SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) June 29, 2000 (June 27, 2000)

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.)

116 Huntington Avenue Boston, Massachusetts	02116
(Address of Principal Executive Offices)	(Zip Code)

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

Item 5. Other Events

On June 27, 2000, American Tower Corporation (the "Company," "we," "us," or "our") completed the sale of 12.5 million shares of Class A Common Stock to Lehman Brothers Inc., as underwriter, for $41.125 per share. The Company expects to use the net proceeds from the sale of approximately $513.6 million to finance construction activities and pending and future acquisitions and for general working capital purposes. The sale was made pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-37988) and is described in the Prospectus Supplement dated June 22, 2000 (the "Prospectus Supplement") to the Prospectus dated June 22, 2000 forming part of the registration statement.

In addition, certain stockholders of the Company sold an aggregate of 1,182,000 shares for $41.125 per share, or net proceeds of approximately $48.6 million. The selling stockholders consisted of (1) Steven B. Dodge, Chairman of the board of directors, president and chief executive officer (500,000 shares); (2) Alan L. Box, a director and executive vice president (75,000 shares); (3) Steven J. Moskowitz, executive vice president and general manager of the Company's Northeast region (25,000 shares); (4) Douglas C. Wiest, chief operating officer, (32,000 shares); (5) Joseph L. Winn, chief financial officer and treasurer (150,000 shares); (6) Chase Equity Associates, L.L.C. (154,991 shares); and (7) Chase Manhattan Capital, L.P. (245,009 shares). Arnold L. Chavkin, a director, is a general partner of Chase Capital Partners, which indirectly controls Chase Equity Associates and Chase Manhattan Capital. These individual sales were pursuant to the provisions of Rule 144 under the Securities Act of 1933.

We are providing the following financial data as supplemental information.

Selected Financial Data

We have derived the following selected financial data (which is identical to pages S-10 and S-11 of the Prospectus Supplement) from our historical consolidated financial statements and our unaudited pro forma condensed consolidated financial statements. The selected financial data should be read in conjunction with our historical financial statements. Prior to our separation from our former parent on June 4, 1998, we operated as a subsidiary of American Radio Systems and not as an independent company. Therefore, our results of operations for that period may be different from what they would have been had we operated as a separate, independent company.

Year-to-year comparisons are significantly affected by our acquisitions and construction of towers, both of which have been numerous during the periods presented.

The pro forma balance sheet data gives effect, as of March 31, 2000, to the pro forma transactions not then completed; the remaining portions of the AirTouch and AT&T transactions, and to our sale of 12.5 million shares to Lehman Brothers Inc. The pro forma statement of operations data and other operating data gives effect to the pro forma transactions and to that sale, as if each had occurred on January 1, 1999. We use the term pro forma transactions to mean certain of our major acquisitions and financings as follows:

- the OmniAmerica, TeleCom and UNIsite mergers, and the AirTouch, AT&T and ICG transactions,
- our public offerings of Class A common stock in February 1999 and our private placement of Class A common stock in February 1999, and
- our convertible notes private placements in October 1999 and February 2000.

Pro forma transactions do not include all of the completed or pending acquisitions or pending construction. We have not adjusted the pro forma selected financial data to reflect exchanges of our convertible notes for shares of our Class A common stock in May and June 2000.

We account for all of the included mergers and acquisitions as purchases. This means that for accounting and financial reporting purposes, we include the results of operations and assets and liabilities of the acquired companies with ours only after closing the transaction. The pro forma financial data reflects certain adjustments, as explained elsewhere in this prospectus supplement. Therefore, any comparison of the pro forma financial data with the historical financial data for periods before 1999 is inappropriate.

Divisional cash flow means income (loss) from operations before depreciation and amortization, tower separation expense, development expense and corporate general and administrative expense, plus interest income, TV Azteca, net. Tower separation expense refers to the one-time expense incurred as a result of our separation from American Radio Systems. Development expense means the cost incurred in connection with the integration of acquisitions and development of new business initiatives. EBITDA means operating income (loss) before depreciation and amortization and tower separation expense, plus interest income, TV Azteca, net. After-tax cash flow means income (loss) before extraordinary losses, plus depreciation and amortization.

We do not consider divisional cash flow, EBITDA and after-tax cash flow as a substitute for alternative measures of operating results or cash flow from operating activities or as a measure of our profitability or liquidity. These measures of performance are not calculated in accordance with generally accepted accounting principles. However, we have included them because they are used in the communications site industry as a measure of a company's operating performance. More specifically, we believe they can assist in comparing company performances on a consistent basis without regard to depreciation and amortization. Our concern is that depreciation and amortization can vary significantly among companies depending on accounting methods, particularly where acquisitions are involved, or on non-operating factors including historical cost bases. We believe divisional cash flow is useful because it enables you to compare our divisional performance before the effect of tower separation, development and corporate general and administrative expenses that do not relate directly to performance.

AMERICAN TOWER CORPORATION
SELECTED FINANCIAL DATA(1)

	July 17, 1995 (inception) through December 31, 1995(1)	Year Ended December 31, 1996	1997	1998	Year Ended December 31, 1999 Historical	Pro Forma	Three Months Ended March 31, 2000 Historical	Pro Forma
	(in thousands, except per share data)							
Statements of Operations Data:								
Operating revenues......	$ 163	$ 2,897	$ 17,508	$ 103,544	$ 258,081	$ 376,735	$ 115,517	$124,001
Operating expenses:								
Operating expenses excluding depreciation and amortization, tower separation, development and corporate general and administrative expenses..............	60	1,362	8,713	61,751	155,857	235,248	79,708	84,157
Depreciation and amortization..........	57	990	6,326	52,064	132,539	240,470	55,198	70,186
Tower separation expense...............				12,772				
Development expense(2)............					1,607	1,607	988	988
Corporate general and administrative expense...............	230	830	1,536	5,099	9,136	11,936	3,431	3,431
Total operating expenses...............	347	3,182	16,575	131,686	299,139	489,261	139,325	158,762
(Loss) income from operations.............	(184)	(285)	933	(28,142)	(41,058)	(112,526)	(23,808)	(34,761)
Interest expense........			(3,040)	(23,229)	(27,492)	(67,777)	(32,150)	(32,408)
Interest income and other, net............		36	251	9,217	19,551	19,551	2,586	2,586
Interest income TV Azteca, net of interest expense of $160 (related party)........							2,308	2,308
Minority interest in net earnings of subsidiaries(3)........		(185)	(193)	(287)	(142)	(142)	(36)	(36)
Loss before income taxes and extraordinary losses.................	(184)	(434)	(2,049)	(42,441)	(49,141)	(160,894)	(51,100)	(62,311)
Benefit (provision) for income taxes...........	74	(45)	473	4,491	(214)	43,885	13,440	16,978
Loss before extraordinary losses...	$ (110)	$ (479)	$ (1,576)	$ (37,950)	$ (49,355)	$(117,009)	$ (37,660)	$(45,333)
Basic and diluted loss per common share before extraordinary losses(4)..............	$ (0.00)	$ (0.01)	$ (0.03)	$ (0.48)	$ (0.33)	$ (0.70)	$ (0.24)	$ (0.27)
Basic and diluted weighted average common shares outstanding(4)..	48,732	48,732	48,732	79,786	149,749	167,922	156,515	169,015
Other Operating Data:								
Divisional cash flow....	$ 103	$ 1,535	$ 8,795	$ 41,793	$ 102,224	$ 141,487	$ 38,117	$ 42,152
EBITDA..................	(127)	705	7,259	36,694	91,481	127,944	33,698	37,733
EBITDA margin...........	(N/A)	24.3%	41.5%	35.4%	35.4%	34.0%	28.6%	29.9%
After-tax cash flow.....	(53)	511	4,750	14,114	83,184	123,461	17,538	24,853
Cash provided by (used for) operating activities.............	(51)	2,230	9,913	18,429	97,011		(12,429)	
Cash used for investing activities............			(216,783)	(350,377)	(1,137,700)		(900,242)	
. Cash provided by financing activities...	63	132	209,092	513,527	879,726		1,028,192	

December 31,   December 31, 1999   March 31, 2000

	1997	1998	Historical	Pro Forma	Historical	Pro Forma
Tower Data:						
Towers operated at end of period(5)...............	674	2,492	5,067	9,644	8,837	10,000
Towers constructed during period(6)...............	84	503	1,045	N/A	304	N/A

	December 31,					March 31, 2000	
	1995(1)	1996	1997	1998	1999	Historical	Pro Forma
	(in thousands)						
Balance Sheet Data:							
Cash and cash equivalents............	$ 12	$ 2,373	$ 4,596	$ 186,175	$ 25,212	$ 140,733	$ 140,733
Working capital (deficiency), excluding current portion of long-term debt.........	(40)	663	(2,208)	93,602	19,156	129,814	127,614
Property and equipment, net....................	3,759	19,710	117,618	449,476	1,092,346	1,668,854	1,668,854
Unallocated purchase price..................							411,007
Total assets............	3,863	37,118	255,357	1,502,343	3,018,866	4,255,140	4,619,345
Long-term debt, including current portion but excluding convertible notes......		4,535	90,176	281,129	138,563	829,007	659,042
Convertible notes, net of discount............					602,259	1,054,600	1,054,600
Total stockholders' equity.................	3,769	29,728	153,208	1,091,746	2,145,083	2,176,423	2,708,393

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(1) We were organized on July 17, 1995.
(2) Development expenses prior to 1999 were immaterial.
(3) Represents the minority interest in net earnings of our non-wholly-owned subsidiaries.
(4) We computed historical basic and diluted loss per common share before extraordinary losses using the weighted average number of shares outstanding during each period presented. Shares outstanding following the separation from American Radio Systems are assumed to be outstanding for all periods presented prior to June 4, 1998. We computed pro forma basic and diluted loss per common share before extraordinary loss using the number of shares expected to be outstanding following the pro forma transactions and our sale of 12.5 million shares described in this prospectus supplement. Shares issuable upon exercise of options and other common stock equivalents have been excluded from the computations as their effect is anti-dilutive.
(5) Includes information with respect to our company only and assumes completion of all pending transactions, including those not in the pro forma transactions. Excludes towers under construction. See note (6) below.
(6) Includes towers constructed in each period by us, including those constructed for and owned by third parties. Excludes towers constructed by acquired companies prior to acquisition.

Unaudited Pro Forma Condensed Consolidated Financial Statements

The attached presents the Company's unaudited pro forma condensed consolidated balance sheet as of March 31, 2000 and unaudited pro forma condensed consolidated statements of operations for the year ended December 31, 1999 and the three months ended March 31, 2000 and notes thereto (all of which are substantially identical to pages S-18 to S-25 of the Prospectus Supplement).

To the extent required, these pro forma statements have been adjusted for the pro forma transactions and the sale of 12.5 million shares. The pro forma transactions consist of:

- the OmniAmerica, TeleCom and UNIsite mergers and the AirTouch, AT&T and ICG transactions,

- the Company's Class A Common Stock financings in February 1999, and

- the Company's convertible notes private placements in October 1999 and February 2000.

The pro forma financial statements do not reflect all of the Company's completed or pending acquisitions. The adjustments assume that all pro forma transactions were completed 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 completed as of March 31, 2000 in the case of the unaudited pro forma condensed consolidated balance sheet. You should read the pro forma financial statements in conjunction with the historical financial statements included in the Company's 1999 Annual Report on Form 10-K, the Company's March 31, 2000 Quarterly Report on Form 10-Q and the Company's Current Report on Form 8-K dated March 30, 2000. Although the AirTouch and AT&T transactions do not involve the acquisition of a business, pro forma information related to these transactions is provided, as the Company believes such information is material.

The pro forma financial statements may not reflect the Company's financial condition or its results of operations had these events actually occurred on he dates specified. They also may not reflect the Company's financial condition or results of operations as a separate, independent company during the periods presented. Finally, they may not reflect the Company's future financial condition or results of operations.

AMERICAN TOWER CORPORATION

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET

March 31, 2000
(in thousands)

	Historical	Adjustments for Pro Forma Transactions(a)	Pro Forma for Pro Forma Transactions	Adjustments for Our Sale(b)	Pro Forma for Our Sale
ASSETS					
Cash and cash equivalents	$ 140,733		$ 140,733		$ 140,733
Accounts receivable, net	87,852		87,852		87,852
Other current assets	74,929		74,929		74,929
Notes receivable	115,312		115,312		115,312
Property and equipment, net	1,668,854		1,668,854		1,668,854
Unallocated purchase price		$411,007	411,007		411,007
Intangible assets, net	1,945,305		1,945,305		1,945,305
Deferred tax asset	123,585		123,585		123,585
Deposits and other assets	98,570	(46,802)	51,768		51,768
Total	$4,255,140	$364,205	$4,619,345		$4,619,345
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current liabilities, excluding current portion of long-term debt	$ 173,700	$ 2,200	$ 175,900		$ 175,900
Other long-term liabilities	6,215		6,215		6,215
Long-term debt, including current portion, other than convertible notes	829,007	343,598	1,172,605	$(513,563)	659,042
Convertible notes, net of discount	1,054,600		1,054,600		1,054,600
Minority interest	15,195		15,195		15,195
Stockholders' equity	2,176,423	18,407	2,194,830	513,563	2,708,393
Total	$4,255,140	$364,205	$4,619,345	$ --	$4,619,345

See Notes to Unaudited Pro Forma Condensed Consolidated Balance Sheet.

NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET

We have prepared the unaudited pro forma condensed consolidated balance sheet as of March 31, 2000 to give effect, as of that date, to the remaining portions of the AirTouch and AT&T transactions, the only pro forma transactions not completed by that date, and our sale of 12.5 million shares. We will account for the remaining portions of the AirTouch and AT&T transactions under the purchase method of accounting. We have not adjusted the pro forma condensed consolidated balance sheet to reflect exchanges of our convertible notes for shares of our Class A common stock in May and June 2000.

(a) The following table sets forth the pro forma balance sheet adjustments as of March 31, 2000 (in thousands).

	AirTouch Transaction	AT&T Transaction	Total Adjustments for Pro Forma Transactions
ASSETS			
Unallocated purchase price(1)	$368,907	$42,100	$411,007
Deposits and other assets	(46,802)		(46,802)
Total	$322,105	$42,100	$364,205
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities, excluding current portion of long-term debt		$ 2,200	$ 2,200
Long-term debt, including current portion, other than convertible notes(2)	$303,698	39,900	343,598
Stockholders' equity	18,407(2)		18,407
Total	$322,105	$42,100	$364,205

The following table sets forth the purchase prices and related pro forma financing of the transactions described above (in millions).

	Purchase Price	Borrowings
AirTouch transaction	$368.9(2)	$303.7
AT&T transaction	42.1(3)	39.9

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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 March 31, 2000, we had closed on 1,180 of the 2,100 towers included in the AirTouch lease agreement, paid $449.5 million in cash and issued 3.0 million warrants to purchase shares of our Class A common stock at a price of $22.00 per share. We have valued the warrants at approximately $42.0 million. The warrants vest based on the percentage of towers closed to total towers in the lease agreement (2,100 towers). We estimate we will pay total consideration of approximately $368.9 million in cash to close on the remaining 920 towers.

(3) As of March 31, 2000, we had closed on 1,440 of the 1,942 towers included in the AT&T purchase agreement and paid $220.1 million in cash. We estimate we will pay approximately $42.1 million in cash to close on the remaining 500 towers; two towers will not be purchased.

(b) To record the sale of 12.5 million shares of Class A common stock resulting in net proceeds of $513.6 million.

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 for Pro Forma Transactions	Adjustments for Our Sale	Pro Forma for Our Sale
Operating revenues......	$258,081	$ 118,654	$ 376,735		$ 376,735
Operating expenses excluding depreciation and amortization, development and corporate general and administrative expense................	155,857	79,391	235,248		235,248
Depreciation and amortization...........	132,539	107,931	240,470		240,470
Development expense.....	1,607		1,607		1,607
Corporate general and administrative expense................	9,136	2,800	11,936		11,936
Loss from operations....	(41,058)	(71,468)	(112,526)		(112,526)
Other (income) expense:					
Interest expense.......	27,492	81,370	108,862	$(41,085)(h)	67,777
Interest income and other, net............	(19,551)		(19,551)		(19,551)
Minority interest in net earnings of subsidiaries..........	142		142		142
Total other expense (income)...............	8,083	81,370	89,453	(41,085)	48,368
(Loss) income before income taxes and extraordinary loss.....	(49,141)	(152,838)	(201,979)	41,085	(160,894)
Benefit (provision) for income taxes(b)........	(214)	60,533	60,319	(16,434)	43,885
(Loss) income before extraordinary loss.....	$(49,355)	$ (92,305)	$(141,660)	$ 24,651	$(117,009)
Basic and diluted loss per common share before extraordinary loss.....	$ (0.33)	N/A	$ (0.91)	N/A	$ (0.70)
Basic and diluted common shares outstanding(c)..	149,749	5,673	155,422	12,500	167,922

See Notes to Unaudited Pro Forma Condensed Consolidated Statement of Operations.

NOTES TO UNAUDITED PRO FORMA
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

The unaudited pro forma condensed consolidated statement of operations for the year ended December 31, 1999 gives effect to the pro forma transactions and to our sale of 12.5 million shares, 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 and June 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 or assets included in the pro forma transactions, and (2) record an increase of net interest expense of $81.4 million for the year ended December 31, 1999 as a result of the increased debt, after giving effect to our February 1999 equity financings and our private notes placements in October 1999 and February 2000. 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 obligations. 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 associated with the companies or assets included in the pro forma transactions of $18.8 million and recorded depreciation and amortization expense of $107.9 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 expense 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.

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

	Omni America Merger	TeleCom Merger	February Offerings	ICG Transaction	UNIsite Merger	AirTouch Transaction	AT&T Transaction	Notes Placements	Pro Forma Adjustments	Total Adjustments for Pro Forma Transactions
Operating revenues........	$12,246	$ 2,029		$41,756	$ 8,018	$51,566(d)	$ 3,039(e)			$ 118,654
Operating expenses excluding depreciation and amortization, and corporate general and administrative expenses........	12,257	549		32,256	7,234	19,400(f)	7,695(f)			79,391
Depreciation and amortization....	2,372	1,201		10,719	4,539				$ 89,100	107,931
Corporate general and administrative expense.........	2,882	10,173		321	8,580				(19,156)	2,800
(Loss) income from operations......	(5,265)	(9,894)		(1,540)	(12,335)	32,166	(4,656)		(69,944)	(71,468)
Other (income) expense:										
Interest expense, net...	746	521	$(1,499)	802	8,078			$(17,031)(g)	89,753	81,370
Interest income.........	(14)				(1,021)				1,035	
Other, net......	816	(106)		22	(4,026)				3,294	
(Loss) income before income taxes and extraordinary loss...........	$(6,813)	$(10,309)	$ 1,499	$(2,364)	$(15,366)	$32,166	$(4,656)	$ 17,031	$(164,026)	$(152, 838)

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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 allocation of purchase price.

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

(d) Includes additional revenues calculated on a straight-line basis in accordance with terms stipulated in the AirTouch lease agreement, assuming all 2,100 towers are subleased. Approximately $3.5 million of existing third-party lease revenues 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, assuming the acquisition of all 1,942 towers. Approximately $7.6 million of existing third-party lease revenues 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 will assume, 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 we have presented.

(g) $5,616,000 is attributable to our October private notes placement and $11,415,000 is attributable to our February private notes placement.

(h) To record a reduction in interest expense as a result of the use of proceeds from our sale of 12.5 million shares of Class A common stock. For purposes of the adjustments, we have used an interest rate of 8%.

AMERICAN TOWER CORPORATION

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

Three Months Ended March 31, 2000
(in thousands, except per share data)

	Historical	Adjustments for Pro Forma Transactions(a)	Pro Forma for Pro Forma Transactions	Adjustments for Our Sale	Pro Forma for Our Sale
Operating revenues......	$ 115,517	$ 8,484	$124,001		$124,001
Operating expenses excluding depreciation and amortization, development and corporate general and administrative expenses...............	79,708	4,449	84,157		84,157
Depreciation and amortization...........	55,198	14,988	70,186		70,186
Development expense.....	988		988		988
Corporate general and administrative expense................	3,431		3,431		3,431
Loss from operations....	(23,808)	(10,953)	(34,761)		(34,761)
Other (income) expense:					
Interest expense......	32,150	10,501	42,651	$(10,243) (f)	32,408
Interest income and other, net...........	(2,586)		(2,586)		(2,586)
Interest income TV Azteca, net of interest expense of $160 (related party)...............	(2,308)		(2,308)		(2,308)
Minority interest in net earnings of subsidiaries...........	36		36		36
Total other (income) expense................	27,292	10,501	37,793	(10,243)	27,550
(Loss) income before income taxes and extraordinary losses...	(51,100)	(21,454)	(72,554)	10,243	(62,311)
Benefit (provision) for income taxes(b)........	13,440	7,635	21,075	(4,097)	16,978
(Loss) income before extraordinary losses...	$ (37,660)	$ (13,819)	$(51,479)	$ 6,146	$(45,333)
Basic and diluted loss per common share before extraordinary losses...	$ (0.24)	N/A	$ (0.33)	N/A	$ (0.27)
Basic and diluted common shares outstanding.....	156,515	N/A	156,515	12,500	169,015

See Notes to Unaudited Pro Forma Condensed Consolidated Statement of Operations.

NOTES TO UNAUDITED PRO FORMA

CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

The unaudited pro forma condensed consolidated statement of operations for the three months ended March 31, 2000 gives effect to the pro forma transactions and to our sale of 12.5 million shares, 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 and June.

(a) To record the results of operations for the pro forma transactions. We have adjusted the results of operations to record an increase in net interest expense of $10.5 million for the three months ended March 31, 2000 as a result of the increased debt after giving effect to the proceeds of the February 2000 notes placement. 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 additional depreciation and amortization expense of $15.0 million for the three months ended March 31, 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 three months ended March 31, 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 three month period ended March 31, 2000 pro forma statement of operations due to immateriality.

	AirTouch Transaction	AT&T Transaction	February 2000 Notes Placement	Pro Forma Adjustments	Total Adjustments for Pro Forma Transactions
Operating revenues......	$7,753(c)	$ 731(d)			$ 8,484
Operating expenses excluding depreciation and amortization and corporate general and administrative expense................	2,949(e)	1,500(e)			4,449
Depreciation and amortization...........				$ 14,988	14,988
Income (loss) from operations............	4,804	(769)		(14,988)	(10,953)
Other (income) expense:					
Interest expense, net..................			$(1,439)	11,940	10,501
Income (loss) before income taxes and extraordinary losses...	$4,804	$(769)	$ 1,439	$(26,928)	$(21,454)

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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 additional revenues recognized on a straight-line basis in accordance with terms stipulated in the AirTouch lease agreement. Approximately $3.5 million of annual existing third-party lease revenues has not been included.

(d) 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. Approximately $7.6 million of annual existing third-party lease revenues has not been included.

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: June 29, 2000

By: /s/ Justin D. Benincasa

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