

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 29, 2001 (January 25, 2001)

AMERICAN TOWER CORPORATION
(Exact Name of Registrant as Specified in Charter)

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

Item 5. Other Events.

On January 25, 2001, American Tower Corporation (the "Company") issued a press release announcing that has agreed to sell \$1,000,000,000 principal amount of its 9 3/8% Senior Notes due 2009 through an institutional private placement. This press release is attached as Exhibit 99.1 and incorporated by reference herein.

On January 25, 2001, a majority of the lenders under the Company's credit facilities approved the offering of the notes, as required as a closing condition of the offering.

This Report is neither an offer to sell nor a solicitation of an offer to buy any of the notes.

The notes have not been registered under the Securities Act of 1933, as amended, or any state securities laws, and are being offered only to qualified institutional buyers in reliance on Rule 144A or in offshore transactions pursuant to Regulation S under the Securities Act. Unless so registered, the notes may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

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

(c) Exhibits

Exhibit No.	Item
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99.1	Press release, dated January 25, 2001.

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: January 29, 2001

By: /s/ Justin D. Benincasa

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

EXHIBIT INDEX

Exhibit No. -----	Description -----
99.1	Press release, dated January 25, 2001.

[AMERICAN TOWER LOGO APPEARS HERE]

ATC Contact: Anne Alter
Director of Investor Relations
Telephone: (617) 375-7500

FOR IMMEDIATE RELEASE

American Tower Corporation Prices Senior Note Offering

Boston, Massachusetts January 25, 2001 - American Tower Corporation (NYSE: AMT) announced that it has agreed to sell \$1,000,000,000 principal amount of its 9 3/8% Senior Notes due 2009 through an institutional private placement. As announced on January 17, 2001, the Company initially sought to raise approximately \$350,000,000 in this offering. The closing of the offering is subject to the consent of a majority of the lenders under the Company's credit facilities, and is expected later this month. The Company expects to use the net proceeds from the offering to finance the construction of towers, to fund acquisitions and for general corporate purposes.

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of the notes.

The notes have not been registered under the Securities Act of 1933, as amended, or any state securities laws, and are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act. Unless so registered, the notes may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.