

AMERICAN TOWER CORP /MA/  
Form 8-K  
February 16, 2016

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): February 12, 2016

AMERICAN TOWER CORPORATION  
(Exact Name of Registrant as Specified in Charter)

|   |  |  |
|---|--|--|
| Delaware<br>(State or Other Jurisdiction of<br>Incorporation) | 001-14195<br>(Commission File<br>Number) | 65-0723837<br>(IRS Employer Identification<br>No.) |
|---|--|--|

116 Huntington Avenue  
Boston, Massachusetts 02116  
(Address of Principal Executive Offices) (Zip Code)  
(617) 375-7500  
(Registrant's telephone number, including area code)  
Not Applicable  
(Former name or former address, if changed since last report)

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in fiscal year.

Effective February 12, 2016, the Board of Directors (the “Board”) of American Tower Corporation (the “Company”) adopted amendments to the Company’s Amended and Restated By-Laws (as so amended, the “By-Laws”) to implement proxy access and to make certain other conforming revisions.

Article III, Section 10 of the Company’s By-Laws permits a stockholder, or a group of up to twenty (20) stockholders, owning three percent (3%) or more of the Company’s outstanding common stock continuously for at least three (3) years to nominate and include in the Company’s annual meeting proxy materials director nominees constituting up to twenty-five percent (25%) of the Board, provided that the stockholder(s) and the nominee(s) satisfy the requirements specified in the By-Laws.

The foregoing summary is qualified in its entirety by the By-Laws of the Company, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description  |
|-------------|--|
| 3.1         | Amended and Restated By-Laws of American Tower Corporation, effective as of February 12, 2016. |

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SIGNATURE

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.

AMERICAN TOWER CORPORATION  
(Registrant)

Date: February 16, 2016

By: /s/ Thomas A. Bartlett  
Thomas A. Bartlett  
Executive Vice President and Chief Financial  
Officer

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EXHIBIT INDEX

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