

**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 24, 2023

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 |
| 0.450% Senior Notes due 2027 | AMT 27C | New York Stock Exchange |
| 0.400% Senior Notes due 2027 | AMT 27D | New York Stock Exchange |
| 4.125% Senior Notes due 2027 | AMT 27F | New York Stock Exchange |
| 0.500% Senior Notes due 2028 | AMT 28A | New York Stock Exchange |
| 0.875% Senior Notes due 2029 | AMT 29B | New York Stock Exchange |
| 0.950% Senior Notes due 2030 | AMT 30C | New York Stock Exchange |
| 4.625% Senior Notes due 2031 | AMT 31B | New York Stock Exchange |
| 1.000% Senior Notes due 2032 | AMT 32 | New York Stock Exchange |
| 1.250% Senior Notes due 2033 | AMT 33 | 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 5.07 Submission of Matters to a Vote of Security Holders.

The 2023 Annual Meeting of Stockholders (the “Annual Meeting”) of American Tower Corporation (the “Company”) was held virtually on May 24, 2023. At the Annual Meeting, the Company’s stockholders elected twelve individuals to the Board of Directors (the “Board”), approved Proposals 2 and 3 and voted for one year on Proposal 4. The proposals are described in more detail in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 12, 2023.

The final results of the stockholder voting regarding each proposal were as follows:

1. Election of the following directors for the ensuing year or until their successors are elected and qualified.

| <u>Nominee</u> | <u>Votes Cast For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Votes</u> |
|--------------------|-----------------------|----------------------|------------------------|-------------------------|
| Thomas A. Bartlett | 392,771,475 | 1,825,711 | 416,465 | 24,448,875 |
| Kelly C. Chambliss | 391,593,336 | 3,012,608 | 407,707 | 24,448,875 |
| Teresa H. Clarke | 393,225,278 | 1,385,118 | 403,255 | 24,448,875 |
| Raymond P. Dolan | 386,206,775 | 8,388,161 | 418,715 | 24,448,875 |
| Kenneth R. Frank | 393,356,771 | 1,238,251 | 418,629 | 24,448,875 |
| Robert D. Hormats | 386,595,813 | 7,999,135 | 418,703 | 24,448,875 |
| Grace D. Lieblein | 393,520,538 | 1,090,522 | 402,591 | 24,448,875 |
| Craig Macnab | 392,488,523 | 2,104,694 | 420,434 | 24,448,875 |
| JoAnn A. Reed | 372,384,565 | 22,224,709 | 404,377 | 24,448,875 |
| Pamela D.A. Reeve | 373,007,480 | 21,600,321 | 405,850 | 24,448,875 |
| Bruce L. Tanner | 393,362,723 | 1,231,602 | 419,326 | 24,448,875 |
| Samme L. Thompson | 377,737,989 | 16,858,229 | 417,433 | 24,448,875 |

2. Ratification of the selection of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for 2023.

| <u>Votes Cast For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Votes</u> |
|-----------------------|----------------------|------------------------|-------------------------|
| 397,329,021 | 21,904,478 | 229,027 | — |

3. Approval, on an advisory basis, of the Company’s executive compensation.

| <u>Votes Cast For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Votes</u> |
|-----------------------|----------------------|------------------------|-------------------------|
| 378,742,197 | 15,051,020 | 1,220,434 | 24,448,875 |

4. Vote, on an advisory basis, on the frequency with which the Company will hold a stockholder advisory vote on executive compensation.

| <u>Votes Cast For 1 Year</u> | <u>Votes Cast For 2 Years</u> | <u>Votes Cast For 3 Years</u> | <u>Votes Abstained</u> | <u>Broker Non-Votes</u> |
|------------------------------|-------------------------------|-------------------------------|------------------------|-------------------------|
| 385,746,480 | 159,152 | 8,691,785 | 416,234 | 24,448,875 |

Company to Hold an Annual Vote on Executive Compensation

In light of the voting results with respect to the frequency with which the Company will hold a stockholder advisory vote on executive compensation, the Board has determined that the Company will hold an annual advisory vote on executive compensation, unless and until the Board determines it is in the best interest of the Company to hold such vote with a different frequency.

Item 8.01 Other Events.

On May 25, 2023, the Company issued a press release (the “Press Release”) announcing that the Board declared a cash distribution of \$1.57 per share of the Company’s common stock, payable on July 10, 2023 to the stockholders of record at the close of business on June 16, 2023.

A copy of the Press Release is filed herewith as Exhibit 99.1.

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

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|--|
| 99.1 | Press Release, dated May 25, 2023. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |



Contact: Adam Smith
Senior Vice President, Investor Relations
Telephone: (617) 375-7500

AMERICAN TOWER CORPORATION DECLARES QUARTERLY DISTRIBUTION

BOSTON, MASSACHUSETTS - May 25, 2023 - American Tower Corporation (NYSE: AMT) today announced that its board of directors has declared its quarterly cash distribution of \$1.57 per share on shares of the Company's common stock. The distribution is payable on July 10, 2023 to the stockholders of record at the close of business on June 16, 2023.

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 nearly 226,000 communications sites and a highly interconnected footprint of U.S. data center facilities. For more information about American Tower, please visit the "Earnings Materials" and "Investor Presentations" sections of our investor relations website at www.american tower.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, 2022 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.

###