBITDA multiple of less than 26x.

The transaction is anticipated to be immediately accretive to Consolidated AFFO per Share and is expected to close in multiple tranches, beginning in the second quarter of 2021, subject to government and regulatory approvals and customary closing conditions.

American Tower intends to finance the transaction in a manner consistent with maintaining its investment grade credit rating and has obtained committed financing from Bank of America, N.A. BofA Securities, Inc. is serving as lead financial advisor to American Tower, who is also being advised by CDX Advisors and EA Markets.

Conference Call Information

American Tower will host a conference call today at 8:00 a.m. ET to discuss this transaction. Supplemental materials for the call will be available on the Company’s website, www.americantower.com. The conference call dial-in numbers are as follows:

U.S./Canada dial-in: (877) 692-8955
International dial-in: (234) 720-6979
Passcode: 3930135

When available, a replay of the call can be accessed until 11:59 p.m. ET on January 27, 2021. The replay dial-in numbers are as follows:

U.S./Canada dial-in: (866) 207-1041
International dial-in: (402) 970-0847
Passcode: 1953616

American Tower will also sponsor a live simulcast and replay of the call on its website, www.americantower.com.

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 over 183,000 communications sites. For more information about American Tower, please visit www.americantower.com.

Cautionary Language Regarding Forward-Looking Statements

This press release contains statements about future events and expectations, or “forward-looking statements,” all of which are inherently uncertain. We have based those forward-looking statements on management’s current expectations and assumptions and not on historical facts. Examples of these statements include, but are not limited to, statements regarding the proposed closing of the transaction described above, expected financial projections for the portfolio and the impact on our consolidated results, the expected consideration and the expected sources of funds to pay for the transaction described above. These forward-looking statements involve a number of risks and uncertainties. For important factors that may cause actual results to differ materially from those indicated in our forward-looking statements, we refer you to the information contained in Item 1A of our Form 10-K for the year ended December 31, 2019, as updated in our Form 10-Q for the three months ended March 31, 2020, each under the caption “Risk Factors” and in other filings we make with the Securities and Exchange Commission. We undertake no obligation to update the information contained in this press release to reflect subsequently occurring events or circumstances.

Adjusted EBITDA and Consolidated AFFO are non-GAAP financial measures. For more information, see our Form 10-Q for the quarter ended September 30, 2020 under the captions “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Financial Measures” and “– Results of Operations.” Additionally, Consolidated AFFO per Share is a non-GAAP measure, and is defined as Consolidated AFFO divided by the diluted weighted average common shares outstanding. We have not provided a reconciliation of any forward-looking non-GAAP financial measures, including Adjusted EBITDA, to the most directly comparable GAAP financial measures because we are unable to quantify certain amounts that would be required to be included in the GAAP measure without unreasonable efforts, and we believe such reconciliations would imply a degree of precision that would be confusing or misleading to investors.

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