

AMERICAN TOWER CORP /MA/
Form 8-K
February 14, 2019

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 14, 2019

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

~~01~~1195 65-0723837
(State
or
Commission File (IRS Employer Identification
Number) No.)
of
Incorporation)

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))

Indicate by check mark whether the registrant is
an emerging growth company as defined in Rule
405 of the Securities Act of 1933 (17 CFR
§230.405) or Rule 12b-2 of the Securities
Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ..

If an emerging growth company, indicate by
check mark if the registrant has elected not to use
the extended transition period for complying with
any new or revised financial accounting standards
provided pursuant to Section 13(a) of the
Exchange Act. ..

Item 1.01 Entry into a Material Definitive Agreement.

On February 14, 2019, American Tower Corporation (the “Company”) entered into a loan agreement (the “Term Loan Agreement”) for a new \$1.3 billion unsecured term loan (the “Term Loan”) with Mizuho Bank, Ltd., as Administrative Agent, Joint Lead Arranger and Joint Bookrunner (each as defined therein), and The Bank of Nova Scotia and TD Securities (USA) LLC, as Co-Syndication Agents, Joint Lead Arrangers and Joint Bookrunners (each as defined therein).

The Term Loan matures on February 13, 2020. All outstanding principal and accrued but unpaid interest will be due and payable in full at maturity. The Term Loan does not require amortization of principal and may be paid prior to maturity in whole or in part at the Company’s option without penalty or premium.

The Company used the net proceeds from the Term Loan, together with cash on hand, to repay existing indebtedness under its \$1.5 billion term loan agreement entered into on March 29, 2018 (the “2018 Term Loan”). The Company has the option of choosing either a defined base rate or the London Interbank Offered Rate (“LIBOR”) as the applicable base rate for borrowings under the Term Loan. The interest rate ranges between 0.550% and 1.375% above LIBOR for LIBOR based borrowings or up to 0.375% above the defined base rate for base rate borrowings, in each case based upon the Company’s debt ratings. The current applicable interest rate under the Term Loan is LIBOR plus 0.800%.

The Term Loan Agreement contains certain reporting, information, financial and operating covenants and other restrictions (including limitations on additional debt, guaranties, sales of assets and liens) with which the Company or its Subsidiaries must comply, including the following two financial maintenance tests (each of the capitalized terms as defined in the Term Loan Agreement):

a Company total leverage ratio (Total Debt to Adjusted EBITDA) of not greater than 6.00 to 1.00 as of the end of each fiscal quarter (or not greater than 7.00 to 1.00 as of the specified time periods after the occurrence of certain qualified acquisitions); and

a senior secured leverage ratio (Senior Secured Debt to Adjusted EBITDA) of not greater than 3.00 to 1.00 for the Company and its Subsidiaries.

In addition, if the Company’s debt ratings are below investment grade, the Company shall also maintain an interest coverage ratio (Adjusted EBITDA to Interest Expense, as defined in the Term Loan Agreement) of not less than 2.50 to 1.00 for the Company and its Subsidiaries.

Any failure to comply with the financial and operating covenants of the Term Loan Agreement may constitute a default, which could result in, among other things, the amounts outstanding, including all accrued interest and unpaid fees, becoming immediately due and payable.

Certain of the lenders under the Term Loan Agreement and other parties to the Term Loan Agreement or their affiliates have provided, and may in the future provide, commercial banking, underwriting, lending, investment banking and financial advisory services in the ordinary course of business for the Company, its subsidiaries and certain of its affiliates, for which they have received or will receive customary fees and commissions.

The foregoing description is only a summary of certain provisions of the Term Loan Agreement and is qualified in its entirety by the terms of the Term Loan Agreement, a copy of which will be filed as an exhibit to the Company’s Annual Report on Form 10-K for the year ended December 31, 2018.

Item 1.02 Termination of a Material Definitive Agreement.

On February 14, 2019, the Company repaid all outstanding amounts under the 2018 Term Loan.

For a summary of the material terms of the 2018 Term Loan, see the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, filed on May 2, 2018.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information included under Item 1.01 above is incorporated into this Item 2.03 by reference.

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 14, 2019 By: /s/ Thomas A. Bartlett
Thomas A. Bartlett
Executive Vice President and Chief Financial Officer