

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):
March 5, 1999 (February 25, 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 (Address of Principal Executive Offices)	02116 (Zip Code)
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(617) 375-7500
(Registrant's telephone number, including area code)

Item 2. Acquisition or Disposition of Assets.

On February 25, 1999, American Tower Corporation ("ATC" or the "Company") consummated the transactions contemplated by the Agreement and Plan of Merger (the "Omni Merger Agreement"), by and among ATC, American Towers, Inc., a Delaware corporation ("ATI"), and OmniAmerica, Inc., a Delaware corporation ("OmniAmerica"), dated as of November 16, 1998, whereby OmniAmerica was merged (the "Omni Merger") with and into ATI, with ATI as the surviving corporation. Pursuant to the Omni Merger Agreement, the Company issued 16,750,554 shares of Class A Common Stock of ATC and assumed 971,850 options to purchase shares of Class A Common Stock of ATC previously granted under Omni stock option plans. In connection with the Omni Merger, the Company paid off approximately \$94.3 million of assumed debt from borrowings under the Company's credit facility. Upon consummation of the Omni Merger, Jack D. Furst, the Chairman of OmniAmerica and a Partner of Hicks, Muse, Tate & Furst Incorporated, OmniAmerica's largest shareholder, was elected to the Board of Directors of ATC.

For more information, see the ATC press release, dated February 25, 1999, which is attached herewith as Exhibit 99.1.

On February 26, 1999, ATC consummated the transactions contemplated by the Amended and Restated Agreement and Plan of Merger (the "TeleCom Merger Agreement"), by and among ATC, ATI, ATC Merger Corporation, a Delaware corporation ("ATMC"), and TeleCom Towers, L.L.C., a Delaware limited liability company ("TeleCom"), dated as of December 18, 1998, as amended as of December 23, 1998 and February 26, 1999, whereby ATMC was merged (the "TeleCom Merger") with and into TeleCom, with TeleCom as the surviving entity. Pursuant to the TeleCom Merger Agreement, the Company issued 3,940,874 shares of Class A Common Stock of ATC and paid approximately \$60.1 million in cash and assumed approximately \$48.4 million in debt, of which approximately \$44.1 million was paid off at closing from borrowings under the Company's credit facility. Upon consummation of the TeleCom Merger, Dean H. Eisner, Vice President of Business Development and Planning of Cox Enterprises, Inc., an affiliate of Cox Telecom Towers, Inc., the principal member of TeleCom, was elected to the Board of Directors of ATC.

For more information, see the ATC press release, dated February 26, 1999, which is attached herewith as Exhibit 99.2.

Giving effect to the consummation of the Omni Merger and the TeleCom Merger, ATC currently operates more than 3,200 towers in 44 states and the District of Columbia. Based in Boston, the Company has a national footprint with regional hubs in Boston, Albuquerque, Atlanta, Chicago, Houston and San Francisco.

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

(a) Financial Statements of Business Acquired and (b) Pro Forma Financial Information.

Pursuant to Regulation 240.15d-11, the Company filed a Form 8-K/A on January 27, 1999, indicating that it satisfied the requirements of Form 8-K, which require the Company to provide financial statements for the periods specified in Regulation 210.3.05 and pro forma financial statements for the periods specified in Regulation 210.11.02 and 11.03, in the Company's Registration Statements on Form S-4 (File No. 333-70683 and File No. 333-70685), as filed on January 15, 1999 and declared effective by the Securities and Exchange Commission on that date.

(c) Exhibits.

Exhibit 99.1 - Press Release of ATC, dated February 25, 1999.

Exhibit 99.2 - Press Release of ATC, dated February 26, 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: March 5, 1999

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

American Tower Contacts: Joseph L. Winn, Chief Financial Officer
or Emily Farina, Director of Investor Relations
Telephone: (617) 375-7500

OmniAmerica Contacts: Mark Semer or Roy Winnick
Kekst and Company, Telephone: (212) 521-4800

FOR IMMEDIATE RELEASE

AMERICAN TOWER CORPORATION AND OMNIAMERICA, INC.
COMPLETE MERGER

Boston, Massachusetts and Albuquerque, New Mexico - February 25, 1999 - American Tower Corporation (NYSE: AMT) and OmniAmerica, Inc. (NASDAQ: XMIT) announced today that they have completed their previously announced merger transaction.

American Tower issued approximately 16.7 million shares of Class A Common Stock to OmniAmerica stockholders and assumed OmniAmerica's outstanding debt. Consideration for the merger also included the assumption of approximately 1.0 million shares of OmniAmerica employee stock options. Shares of OmniAmerica common stock ceased trading effective today. In addition, Jack D. Furst, Chairman of OmniAmerica and a Partner of Hicks, Muse, Tate & Furst Incorporated, OmniAmerica's largest shareholder, will join the Board of Directors of American Tower.

Credit Suisse First Boston acted as financial advisor to American Tower Corporation in this transaction, and BT Wolfensohn acted as financial advisor to OmniAmerica, Inc.

American Tower is a leading independent owner and operator of broadcast and wireless communications sites in the United States and, giving effect to pending transactions, will operate more than 3,200 towers in 44 states and the District of Columbia. Based in Boston, the Company has a national footprint with regional hubs in Boston, Albuquerque, Atlanta, Chicago, Houston and San Francisco.

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 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 businesses acquisitions. The Company undertakes no obligation to update forward-looking statements to reflect subsequently occurring events or circumstances.

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116 Huntington Avenue, Boston, Massachusetts 02116 617-375-7500 FAX 617-375-7575

Contact: Joseph L. Winn, Chief Financial Officer
or Emily Farina, Director of Investor Relations
Telephone: (617) 375-7500

FOR IMMEDIATE RELEASE

AMERICAN TOWER CORPORATION COMPLETES MERGER WITH TELECOM TOWERS, L.L.C.

Boston, Massachusetts - February 26, 1999 - American Tower Corporation (NYSE: AMT) announced today that it has completed the previously announced merger transaction with TeleCom Towers, L.L.C.

American Tower issued approximately 3.9 million shares of Class A Common Stock, paid approximately \$60.1 million in cash and assumed approximately \$48.4 million in debt, of which approximately \$44.1 million was paid off at closing. The aggregate purchase price is also subject to certain working capital adjustments. In addition, Dean H. Eisner, Vice President of Business Development and Planning of Cox Enterprises, Inc. will join the Board of Directors of American Tower.

American Tower is a leading independent owner and operator of broadcast and wireless communications sites in the United States and currently operates more than 3,200 towers in 44 states and the District of Columbia. Based in Boston, the Company has a national footprint with regional hubs in Boston, Albuquerque, Atlanta, Chicago, Houston and San Francisco.

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 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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