

SBA COMMUNICATIONS CORP  
Form 8-K  
October 03, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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**FORM 8-K**

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**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 29, 2005

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**SBA Communications Corporation**

(Exact Name of Registrant as Specified in Its Charter)

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**Florida**

(State or Other Jurisdiction of Incorporation)

**000-30110**  
(Commission File Number)

**65-0716501**  
(IRS Employer Identification No.)

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5900 Broken Sound Parkway N.W. Boca Raton, Florida  
(Address of Principal Executive Offices)

33487  
(Zip Code)

(561) 995-7670

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On September 29, 2005, SBA Communications Corporation (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Lehman Brothers Inc. (the Underwriter) pursuant to which it will sell to the Underwriter 10,000,000 shares of the Company's Class A common stock, par value \$.01 per share, at \$15.16 per share. The public offering price of the shares is \$15.41. The shares are being issued and sold pursuant to the Company's shelf registration statement on Form S-3 (No. 333-41308), as amended (the Registration Statement), which was previously declared effective by the Securities and Exchange Commission (SEC), and the Company's prospectus, dated May 5, 2005, as supplemented by the Company's prospectus supplement, dated September 29, 2005, each as filed with the SEC. Pursuant to the Underwriting Agreement, the Company has agreed not to sell, pledge or otherwise dispose of any shares, or enter into any similar transaction for a period of 60 days from September 29, 2005, except as otherwise permitted under the terms of the Underwriting Agreement, without the prior written consent of the Underwriter. The Underwriting Agreement contains customary representations, warranties, conditions to closing, indemnification rights and obligations of the parties. The Underwriting Agreement and the opinion of Akerman Senterfitt, relating to the legality of the Class A common stock to be issued and sold in the offering, are included as Exhibits 1.1 and 5.1 to this Form 8-K and are hereby incorporated by reference into the Registration Statement.

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

Exhibits

- 1.1 Underwriting Agreement, dated September 29, 2005, by and between SBA Communications Corporation and Lehman Brothers Inc.
- 5.1 Opinion of Akerman Senterfitt.
- 23.1 Consent of Akerman Senterfitt (included in Exhibit 5.1).

**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.

Date: October 3, 2005

**SBA COMMUNICATIONS CORPORATION**

By: /s/ Anthony J. Macaione

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Anthony J. Macaione  
Chief Financial Officer

<u>Exhibit No.</u>	<u>Description</u>
1.1	Underwriting Agreement, dated September 29, 2005, by and between SBA Communications Corporation and Lehman Brothers Inc.
5.1	Opinion of Akerman Senterfitt.