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, 2000 (November 13, 2000)

AMERICAN TOWER CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	001-14195	65-0723837
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(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)

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

The attached presents American Tower Corporation's (the Company) unaudited pro forma condensed consolidated balance sheet as of September 30, 2000 and unaudited proforma condensed consolidated statements of operations for the nine months ended September 30, 2000 and the year ended December 31, 1999 and notes thereto.

The term pro forma transactions, as used in the Company's pro forma condensed consolidated financial statements and notes thereto, is defined as certain of the Company's major acquisitions and financings and includes the following: the OmniAmerica merger, the Telecom merger, the UNIsite merger, the ICG transaction, the AirTouch transaction, the AT&T transaction, the Company's public offering of common stock and private placement of common stock in February 1999 (February 1999 offerings), the Company's notes placement in October 1999 (October 1999 notes placement), the Company's notes placement in February 2000 (February 2000 notes placement) and the Company's public offering of common stock in June 2000 (June 2000 offering). The pro forma financial statements do not reflect all of the Company's consummated or pending acquisitions. The adjustments assume that all pro forma transactions were consummated on January 1, 1999, in the case of the unaudited pro forma condensed consolidated statements of operations. The adjustments assume that the then pending pro forma transactions were consummated as of September 30, 2000 in the case of the unaudited pro forma condensed consolidated balance sheet. These pro forma financial statements should be read in conjunction with the 1999 Annual Report on Form 10-K, quarterly report on Form 10-Q dated November 13, 2000 and reports on Form 8-K dated September 17, 1999 and March 30, 2000. Although the AirTouch transaction and the AT&T transaction do not involve the acquisition of a business, we have provided pro forma information related to these transactions as we believe such information is material.

The pro forma condensed consolidated financial statements may not reflect the Company's financial condition or our results of operations had these events actually occurred on the dates specified. They may also not reflect the Company's future financial condition or results of operations.

(b) Pro forma Financial Information

AMERICAN TOWER CORPORATION

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET

SEPTEMBER 30, 2000
(in thousands)

	Historical	Adjustments for Pro Forma Transactions(a)	Pro Forma as adjusted
ASSETS			
Cash and cash equivalents	$ 206,470		$ 206,470
Accounts receivable, net	154,993		154,993
Other current assets	121,455		121,455
Notes receivable	118,307		118,307
Property and equipment, net	2,002,900		2,002,900
Unallocated purchase price		$ 72,136	72,136
Intangible assets, net	2,272,183		2,272,183
Deferred tax asset	154,351		154,351
Deposits and other assets	117,864	(19,268)	98,596
Total	$5,148,523	$ 52,868	$5,201,391
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities, excluding current portion of long-term debt	$ 219,859		$ 219,859
Other long-term liabilities	8,293		8,293
Long-term debt, including current portion, but excluding convertible notes	1,132,627	$ 47,594	1,180,221
Convertible notes, net of discount	918,893		918,893
Minority interest	32,158		32,158
Stockholders' equity	2,836,693	5,274	2,841,967
Total	$5,148,523	$ 52,868	$5,201,391

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements.

NOTES TO UNAUDITED PRO FORMA

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

We have prepared the unaudited pro forma condensed consolidated balance sheet as of September 30, 2000 to give effect, as of such date, to the remaining portion of the AirTouch and AT&T transactions, the only pro forma transactions not completed by that date. We will account for the remaining portions of the AirTouch and AT&T transactions under the purchase method of accounting.

(a) The following table sets forth the pro forma balance sheet adjustments as of September 30, 2000 (in thousands):

	AirTouch Transaction	AT&T Transaction	Total Adjustments for Pro Forma Transactions
ASSETS			
Unallocated purchase price(1)	$ 70,798	$1,338	$ 72,136
Deposits and other assets	(19,268)		(19,268)
Total	$ 51,530	$1,338	$ 52,868
LIABILITIES AND STOCKHOLDERS' EQUITY			
Long-term debt, including current portion	$ 46,256	$1,338	$ 47,594
Stockholders' equity	5,274		5,274
Total	$ 51,530	$1,338	$ 52,868

The following table sets forth the remaining purchase prices and related pro forma financing for the AirTouch and AT&T transactions (in millions).

	Purchase Price	Borrowings
AirTouch transaction	$70.8(2)	$46.3
AT&T transaction	1.3(3)	1.3

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(1) Upon completion of our evaluation of the purchase price allocations, we expect that the average life of the assets should approximate 15 years.

(2) As of September 30, 2000 the Company had closed on 1,778 of the 2,100 towers included in the original AirTouch lease agreement, paid $677.3 million in cash, and issued warrants to purchase 3.0 million shares of Class A common stock at a price of $22.00 per share. The warrants vest based on the percentage of towers closed to total towers in the lease agreement (2,100). It is estimated that the Company will pay total consideration of approximately $70.8 million to close on an additional 172 towers through January 2001. The Company does not expect to close on approximately 150 towers included in the original agreement.

(3) As of September 30, 2000 the Company has closed on 1,918 of the 1,942 towers included in the AT&T purchase agreement and paid $258.7 million in cash. It is estimated that the Company will pay approximately $1.3 million to close on any remaining towers.

AMERICAN TOWER CORPORATION

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED

STATEMENT OF OPERATIONS
Nine Months Ended September 30, 2000
(in thousands, except per share data)

	Historical	Adjustments for Pro Forma Transactions(a)	Pro Forma, as adjusted
Operating revenues	$ 491,522	$13,777	$ 505,299
Operating expenses excluding depreciation and amortization, development and corporate general and administrative expenses	344,503	7,620	352,123
Depreciation and amortization	198,264	16,744	215,008
Development expense	10,495		10,495
Corporate general and administrative expense	9,957		9,957
Loss from operations	(71,697)	(10,587)	(82,284)
Other (income) expense:			
Interest expense	112,339	(4,593)	107,746
Interest income and other, net	(12,997)		(12,997)
Interest income-TV Azteca, net of interest expense of $753 (related party)	(9,070)		(9,070)
Note conversion expense	16,968		16,968
Minority interest in net earnings of subsidiaries	(82)		(82)
Total other (income) expense	107,158	(4,593)	102,565
Loss before income taxes and extraordinary losses	(178,855)	(5,994)	(184,849)
Benefit for income taxes(b)	43,036	1,442	44,478
Loss before extraordinary losses	$(135,819)	$(4,552)	$(140,371)
Basic and diluted loss per common share before extraordinary losses	$ (0.82)	N/A	$ (0.81)
Basic and diluted common shares outstanding(c)	165,244	8,120	173,364

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements.

NOTES TO UNAUDITED PRO FORMA

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS--(Continued)

The unaudited pro forma condensed consolidated statement of operations for the nine months ended September 30, 2000 gives effect to the pro forma transactions as if each of them had occurred on January 1, 2000. We have not adjusted the pro forma condensed consolidated statement of operations to reflect exchanges of our convertible notes for shares of our Class A common stock in May 2000.

(a) To record the results of operations for the pro forma transactions. We have adjusted the results of operations to record a decrease in net interest expense of $4.6 million for the nine months ended September 30, 2000 as a result of the decrease in debt after giving effect to the proceeds of the February 2000 notes placement and the June 2000 offering. Debt issuance costs are being amortized on a straight-line basis over the term of the obligation. Amortization of issuance costs are included within interest expense.

We have also adjusted the results of operations to record depreciation and amortization expense of $16.7 million for the nine months ended September 30, 2000 based on estimated allocations of purchase prices. With respect to unallocated purchase price, we have determined pro forma depreciation and amortization expense based on an expected average life of 15 years.

The table below sets forth the detail for the pro forma transactions for the nine months ended September 30, 2000 (in thousands). The UNIsite operations for the 12 day period ended January 12, 2000 (acquisition closed January 13, 2000) have been excluded from the nine month period ended September 30, 2000 pro forma statement of operations due to immateriality.

	AirTouch Transaction	AT&T Transaction	February 2000 Notes Placement	June 2000 Offering	Pro Forma Adjustments	Total Adjustments for Pro Forma Transactions
Operating revenues......	$11,886(d)	$1,891(e)				$13,777
Operating expenses excluding depreciation and amortization.......	4,817(f)	2,803(f)				7,620
Depreciation and amortization...........					$ 16,744	16,744
Income (loss) from operations............	7,069	(912)			(16,744)	(10,587)
Other (income) expense: Interest expense, net..			$(1,439)	$(23,675)	20,521	(4,593)
Income (loss) before income taxes and extraordinary losses...	$ 7,069	$ (912)	$ 1,439	$ 23,675	$(37,265)	$(5,994)

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(b) To record the tax effect of the pro forma adjustments and impact on our estimated effective tax rate. The actual effective tax rate may be different once we determine the final purchase price allocations.

(c) Includes adjustment for the 12.5 million shares of Class A common stock issued pursuant to the June 2000 offering.

(d) Includes additional revenues recognized on a straight-line basis in accordance with terms stipulated in the AirTouch lease agreement (assumes the leasing of 1,950 towers). Approximately $3.5 million of annual third-party lease revenues existing as of the date the agreement was signed has not been included.

(e) Includes additional revenues recognized on a straight-line basis in accordance with terms stipulated in the AT&T and AT&T Wireless Services lease agreements (assumes the acquisition of 1,942 towers). Approximately $7.6 million of annual third-party lease revenues existing as of the date the agreements were signed has not been included.

(f) The towers involved in each of these acquisitions were operated as part of the wireless service divisions of AirTouch and AT&T. Accordingly, separate financial records were not maintained and financial statements were never prepared for the operation of these towers. In addition to land leases that we have assumed, we have estimated certain operating expenses we would expect to incur based on our own experience with comparable towers and with AirTouch and AT&T towers acquired to date. Such estimates include expenses related to utilities, repairs and maintenance, insurance and real estate taxes. These operating expenses are based on management's best estimate and, as such, the actual expenses may be different than the estimate presented.

AMERICAN TOWER CORPORATION

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED

STATEMENT OF OPERATIONS
Year Ended December 31, 1999
(in thousands, except per share data)

	Historical	Adjustments for Pro Forma Transactions(a)	Pro Forma, as Adjusted
Operating revenues	$258,081	$ 114,459	$ 372,540
Operating expenses excluding depreciation and amortization, development and corporate general and administrative expenses	155,857	78,009	233,866
Depreciation and amortization	132,539	105,631	238,170
Development expense	1,607		1,607
Corporate general and administrative expense	9,136	2,800	11,936
Loss from operations	(41,058)	(71,981)	(113,039)
Other (income) expense:			
Interest expense	27,492	35,713	63,205
Interest income and other, net	(19,551)		(19,551)
Minority interest in net losses of subsidiaries	142		142
Total other expense	8,083	35,713	43,796
Loss before income taxes and extraordinary loss	(49,141)	(107,694)	(156,835)
(Provision) benefit for income taxes(b)	(214)	42,476	42,262
Loss before extraordinary loss	$(49,355)	$ (65,218)	$(114,573)
Basic and diluted loss per common share before extraordinary loss	$ (0.33)	N/A	$ (0.68)
Basic and diluted common shares outstanding(c)	149,749	18,173	167,922

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements.

The unaudited pro forma condensed consolidated statement of operations for the year ended December 31, 1999 gives effect to the pro forma transactions as if each of them had occurred on January 1, 1999. We have not adjusted the pro forma condensed consolidated statement of operations to reflect exchanges of our convertible notes for shares of our Class A common stock in May 2000.

(a) To record the results of operations for the pro forma transactions. We have adjusted the results of operations to: (1) reverse historical interest expense associated with the companies included in the pro forma transactions; and (2) record an increase in net interest expense of $35.7 million for the year ended December 31, 1999 as a result of the increased debt after giving effect to the proceeds of the February 1999 offerings, the October 1999 notes placement, the February 2000 notes placement and the June 2000 offering. Debt discount is being amortized using the effective interest method. Debt issuance costs are being amortized on a straight-line basis over the term of the obligation. Amortization of debt discount and issuance costs are included within interest expense.

We have also adjusted the results of operations to reverse historical depreciation and amortization expense of $18.8 million for the year ended December 31, 1999 and recorded depreciation and amortization expense of $105.6 million for the year ended December 31, 1999 based on estimated allocations of purchase prices. With respect to unallocated purchase price, we have determined pro forma depreciation and amortization expense based on an expected average life of 15 years.

We have not carried forward certain corporate general and administrative expenses of the prior owners into the pro forma condensed consolidated financial statements. These costs represent duplicative facilities and compensation to owners and/or executives we did not retain, including charges related to the accelerated vesting of stock options and bonuses that were directly attributable to the purchase transactions. Because we already maintain our own separate corporate headquarters, which provides services substantially similar to those represented by these costs, we do not expect them to recur following the acquisition. After giving effect to an estimated $2.8 million of incremental costs, we believe that we have existing management capacity sufficient to provide the services without incurring additional incremental costs.

NOTES TO UNAUDITED PRO FORMA

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS--(Continued)

The following table sets forth the detail for the pro forma transactions for the year ended December 31, 1999 (in thousands).

	OmniAmerica Merger	TeleCom Merger	February 1999 Offerings	UNIsite Merger	ICG Transaction	AirTouch Transaction	AT&T Transaction	October 1999 Notes Placement	February 2000 Notes Placement
Operating revenues........	$12,246	$ 2,029		$ 8,018	$41,756	$47,371(d)	$ 3,039(e)		
Operating expenses excluding depreciation and amortization, and corporate general and administrative expense.........	12,257	549		7,234	32,256	18,018(f)	7,695(f)		
Depreciation and amortization....	2,372	1,201		4,539	10,719				
Corporate general and administrative expense.........	2,882	10,173		8,580	321				
(Loss) income from operations......	(5,265)	(9,894)		(12,335)	(1,540)	29,353	(4,656)		
Other (income) expense:									
Interest expense, net...	746	521	$(1,499)	8,078	802			$(5,616)	$ (11,415)
Interest income.........	(14)			(1,021)					
Other, net......	816	(106)		(4,026)	22				
(Loss) income before income taxes and extraordinary loss...........	$(6,813)	$(10,309)	$ 1,499	$(15,366)	$(2,364)	$29,353	$(4,656)	$ 5,616	$ 11,415

	June 2000 Offering	Pro Forma Adjustments	Total Adjustments for Pro Forma Transactions
Operating revenues........			$ 114,459
Operating expenses excluding depreciation and amortization, and corporate general and administrative expense.........			78,009
Depreciation and amortization....		$ 86,800	105,631
Corporate general and administrative expense.........		(19,156)	2,800
(Loss) income from operations......		(67,644)	(71,981)
Other (income) expense:			
Interest expense, net...	$(41,085)	85,181	35,713
Interest income.........		1,035	
Other, net......		3,294	
(Loss) income before income			

taxes and extraordinary loss............	$ 41,085	$(157,154)	$(107,694)
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(b) To record the tax effect of the pro forma adjustments and impact on our estimated effective tax rate. The actual effective tax rate may be different once we determine the final purchase price allocations.

(c) Includes shares of Class A common stock issued pursuant to: the OmniAmerica merger--16.8 million, the TeleCom merger--3.9 million, the February 1999 offerings--26.2 million and the June 2000 offering--12.5 million.

(d) Includes additional revenues recognized on a straight-line basis in accordance with terms stipulated in the AirTouch lease agreement (assumes the leasing of 1,950 towers). Approximately $3.5 million of annual third-party lease revenues existing as of the date the agreement was signed has not been included.

(e) Includes additional revenues recognized on a straight-line basis in accordance with terms stipulated in the AT&T and AT&T Wireless Services lease agreements (assumes the acquisition of 1,942 towers). Approximately $7.6 million of annual third-party lease revenues existing as of the date the agreements were signed has not been included.

(f) The towers involved in each of these acquisitions were operated as part of the wireless service divisions of AirTouch and AT&T. Accordingly, separate financial records were not maintained and financial statements were never prepared for the operation of these towers. In addition to land leases that we have assumed, we have estimated certain operating expenses we would expect to incur based on our own experience with comparable towers. Such estimates include expenses related to utilities, repairs and maintenance, insurance and real estate taxes. These operating expenses are based on management's best estimate and, as such, the actual expenses may be different than the estimate presented.

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)

By: /s/ Justin D. Benincasa

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

Date: November 13, 2000
