

CROWN CASTLE INTERNATIONAL CORP  
Form POS AM  
December 15, 2014

As filed with the Securities and Exchange Commission on December 15, 2014

Registration Statement File No. 333-106728  
Registration Statement File No. 333-41106  
Registration Statement File No. 333-37354  
Registration Statement File No. 333-94821  
Registration Statement File No. 333-83395

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 (No. 333-106728)  
POST-EFFECTIVE AMENDMENT NO. 1 (No. 333-41106)  
POST-EFFECTIVE AMENDMENT NO. 1 (No. 333-37354)  
POST-EFFECTIVE AMENDMENT NO. 1 (No. 333-94821)  
POST-EFFECTIVE AMENDMENT NO. 1 (No. 333-83395)  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

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Crown Castle International Corp.  
(Exact name of registrant as specified in its charter)

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Delaware

76-0470458

(State or other jurisdiction of incorporation or  
organization)

(I.R.S. Employer Identification No.)

1220 Augusta Drive  
Suite 600  
Houston, TX 77057  
(713) 570-3000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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Jay A. Brown  
Chief Financial Officer  
Crown Castle International Corp.  
1220 Augusta Drive, Suite 600

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Houston, TX 77057

(713) 570-3000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Copies to:

Stephen L. Burns  
Johnny G. Skumpija  
Cravath, Swaine & Moore LLP  
Worldwide Plaza  
825 Eighth Avenue  
New York, NY 10019  
(212) 474-1000

E. Blake Hawk  
General Counsel  
Crown Castle International Corp.  
1220 Augusta Drive, Suite 600  
Houston, TX 77057  
(713) 570-3000

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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EXPLANATORY NOTE/DEREGISTRATION OF UNREGISTERED SECURITIES

The Registrant is filing these Post-Effective Amendments No. 1 (“Post-Effective Amendments”) to the following Registration Statements on Form S-3 (“Registration Statements”), which have been previously filed with the Securities and Exchange Commission:

- i. Registration No. 333-106728 originally covering 15,597,783 shares of common stock for resale by selling securityholders;
- ii. Registration No. 333-41106 for an indeterminate number of debt securities, preferred stock, common stock and warrants;
- iii. Registration No. 333-37354 for an indeterminate number of shares of common stock and preferred stock and originally covering 24,942,360 shares of common stock for resale by selling stockholders;
- iv. Registration No. 333-94821 for the resale by selling securityholders of an indeterminate number of (i) shares of 8 1/4% series A and series B convertible preferred stock, (ii) warrants to purchase common stock and (iii) shares of common stock issued upon conversion of the convertible preferred stock, as dividend payments in respect of the convertible preferred stock and upon exercise of the warrants; and
- v. Registration No. 333-83395 for an indeterminate number of debt securities, preferred stock, common stock and warrants and originally covering 15,000,000 shares of common stock for resale by selling shareholders.

In accordance with an undertaking made by the Registrant in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities registered under the Registration Statements that have not been sold at the termination of the offering, the Registrant hereby amends the Registration Statements to deregister any remaining securities registered and unsold under the Registration Statements. The securities are being removed from registration because the securities are no longer being offered or sold pursuant to the Registration Statements.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on December 15, 2014.

CROWN CASTLE INTERNATIONAL CORP.

By: /s/ Jay A. Brown  
 Name: Jay A. Brown  
 Title: Senior Vice President, Chief  
 Financial Officer and Treasurer

Pursuant to the requirements of the Securities Act of 1933, as amended, these Post-Effective Amendments have been signed by the following persons in the capacities and on the dates indicated.

| Name                     | Title   | Date                 |
|--------------------------|---|----------------------|
| /s/ W. Benjamin Moreland | President, Chief Executive Officer and<br>Director              | December 15,<br>2014 |
| W. Benjamin Moreland     | (Principal Executive Officer)                                   |                      |
| /s/ Jay A. Brown         | Senior Vice President, Chief Financial<br>Officer and Treasurer | December 15,<br>2014 |
| Jay A. Brown             | (Principal Financial Officer)                                   |                      |
| /s/ Rob A. Fisher        | Vice President and Controller                                   | December 15,<br>2014 |
| Rob A. Fisher            | (Principal Accounting Officer)                                  |                      |
| /s/ J. Landis Martin     | Chairman of the Board of Directors                              | December 15,<br>2014 |
| J. Landis Martin         |   |                      |
| /s/ P. Robert Bartolo    | Director  | December 15,<br>2014 |
| P. Robert Bartolo        |   |                      |
| /s/ Cindy Christy        | Director  | December 15,<br>2014 |
| Cindy Christy            |   |                      |

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|                              |          |                      |
|------------------------------|----------|----------------------|
| /s/ Ari Q. Fitzgerald        | Director | December 15,<br>2014 |
| Ari Q. Fitzgerald            |          |                      |
| /s/ Robert E. Garrison II    | Director | December 15,<br>2014 |
| Robert E. Garrison II        |          |                      |
| /s/ Dale N. Hatfield         | Director | December 15,<br>2014 |
| Dale N. Hatfield             |          |                      |
| /s/ Lee W. Hogan             | Director | December 15,<br>2014 |
| Lee W. Hogan                 |          |                      |
| /s/ Edward C. Hutcheson, Jr. | Director | December 15,<br>2014 |
| Edward C. Hutcheson, Jr.     |          |                      |
| /s/ John P. Kelly            | Director | December 15,<br>2014 |
| John P. Kelly                |          |                      |
| /s/ Robert F. McKenzie       | Director | December 15,<br>2014 |
| Robert F. McKenzie           |          |                      |