

**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): September 27, 2004**

**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**  
(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)

**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:

- ☐ 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))

**Item 8.01. Other Events.**

On September 27, 2004, American Tower Corporation (the “Company”) issued a press release announcing a planned institutional private placement of senior notes. On September 29, 2004, the Company issued a press release announcing the pricing of the offering. In accordance with Rule 135(c) of the Securities Act of 1933, as amended, the Company hereby files copies of these releases as Exhibits 99.1 and 99.2, respectively.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

<u>Exhibit No.</u>	<u>Item</u>
99.1	Press release, dated September 27, 2004.
99.2	Press release, dated September 29, 2004.

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**SIGNATURE**

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: September 29, 2004

By: /s/ Bradley E. Singer

Name: Bradley E. Singer

Title: Chief Financial Officer and Treasurer

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Item</b>
99.1	Press release, dated September 27, 2004.
99.2	Press release, dated September 29, 2004.



**ATC Contact: Brad Singer**  
**Chief Financial Officer and Treasurer**  
**Telephone: (617) 375-7500**

FOR IMMEDIATE RELEASE

**American Tower Corporation Announces Planned Senior Note Offering**

**Boston, Massachusetts – September 27, 2004** - American Tower Corporation (NYSE: AMT) today announced that it is seeking to raise approximately \$250 million through an institutional private placement of senior notes. The closing of the offering is expected to occur in early October, subject to market conditions.

The company intends to use all of the net proceeds of the offering to redeem a portion of its 9<sup>3</sup>/<sub>8</sub>% senior notes due 2009.

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

The notes subject to the proposed private placement 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 registration requirements of the Securities Act and applicable state securities laws.

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*This press release contains “forward-looking statements” regarding the company’s ability to complete this private placement. These forward-looking statements involve a number of risks and uncertainties. Among the important factors that could cause actual results to differ materially from those indicated in such forward-looking statements include uncertainties relating to market conditions for corporate debt securities generally, for the securities of telecommunications companies and for the company’s notes in particular.*



**ATC Contact: Brad Singer**  
**Chief Financial Officer and Treasurer**  
**Telephone: (617) 375-7500**

FOR IMMEDIATE RELEASE

**American Tower Corporation Prices Senior Notes Offering**

**Boston, Massachusetts – September 29, 2004** - American Tower Corporation (NYSE: AMT) today announced that it has agreed to sell \$300.0 million principal amount of 7.125% senior notes due October 15, 2012 through an institutional private placement, as previously announced. The notes were priced at par and the aggregate net proceeds to the Company are expected to be approximately \$292.8 million. The closing is expected in early October and is subject to customary closing conditions.

The Company intends to use all of the net proceeds to repurchase or redeem a portion of its outstanding 9 <sup>3</sup>/<sub>8</sub>% senior notes due 2009.

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 registration requirements of the Securities Act and applicable state securities laws.

*This press release contains “forward-looking statements” regarding the company’s ability to complete this private placement. These forward-looking statements involve a number of risks and uncertainties. Among the important factors that could cause actual results to differ materially from those indicated in such forward-looking statements include uncertainties relating to market conditions for corporate debt securities generally, for the securities of telecommunications companies and for the company’s securities in particular.*

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