

CROWN CASTLE INTERNATIONAL CORP

Form S-8 POS

December 15, 2014

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

Registration Statement File No. 333-101008

Registration Statement File No. 333-67379

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 (No. 333-101008)

POST-EFFECTIVE AMENDMENT NO. 1 (No. 333-67379)

TO

FORM S-8  
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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Crown Castle International Corp. 2001 Stock Incentive Plan  
Crown Castle International Corp. 1995 Stock Option Plan  
Castle Transmissions Services (Holdings) Ltd. All Employee Share Option Scheme  
Castle Transmissions Services (Holdings) Ltd. Unapproved Share Option Scheme

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Castle Transmissions Services (Holdings) Ltd. Bonus Share Plan  
Castle Transmissions Services (Holdings) Ltd. Deed of Grant Options to Ted B. Miller, Jr., David L. Ivy and George  
R. Reese  
(Full Titles of the Plans)

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Jay A. Brown  
Chief Financial Officer  
Crown Castle International Corp.  
1220 Augusta Drive, Suite 600  
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  
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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-8 ("Registration Statements"), which have been previously filed with the Securities and Exchange Commission:

- i. Registration File No. 333-101008 originally covering an aggregate of 8,000,000 shares of common stock of Crown Castle International Corp. in connection with the Crown Castle International Corp. 2001 Stock Incentive Plan; and
- ii. Registration File No. 333-67379 originally covering an aggregate of 31,420,251 shares of common stock of Crown Castle International Corp. and an aggregate of 714,714 options to acquire shares of common stock of Crown Castle International Corp. in connection with the Crown Castle International Corp. 1995 Stock Option Plan, Castle Transmissions Services (Holdings) Ltd. All Employee Share Option Scheme, Castle Transmissions Services (Holdings) Ltd. Unapproved Share Option Scheme, Castle Transmissions Services (Holdings) Ltd. Bonus Share Plan and Castle Transmissions Services (Holdings) Ltd. Deed of Grant Options to Ted B. Miller, Jr., David L. Ivy and George R. Reese (collectively, together with the Crown Castle International Corp. 2001 Stock Incentive Plan, "Plans").

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 registrant no longer offers or sells the securities under the Plans referenced above and in 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-8 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/ W. Benjamin Moreland  
 Name: W. Benjamin Moreland  
 Title: President, Chief Executive Officer and Director

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 Director	December 15, 2014
W. Benjamin Moreland	(Principal Executive Officer)	
/s/ Jay A. Brown	Senior Vice President, Chief Financial Officer and Treasurer	December 15, 2014
Jay A. Brown	(Principal Financial Officer)	
/s/ Rob A. Fisher	Vice President and Controller	December 15, 2014
Rob A. Fisher	(Principal Accounting Officer)	
/s/ J. Landis Martin	Chairman of the Board of Directors	December 15, 2014
J. Landis Martin		
/s/ P. Robert Bartolo	Director	December 15, 2014
P. Robert Bartolo		
/s/ Cindy Christy	Director	December 15, 2014
Cindy Christy		
/s/ Ari Q. Fitzgerald	Director	December 15, 2014

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Ari Q. Fitzgerald

/s/ Robert E. Garrison II	Director	December 15, 2014
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Robert E. Garrison II

/s/ Dale N. Hatfield	Director	December 15, 2014
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Dale N. Hatfield

/s/ Lee W. Hogan	Director	December 15, 2014
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Lee W. Hogan

/s/ Edward C. Hutcheson, Jr.	Director	December 15, 2014
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Edward C. Hutcheson, Jr.

/s/ John P. Kelly	Director	December 15, 2014
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John P. Kelly

/s/ Robert F. McKenzie	Director	December 15, 2014
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Robert F. McKenzie