

CROWN CASTLE INTERNATIONAL CORP  
Form 8-K  
June 01, 2015

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): May 29, 2015**

**Crown Castle International Corp.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-16441**  
**(Commission**

**File Number)**  
**1220 Augusta Drive**

**76-0470458**  
**(IRS Employer**

**Identification Number)**

**Suite 600**

**Houston, TX 77057**

**(Address of Principal Executive Office)**

**Registrant's telephone number, including area code: (713) 570-3000**

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))

**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

(d) On May 29, 2015, the Board of Directors ( Board ) of Crown Castle International Corp. ( Company ) increased the number of directors on the Board to 12 and appointed Anthony J. Melone to the Board as a director. Mr. Melone has not yet been appointed to any committees of the Board, although the Board may appoint him to one or more committees in the future. Mr. Melone has over 32 years of experience in the telecommunications industry, including having served as Executive Vice President and Chief Technology Officer for Verizon Communications from December 2010 to April 2015. In addition, Mr. Melone served in a variety of positions with Verizon Wireless from 2000 to December 2010, including as Senior Vice President and Chief Technical Officer from 2007 to December 2010. Verizon Wireless accounted for approximately 18% of the Company s consolidated revenues for the year ended December 31, 2014, adjusted to give effect to the sale of Crown Castle Australia Holdings Pty Ltd.

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

The annual meeting of stockholders of the Company ( Annual Meeting ) was held on May 29, 2015, at which meeting the Company s stockholders (1) elected each of the eight nominees for director for a one-year term, (2) ratified the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accountants for fiscal year 2015, (3) approved, on a non-binding, advisory basis, the compensation of the Company s named executive officers as described in the Company s Proxy Statement for the Annual Meeting, and (4) expressed a non-binding preference that the Company conduct a vote on the compensation of the Company s named executive officers every year. The final voting results for each proposal submitted to a vote are set forth below:

**1) Election of directors:**

| Name                  | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-----------------------|-------------|---------------|-------------|------------------|
| P. Robert Bartolo     | 282,538,704 | 1,626,531     | 37,023      | 13,470,714       |
| Cindy Christy         | 265,107,426 | 19,062,898    | 31,934      | 13,470,714       |
| Ari Q. Fitzgerald     | 282,165,370 | 1,999,233     | 37,655      | 13,470,714       |
| Robert E. Garrison II | 282,420,977 | 1,743,499     | 37,782      | 13,470,714       |
| Dale N. Hatfield      | 279,682,140 | 4,483,005     | 37,113      | 13,470,714       |
| Lee W. Hogan          | 280,262,535 | 3,901,877     | 37,846      | 13,470,714       |
| John P. Kelly         | 281,067,564 | 3,112,205     | 22,489      | 13,470,714       |
| Robert F. McKenzie    | 280,124,494 | 4,040,157     | 37,607      | 13,470,714       |

**2) The ratification of appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accountants for fiscal year 2015:**

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 296,729,808 | 783,580       | 159,584     | 0                |

**3) The non-binding, advisory vote regarding the compensation of the Company s named executive officers:**

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
|-----------|---------------|-------------|------------------|

|             |           |         |            |
|-------------|-----------|---------|------------|
| 281,586,549 | 2,402,815 | 212,894 | 13,470,714 |
|-------------|-----------|---------|------------|

**4) The nonbinding, advisory vote on the frequency of voting on the compensation of the Company's named executive officers:**

| <b>One Year</b> | <b>Two Years</b> | <b>Three Years</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-----------------|------------------|--------------------|--------------------|-------------------------|
| 203,292,426     | 3,739,739        | 76,968,837         | 201,256            | 13,470,714              |

**ITEM 7.01 REGULATION FD DISCLOSURE**

On May 29, 2015, the Company issued a press release announcing the appointment of Anthony J. Melone to the Board. The press release is furnished herewith as Exhibit 99.1 to this Form 8-K. See also Item 5.02 of this Form 8-K.

On May 29, 2015, the Company issued a press release announcing the declaration of a quarterly dividend of \$0.82 per share of Company common stock, par value \$0.01 per share, payable on June 30, 2015 to stockholders of record at the close of business on June 19, 2015. The press release is furnished herewith as Exhibit 99.2 to this Form 8-K.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

As described in Item 7.01 of this Report, the following exhibits are furnished as part of this Current Report on Form 8-K:

Exhibit

| No.  | Description                      |
|------|----------------------------------|
| 99.1 | Press Release dated May 29, 2015 |
| 99.2 | Press Release dated May 29, 2015 |

The information in Item 7.01 and Exhibits 99.1 and 99.2 attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**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.

**CROWN CASTLE INTERNATIONAL  
CORP.**

By: /s/ E. Blake Hawk

Name: E. Blake Hawk

Title: Executive Vice President and General  
Counsel

Date: June 1, 2015

**EXHIBIT INDEX**

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