

AMERICAN TOWER CORP /MA/
Form SC TO-I/A
July 29, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

(RULE 13e-4)

TENDER OFFER STATEMENT

UNDER SECTION 14(d)(1) OR 13(e)(1)

OF THE SECURITIES EXCHANGE ACT OF 1934

AMENDMENT NO. 2

AMERICAN TOWER CORPORATION

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Class A Common Stock, \$.01 Par Value Per Share,

Having an Exercise Price of \$10.25 or more Per Share

(Title of Class of Securities)

029912 201

(CUSIP Number of Class of Securities)

(Underlying Class A Common Stock)

William H. Hess, Esq.

Executive Vice President, General Counsel, and Secretary

American Tower Corporation

116 Huntington Avenue

Boston, Massachusetts 02116

(617) 375-7500

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

With a Copy to:

Matthew J. Gardella

Palmer & Dodge LLP

111 Huntington Avenue

Boston, Massachusetts 02199

(617) 239-0100

.. Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:
Form or Registration No.:

Not applicable.
Not applicable.

Filing party:
Date filed:

Not applicable.
Not applicable.

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

.. third party tender offer subject to Rule 14d-1.

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- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

INTRODUCTORY STATEMENT

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO filed by American Tower Corporation (the Company) with the Securities and Exchange Commission on June 24, 2003, as amended by the Tender Offer Statement on Schedule TO/A filed with the Commission on July 22, 2003, relating to a voluntary option exchange program being offered to the Company's non-executive employees for compensatory purposes. This program was approved by the Company's stockholders at its Annual Meeting of Stockholders on May 22, 2003. This amendment is being filed solely to add two more exhibits.

ITEM 12. EXHIBITS.

Item 12 is hereby amended and supplemented to add Exhibit (a)(12), the press release, dated July 28, 2003, announcing the Company's proposed Class A common stock offering, and Exhibit (a)(13), the press release, dated July 28, 2003, announcing the Company's proposed convertible notes offering.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 to Schedule TO is true, complete and correct.

AMERICAN TOWER CORPORATION

/s/ JUSTIN D. BENINCASA

Justin D. Benincasa

Executive Vice President, Finance

Date: July 29, 2003

EXHIBIT INDEX

Exhibit Number	Description
(a)(12)	Press Release, dated July 28, 2003, announcing the Company's proposed Class A common stock offering.
(a)(13)	Press Release, dated July 28, 2003, announcing the Company's proposed convertible notes offering.