

Ciarfella Mark R
 Form 4
 March 06, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Ciarfella Mark R

2. Issuer Name and Ticker or Trading Symbol
 SBA COMMUNICATIONS CORP
 [SBAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/04/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP - Operations

C/O SBA COMMUNICATIONS CORPORATION, 8051 CONGRESS AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BOCA RATON, FL 33487

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	03/04/2019		M	944	A <u>(1)</u> 14,757	D	
Class A Common Stock	03/04/2019		F	245 <u>(2)</u>	D \$ 182.11 14,512	D	
Class A Common Stock	03/05/2019		M	1	A \$ 47.52 14,513	D	

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Class A Common Stock	03/05/2019	M	1,046	A	\$ 95.53	15,559	D
Class A Common Stock	03/05/2019	M	5,101	A	\$ 124.59	20,660	D
Class A Common Stock	03/05/2019	S	6,148	D	\$ 183 (3)	14,512	D
Class A Common Stock	03/05/2019	M	753	A	(4)	15,265	D
Class A Common Stock	03/05/2019	F	184 (2)	D	\$ 182.48	15,081	D
Class A Common Stock	03/06/2019	M	860	A	(5)	15,941	D
Class A Common Stock	03/06/2019	M	704	A	(6)	16,645	D
Class A Common Stock	03/06/2019	F	382 (2)	D	\$ 182.1	16,263	D
Class A Common Stock	03/06/2019	M	2,417	A	\$ 124.59	18,680	D
Class A Common Stock	03/06/2019	M	3,430	A	\$ 96.58	22,110	D
Class A Common Stock	03/06/2019	S	5,847	D	\$ 183 (7)	16,263	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V				
Stock Options (Right to Buy)	\$ 47.52	03/05/2019	M		1	<u>(8)</u>	03/06/2019	Class A Common Stock	1
Stock Options (Right to Buy)	\$ 95.53	03/05/2019	M		1,046	<u>(8)</u>	03/06/2021	Class A Common Stock	1,046
Stock Options (Right to Buy)	\$ 124.59	03/05/2019	M		4,101	<u>(9)</u>	03/05/2022	Class A Common Stock	5,101
Stock Options (Right to Buy)	\$ 124.59	03/06/2019	M		2,417	<u>(9)</u>	03/05/2022	Class A Common Stock	2,417
Restricted Stock Units	<u>(10)</u>	03/05/2019	M		753	<u>(11)</u>	<u>(11)</u>	Class A Common Stock	753
Stock Options (Right to Buy)	\$ 96.58	03/06/2019	M		3,430	<u>(12)</u>	03/04/2023	Class A Common Stock	3,430
Restricted Stock Units	<u>(10)</u>	03/04/2019	M		944	<u>(13)</u>	<u>(13)</u>	Class A Common Stock	944
Stock Options (Right to Buy)	\$ 115.17					<u>(14)</u>	03/06/2024	Class A Common Stock	25,100
Restricted Stock Units	<u>(10)</u>	03/06/2019	M		860	<u>(15)</u>	<u>(15)</u>	Class A Common Stock	860
Stock Options (Right to Buy)	\$ 156.5					<u>(16)</u>	03/06/2025	Class A Common Stock	27,000
Restricted Stock	<u>(10)</u>	03/06/2019	M		704	<u>(17)</u>	<u>(17)</u>	Class A Common	704

Units								Stock	
Stock Options (Right to Buy)	\$ 182.3	03/06/2019	A	29,796	(18)	03/06/2026		Class A Common Stock	29,796
Restricted Stock Units	(10)	03/06/2019	A	2,771	(19)	(19)		Class A Common Stock	2,771

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ciarfella Mark R C/O SBA COMMUNICATIONS CORPORATION 8051 CONGRESS AVENUE BOCA RATON, FL 33487				EVP - Operations

Signatures

/s/ Thomas P. Hunt,
Attorney-in-Fact

03/06/2019

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On March 4, 2019, 944 of the Reporting Person's restricted stock units were settled for an equal number of shares of Class A Common Stock.
- (2) Shares withheld for payment of tax liability.
Represents the weighted average price of the shares sold. The prices of the shares sold pursuant to the transactions ranged from \$183.00 to \$183.06 per share. The Reporting Person, upon request, will provide the Securities and Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price.
- (3) On March 5, 2019, 753 of the Reporting Person's restricted stock units were settled for an equal number of shares of Class A Common Stock.
- (4) On March 6, 2019, 860 of the Reporting Person's restricted stock units were settled for an equal number of shares of Class A Common Stock.
- (5) On March 6, 2019, 704 of the Reporting Person's restricted stock units were settled for an equal number of shares of Class A Common Stock.
Represents the weighted average price of the shares sold. The prices of the shares sold pursuant to the transactions ranged from \$183.00 to \$183.03 per share. The Reporting Person, upon request, will provide the Securities and Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price.
- (6) These options are immediately exercisable.
- (7) These options vest in accordance with the following schedule: 7,517 vest on each of the first through third anniversaries of the grant date and 7,518 vest on the fourth anniversary of the grant date (March 5, 2015).
- (8) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
- (9)
- (10)
- (11)

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These restricted stock units vest in accordance with the following schedule: 752 vest on each of the first through third anniversaries of the grant date and 753 vest on the fourth anniversary of the grant date (March 5, 2015).

- (12) These options vest in accordance with the following schedule: 9,655 vest on each of the first through fourth anniversaries of the grant date (March 4, 2016).
- (13) These restricted stock units vest in accordance with the following schedule: 943 vest on the first anniversary of the grant date and 944 vest on each of the second through fourth anniversaries of the grant date (March 4, 2016).
- (14) These options vest in accordance with the following schedule: 8,377 vest on each of the first through fourth anniversaries of the grant date (March 6, 2017).
- (15) These restricted stock units vest in accordance with the following schedule: 859 vest on the first anniversary of the grant date and 860 vest on each of the second through fourth anniversaries of the grant date (March 6, 2017).
- (16) These options vest in accordance with the following schedule: 6,759 vest on each of the first through third anniversaries of the grant date and 6,760 vest on the fourth anniversary of the grant date (March 6, 2018).
- (17) These restricted stock units vest in accordance with the following schedule: 704 vest on each of the first and the third anniversaries of the grant date and 705 vest on each of the second and the fourth anniversaries of the grant date (March 6, 2018).
- (18) These options vest in accordance with the following schedule: 7,449 vest on each of the first through fourth anniversaries of the grant date (March 6, 2019).
- (19) These restricted stock units vest in accordance with the following schedule: 692 vest on first anniversary of the grant date and 693 vest on each of the second through fourth anniversaries of the grant date (March 6, 2019).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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