

AMERICAN TOWER CORP /MA/
Form DEFM14A
October 11, 2011
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement.
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).
- Definitive Proxy Statement.
- Definitive Additional Materials.
- Soliciting Material Pursuant to §240.14a-12.

American Tower Corporation

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Proxy Statement/Prospectus

October 7, 2011

Dear Stockholder:

I am pleased to invite you to attend a special meeting of stockholders of American Tower Corporation, or American Tower, a Delaware corporation, which will be held on November 29, 2011 at 11:00 a.m., local time, in the Braemore/Kenmore Room at the Colonnade Hotel, 120 Huntington Avenue, Boston, Massachusetts 02116.

I am also pleased to report that the American Tower board of directors has unanimously approved a plan to reorganize the business operations of American Tower to allow American Tower to be taxed as a real estate investment trust, or REIT, for federal income tax purposes. We refer to this reorganization plan as the REIT conversion.

The REIT conversion will be implemented through a series of steps including, among other things, the merger of American Tower into American Tower REIT, Inc., or American Tower REIT, a Delaware corporation and wholly owned subsidiary of American Tower, which was recently formed in connection with the REIT conversion. Effective at the time of the merger, American Tower REIT will be renamed American Tower Corporation and will hold, directly or indirectly through its subsidiaries, the assets currently held by American Tower and will conduct the existing businesses of American Tower and its subsidiaries. In the merger, you will receive a number of shares of American Tower REIT common stock equal to, and in exchange for, the number of shares of American Tower Class A common stock you own. We anticipate that the shares of American Tower REIT common stock will trade on the New York Stock Exchange under the symbol AMT.

The affirmative vote of the holders of a majority of the outstanding shares of Class A common stock entitled to vote is required for the adoption of the merger agreement. After careful consideration, the board of directors has unanimously approved the REIT conversion, including the merger and other reorganization transactions, and recommends that all stockholders vote FOR the adoption of the merger agreement.

This proxy statement/prospectus is a prospectus of American Tower REIT as well as a proxy statement for American Tower and provides you with detailed information about the REIT conversion, the merger and the special meeting. **We encourage you to read carefully this entire proxy statement/prospectus, including all its annexes, and we especially encourage you to read the section entitled Risk Factors beginning on page 19.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the shares of common stock to be issued by American Tower REIT under this proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This proxy statement/prospectus is dated October 7, 2011 and is being first mailed to stockholders on or about October 11, 2011.

Sincerely,
James D. Taiclet, Jr.
Chairman of the Board, President and

Chief Executive Officer

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AMERICAN TOWER CORPORATION

116 Huntington Avenue

Boston, Massachusetts 02116

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS OF

AMERICAN TOWER CORPORATION

TO BE HELD ON NOVEMBER 29, 2011

NOTICE IS HEREBY GIVEN that a special meeting of stockholders of American Tower Corporation, a Delaware corporation, will be held on November 29, 2011 at 11:00 a.m., local time, in the Braemore/Kenmore Room at the Colonnade Hotel, 120 Huntington Avenue, Boston, Massachusetts 02116, for the following purposes:

1. To consider and vote upon a proposal to adopt the Agreement and Plan of Merger dated August 24, 2011 between American Tower Corporation and American Tower REIT, Inc., a newly formed wholly owned subsidiary of American Tower, which is part of the reorganization through which American Tower intends to qualify as a real estate investment trust, or REIT, for federal income tax purposes; and
2. To consider and vote upon a proposal to permit American Tower's board of directors to adjourn the special meeting, if necessary, for further solicitation of proxies if there are not sufficient votes at the originally scheduled time of the special meeting to approve the foregoing proposal.

The board of directors of American Tower has approved and recommends that you vote FOR the proposals that are described in more detail in this proxy statement/prospectus.

American Tower reserves the right to cancel or defer the merger or the REIT conversion even if stockholders of American Tower vote to adopt the merger agreement and the other conditions to the completion of the merger are satisfied or waived, if the American Tower board of directors determines that the merger or the REIT conversion are no longer in the best interests of American Tower and its stockholders.

If you own shares of American Tower Class A common stock as of the close of business on October 3, 2011, you are entitled to notice of, and to vote those shares by proxy or at the special meeting and at any adjournment or postponement of the special meeting. During the ten-day period before the special meeting, American Tower will keep a list of stockholders entitled to vote at the special meeting available for inspection during normal business hours at American Tower's offices in Boston, Massachusetts, for any purpose germane to the special meeting. The list of stockholders will also be provided and kept at the location of the special meeting for the duration of the special meeting, and may be inspected by any stockholder who is present.

Your vote is important. Whether or not you plan to attend the special meeting in person, please complete, sign, date and promptly return the enclosed proxy card and return it in the enclosed envelope. You may also authorize a proxy to vote your shares by telephone or over the Internet as described in your proxy card. Stockholders who return proxy cards by mail or vote by telephone or over the Internet prior to the special meeting may nevertheless attend the special meeting, revoke their proxies and vote their shares at the special meeting.

We encourage you to read the attached proxy statement/prospectus carefully. If you have any questions or need assistance voting your shares, please call our proxy solicitor, Alliance Advisors, LLC, toll-free at (877) 777-4575.

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By order of the board of directors,

Edmund DiSanto
Executive Vice President, Chief Administrative

Officer, General Counsel and Secretary

Boston, Massachusetts October 7, 2011

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WHERE YOU CAN FIND MORE INFORMATION

American Tower files annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, or SEC. American Tower's SEC filings are available to the public over the Internet at the SEC's website at <http://www.sec.gov>. Please note that the SEC's website is included in this proxy statement/prospectus and any applicable prospectus supplement as an inactive textual reference only. The information contained on the SEC's website is not incorporated by reference into this proxy statement/prospectus and should not be considered to be part of this proxy statement/prospectus, except as described in the following paragraph. You may also read and copy any document we file with the SEC at its public reference facility at 100 F Street, NE, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference facility.

We incorporate by reference into this proxy statement/prospectus, which means that we can disclose important information to you by referring you specifically to those documents. The information incorporated by reference is an important part of this proxy statement/prospectus. Certain information that we subsequently file with the SEC will automatically update and supersede information in this prospectus and in our other filings with the SEC. We incorporate by reference the documents listed below, which we have already filed with the SEC, and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or Exchange Act, between the date of this proxy statement/prospectus and the date of the special meeting, except that we are not incorporating any information included in a Current Report on Form 8-K that has been or will be furnished (and not filed) with the SEC, unless such information is expressly incorporated herein by reference to a furnished Current Report on Form 8-K or other furnished document:

our Annual Report on Form 10-K for the year ended December 31, 2010 filed with the SEC on February 28, 2011;

our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2011 and June 30, 2011 filed with the SEC on May 5, 2011 and August 4, 2011, respectively;

the information in our Definitive Proxy Statement on Schedule 14A filed with the SEC on April 7, 2011 that is deemed filed with the SEC under the Exchange Act;

our Current Reports on Form 8-K filed with the SEC on January 31, 2011, March 8, 2011, March 16, 2011, April 12, 2011, May 19, 2011, June 3, 2011, August 25, 2011, September 7, 2011, September 22, 2011, October 4, 2011 and October 6, 2011; and

the description of our Class A common stock contained in our Registration Statement on Form 8-A filed with the SEC on June 4, 1998 under the Exchange Act, and any subsequent amendments and reports filed to update such description.

You may request a copy of these filings at no cost, by writing or calling us at the following address: 116 Huntington Avenue, Boston, Massachusetts 02116, Telephone: (617) 375-7500, Attention: Investor Relations.

American Tower REIT, Inc., or American Tower REIT, has filed a registration statement on Form S-4 to register with the SEC the American Tower REIT common stock that American Tower stockholders will receive in connection with the merger if the merger is approved and completed. This proxy statement/prospectus is part of the registration statement of American Tower REIT on Form S-4 and is a prospectus of American Tower REIT and a proxy statement of American Tower for its special meeting.

Upon completion of the merger, American Tower REIT will be required to file annual, quarterly and special reports, proxy statements and other information with the SEC.

You should only rely on the information in, or incorporated by reference into, this proxy statement/prospectus. No one has been authorized to provide you with different information. You should not assume that the information contained in this proxy statement/prospectus is accurate as of any date other than the date on the front page. We are not making an offer to exchange or sell (or soliciting any offer to buy) any securities, or soliciting any proxy, in any state where it is unlawful to do so.

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QUESTIONS AND ANSWERS ABOUT THE REIT CONVERSION AND THE MERGER

What follows are questions that you, as a stockholder of American Tower Corporation, or American Tower, may have regarding the REIT conversion, the merger and the special meeting of stockholders, or the special meeting, and the answers to those questions. You are urged to carefully read this proxy statement/prospectus and the other documents referred to in this proxy statement/prospectus in their entirety because the information in this section may not provide all of the information that might be important to you with respect to the REIT conversion and the merger or the special meeting. Additional important information is contained in the annexes to, and the documents incorporated by reference into, this proxy statement/prospectus.

The information contained in this proxy statement/prospectus, unless otherwise indicated, assumes the REIT conversion and all the transactions related to the REIT conversion, including the merger, will occur. When used in this proxy statement/prospectus, unless otherwise specifically stated or the context otherwise requires, the terms Company, American Tower, we, our and us refer to American Tower Corporation and its subsidiaries with respect to the period prior to the merger, and American Tower REIT and its subsidiaries, including the taxable REIT subsidiaries, with respect to the period after the merger.

Q. What are we planning to do?

- A. The board of directors of American Tower has approved a plan to reorganize American Tower's business operations so that American Tower can elect to be treated as a real estate investment trust, or REIT, for federal income tax purposes. We refer to this plan, including the related reorganization transactions, as the REIT conversion. The board of directors of American Tower has determined that the REIT conversion would be in the best interests of American Tower and its stockholders. The REIT conversion includes the following key elements:

a reorganization of our business operations to facilitate the election to be taxed as a REIT for federal income tax purposes;

the payment of a one-time special distribution, expected to be paid in the fourth quarter of 2011, to distribute our accumulated earnings and profits, if any, prior to the REIT conversion; and

the payment of regular quarterly distributions, the amount of which will be determined, and is subject to adjustment, by the board of directors and the declaration of which is expected to commence in the first quarter of 2012.

Q. What is a REIT?

- A. A REIT is a company that qualifies for special treatment for federal income tax purposes because, among other things, it derives most of its income from real estate-based sources and makes a special election under the Internal Revenue Code of 1986, as amended, or the Code. American Tower intends to operate as a REIT that principally invests in, and derives most of its income from, leasing towers, including wireless and broadcast communications towers.

A corporation that qualifies as a REIT generally is not subject to federal income taxes on its corporate income and gains that it distributes to its stockholders, reducing its corporate level income taxes and substantially eliminating the double taxation of corporate income.

Even if we qualify as a REIT, we may continue to be required to pay federal income tax on earnings from all or a portion of our non-REIT assets or operations, which consist primarily of our network development services segment and distributed antenna system networks, or DAS networks, as currently structured and operated. In addition, our international assets and operations will continue to be subject to taxation in the foreign jurisdictions where those assets are held or those operations are conducted and will not initially be designated as part of our REIT operations. We also may be subject to federal income and excise taxes in certain circumstances, as well as state, local, and foreign income, franchise, property and other taxes.

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Q. What will happen in our REIT conversion?

A. The REIT conversion involves the following key elements:

Merger. American Tower will merge with and into American Tower REIT, a newly formed, wholly owned subsidiary of American Tower, and American Tower REIT will be the surviving entity in the merger and will continue the business and assume the obligations of American Tower. We refer to this transaction in this proxy statement/prospectus as the merger. The merger will facilitate our compliance with REIT tax rules by ensuring the effective adoption of the charter provisions that implement share ownership and transfer restrictions required by the REIT tax rules.

As a consequence of the merger:

there will be no change in the assets we hold or in the businesses we conduct;

there will be no fundamental change to our discretionary capital allocation strategy or current operational strategy;

the existing board of directors and executive management of American Tower prior to the merger will be the board of directors and executive management, respectively, of American Tower REIT immediately following the merger;

the outstanding shares of Class A common stock of American Tower, which we refer to as Class A common stock, will convert into the right to receive the same number of shares of common stock of American Tower REIT, which we refer to as American Tower REIT common stock;

effective at the time of the merger, American Tower REIT will be renamed American Tower Corporation and will become the publicly traded New York Stock Exchange listed company that will continue to operate, directly or indirectly, all of our existing business; and

the rights of the stockholders of American Tower REIT will be governed by the restated certificate of incorporation of American Tower REIT, which we refer to as the American Tower REIT Charter, and the By-Laws, as amended, of American Tower REIT, which we refer to as the American Tower REIT By-Laws.

Other Reorganization Transactions. To comply with certain REIT qualification requirements, we must hold and operate certain of our assets that cannot be held directly by American Tower REIT through one or more taxable REIT subsidiaries, or TRSs. A TRS is a subsidiary of a REIT that pays corporate taxes on its taxable income. Please see the section entitled Material Federal Income Tax Consequences REIT Qualification Requirements Taxable REIT Subsidiaries beginning on page 125 for a more detailed description of the requirements and limitations regarding our expected use of TRSs.

The businesses that we expect to initially contribute to, or retain in, one or more subsidiaries that will elect to be treated as a TRS effective upon the REIT conversion principally consist of our network development services segment, DAS networks business, and our international operations. Net income from our TRSs either will be retained by our TRSs and used to fund their operations, or will be distributed to us, where it either will be reinvested by us into our business or will contribute to income available for distribution to our stockholders.

In the future, we may elect to reorganize and transfer certain assets or operations, such as our international operations, from our TRSs to other subsidiaries of American Tower REIT, including qualified REIT subsidiaries, or QRSs. The assets, liabilities, income, deductions and credits of a QRS are treated as assets, liabilities, income, deductions and credits of the REIT rather than a separate taxable corporation. Please see the section entitled Material Federal Income Tax Consequences REIT Qualification Requirements Our Wholly Owned Subsidiaries and Our Investments through Partnerships beginning on page 125 for a more detailed description of the requirements and limitations regarding our use of QRSs.

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Q. What are our reasons for the REIT conversion and the merger?

A. We are proposing the REIT conversion and the merger primarily for the following reasons:

To increase stockholder value: As a REIT, we believe we will be able to increase the value of American Tower REIT common stock by reducing corporate level taxes on most of our domestic income, primarily the income we receive from leasing our domestic wireless and broadcast communications towers, which in turn may increase the amount of future distributions to stockholders;

To return capital to stockholders: We believe our stockholders will benefit from establishing regular cash distributions, resulting in a yield-oriented stock;

To expand our base of potential stockholders: By becoming a company that makes regular distributions to its stockholders, our stockholder base may expand to include investors attracted by yield, which may improve the liquidity of the American Tower REIT common stock and provide a broader stockholder base; and

To comply with REIT qualification rules: The merger will facilitate our compliance with REIT tax rules by merging American Tower with and into American Tower REIT, the latter of which will adopt and maintain charter documents that implement share ownership and transfer restrictions that are required to comply with such REIT tax rules.

To review the background of, and the reasons for, the REIT conversion and the merger in greater detail, and the related risks associated with the reorganization, see the sections entitled *Background of the REIT Conversion and Merger* beginning on page 38, *Our Reasons for the REIT Conversion and the Merger* beginning on page 40 and *Risk Factors* beginning on page 19.

Q. What will I receive in connection with the REIT conversion? When will I receive it?

A. You will receive:

Shares of American Tower REIT common stock

At the time of the completion of the merger, you will have the right to receive a number of shares of American Tower REIT common stock equal to, and in exchange for, the number of shares of Class A common stock that you then own.

Regular Quarterly Distributions

As a REIT, American Tower REIT will be required to distribute annually at least 90% of its REIT taxable income (determined without regard to the dividends paid deduction and by excluding net capital gain). Our REIT taxable income generally does not include income earned by our TRSs except to the extent the TRSs pay dividends to the REIT. We continue to have net operating loss carry forwards, or NOLs. To the extent we use these NOLs to offset our REIT taxable income, the required distributions to stockholders would be reduced. However, in this case, we may be subject to the alternative minimum tax.

If the merger, which is an important element of the REIT conversion, is approved by our stockholders, we expect to commence declaring regular quarterly distributions beginning the first quarter of 2012, the amount of which will be determined, and is subject to adjustment, by the board of directors. To achieve maximum tax efficiency and retain cash to make selective discretionary investments, we currently anticipate our typical distributions will be based on a payment equal to 100% of our REIT taxable income, subject to adjustment by the board of directors, which at our discretion we may offset with our remaining NOLs after the REIT conversion. Furthermore, distributions will be subject to adjustment by the board of directors. The actual timing and amount of the distributions will be as determined and declared by the board of directors and will depend on, among other factors, our financial condition, earnings, debt covenants and other possible uses of such funds. See the section entitled *Dividend and Distribution Policy* beginning on page 45.

If you dispose of your shares before the record date for the first quarterly distribution, you will not receive the first quarterly distribution or any other regular quarterly distribution.

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Special E&P Distribution

A REIT is not permitted to retain earnings and profits accumulated during years when the company or its predecessor was taxed as a regular C corporation. For American Tower REIT to elect REIT status for the taxable year beginning January 1, 2012, we must distribute to our stockholders on or before December 31, 2012 our undistributed earnings and profits attributable to taxable periods ending prior to January 1, 2012, which we refer to as pre-REIT accumulated earnings and profits. Therefore, for purposes of qualifying as a REIT, we plan to distribute these pre-REIT accumulated earnings and profits, if any, by paying a one-time special cash distribution to stockholders, which we refer to as the special E&P distribution.

We expect that the special E&P distribution will be declared and paid in the fourth quarter of 2011. However, the board of directors may determine to pay the special E&P distribution at another time, but not later than December 31, 2012 if we elect REIT status for the taxable year beginning January 1, 2012. We currently estimate that, if we elect REIT status as of January 1, 2012, the aggregate amount of the special E&P distribution will be no more than \$200 million, and we expect to pay it solely with cash on hand. We will not make a special E&P distribution, however, if we do not have any pre-REIT accumulated earnings and profits.

We have projected our pre-REIT accumulated earnings and profits as of the end of December 31, 2011 using our historic tax returns and other available information through December 31, 2009. Estimates of our pre-REIT accumulated earnings and profits are also based on our projected 2011 taxable income and our current business plans and performance, but the actual amount will vary depending on, among other items, the timing of certain transactions and the actual tax return filed for 2011. The special E&P distribution may be adjusted by any amount that the board of directors may determine is appropriate to protect American Tower REIT's ability to qualify as a REIT, which may result in a distribution amount that exceeds our pre-REIT accumulated earnings and profits. If the special E&P distribution is not sufficient to fully distribute our pre-REIT accumulated earnings and profits, we will make one or more additional distributions to our stockholders in the form of cash prior to the last day of American Tower REIT's first taxable year as a REIT.

If you dispose of your shares before the record date for the special E&P distribution, you will not receive the special E&P distribution.

Q. Will converting to a REIT change our capital allocation strategy?

A. If we convert to a REIT, we will be required to distribute our REIT taxable income to stockholders (determined without regard to the dividends paid deduction and by excluding net capital gain). However, after satisfying any REIT distribution requirements, we expect to continue to prioritize our capital investments as we have in the past.

The objective of our capital allocation strategy is to simultaneously increase recurring free cash flow per share and our return on invested capital. To achieve this, after satisfying any REIT distribution requirements, we expect we would continue to deploy capital through our annual capital expenditure program and acquisitions, and also continue our stock repurchase program, subject to available funds and market conditions.

Annual capital expenditure program. We will continue to reinvest in our existing assets and expand our existing communications site portfolio through our annual capital expenditure program. This includes capital expenditures associated with increasing the capacity of our existing sites, and projects such as new site construction, land acquisitions and shared generator installations. We believe we can achieve, on a risk adjusted basis, the highest incremental recurring free cash flow per share and returns on our invested capital through our annual capital expenditure program.

Acquisitions. We will seek to selectively pursue acquisitions of communications sites. This includes acquisitions in our existing or new markets where we can meet our return on investment criteria. When evaluating international investments, our return on investment criteria reflects the additional risks inherent to the particular geographic area. Compliance with REIT requirements must continually be

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satisfied, which may hinder our ability to make certain attractive investments, including investments in the businesses to be conducted by our TRSs, and to that extent limit our opportunities. To review the risks associated with the REIT conversion and the merger, see **Risk Factors** beginning on page 19.

Stock repurchase program. If we have sufficient capital available to satisfy our REIT distribution requirements, and to fund our annual capital expenditures and acquisition opportunities, we will seek to return additional capital to stockholders. We currently utilize a stock repurchase program to facilitate this return and, following the merger, we expect to continue to have such a program in place.

Q. Will the REIT conversion change our current operational strategy?

- A. We do not anticipate that the REIT conversion will change our current operational strategy. We expect to continue focusing on the following objectives:

Increase the leasing of our existing communications site portfolio. We believe that our highest returns will be achieved by leasing additional space on our existing communications sites. As a result of wireless industry capital spending trends in the markets we serve, we anticipate continued demand for our communications sites because we believe they are attractively located for wireless service providers and have capacity available for additional tenants.

Invest in and selectively grow our communications site portfolio. We seek opportunities to invest and grow our operations through our capital programs and acquisitions. This includes pursuing opportunities to invest through new site construction and acquisitions in our domestic market and in select international markets which we believe have a high-growth wireless industry and are attractive from a macroeconomic and political standpoint.

Further improve on our operational performance. We will continue to seek opportunities to improve our operational performance throughout the organization. This includes investing in our systems and people as we strive to improve our efficiencies and provide best in class service.

Maintain a strong balance sheet. We will continue to maintain our disciplined approach to managing our balance sheet. We believe that our investment grade ratings and our current level of net leverage make us an attractive service provider partner for our tenants, and provide us with consistent access to the capital markets.

Q. Who will be the board of directors and management after the REIT conversion?

- A. The board of directors and executive management of American Tower immediately prior to the merger will be the board of directors and executive management, respectively, of American Tower REIT.

Q. Do any of our directors and executive officers have any interests in the REIT conversion or merger that is different from mine?

- A. No. Our directors and executive officers own shares of our Class A common stock, restricted stock units and options to purchase shares of our Class A common stock and, to that extent, their interest in the REIT conversion and the merger is the same as that of the other holders of shares of our Class A common stock, restricted stock units and options to purchase shares of our Class A common stock.

Q. When and where is the special meeting?

- A. The special meeting will be held on November 29, 2011 at 11:00 a.m., local time, in the Braemore/Kenmore Room at the Colonnade Hotel, 120 Huntington Avenue, Boston, Massachusetts 02116.

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Q. What will I be voting on at the special meeting?

- A. As a stockholder, you are entitled to, and requested to, vote on the proposal to adopt the merger agreement pursuant to which American Tower will be merged with and into American Tower REIT, a wholly owned subsidiary of American Tower, with American Tower REIT as the surviving entity. In addition, you are requested to vote on the proposal to adjourn the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the proposal regarding the adoption of the merger agreement. You are not being asked to vote on any other element of the REIT conversion.

Q. Who can vote on the merger?

- A. If you are a stockholder of record at the close of business on October 3, 2011, you may vote the shares of Class A common stock that you hold on the record date at the special meeting. On or about October 11, 2011, we will begin mailing this proxy statement/prospectus to all persons entitled to vote at the special meeting.

Q. Why is my vote important?

- A. If you do not submit a proxy or vote in person at the meeting, it will be more difficult for us to obtain the necessary quorum to hold the special meeting. In addition, your failure to submit a proxy or to vote in person will have the same effect as a vote against the adoption of the merger agreement. If you hold your shares through a broker, bank, or other nominee, your broker, bank, or other nominee will not be able to cast a vote on the adoption of the merger agreement without instructions from you.

Q. What constitutes a quorum for the special meeting?

- A. A majority of the outstanding shares of Class A common stock being present in person or represented by proxy constitutes a quorum for the meeting.

Q. What vote is required?

- A. The affirmative vote of the holders of a majority of the outstanding shares of Class A common stock entitled to vote is required for the adoption of the merger agreement. As of the close of business on the record date, there were 393,374,333 million shares of Class A common stock outstanding and entitled to vote at the special meeting. Each share of outstanding Class A common stock on the record date is entitled to one vote on each proposal submitted to you for consideration.

Q. How does the board of directors recommend I vote on the merger proposal?

- A. The board of directors of American Tower believes that the REIT conversion, including the merger, is advisable and in the best interests of the company and its stockholders. **The board of directors unanimously recommends that you vote FOR the adoption of the merger agreement.**

Q. When is the merger expected to be completed and the REIT election expected to be made?

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- A. We expect to complete the merger on or about January 1, 2012 or as soon as possible thereafter, and we expect to elect REIT status for the taxable year beginning January 1, 2012. However, we reserve the right to cancel or defer the merger or the REIT conversion even if stockholders of American Tower vote to adopt the merger agreement and other conditions to the completion of the merger are satisfied or waived, if the board of directors determines that the merger or the REIT conversion is no longer in the best interests of American Tower and its stockholders.

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Q. What are some of the risks associated with the REIT conversion and the merger?

A. There are a number of risks relating to the REIT conversion and the merger, including the following:

If American Tower REIT fails to remain qualified as a REIT, it may owe substantial amounts of federal and state income taxes, interest and penalties, and may have reduced funds available for distribution to its stockholders;

There is no assurance that our cash flows from operations will be sufficient for us to fund required distributions; and

Compliance with REIT requirements must continually be satisfied, which may hinder our ability to make certain attractive investments, including investments in the businesses to be conducted by our TRSs, and to that extent limit our opportunities.

To review the risks associated with the REIT conversion and the merger, see the sections entitled **Our Reasons for the REIT Conversion and the Merger** beginning on page 40 and **Risk Factors** beginning on page 19.

Q. Will REIT qualification requirements restrict any of our business activities or limit our financial flexibility?

A. As summarized in the section entitled **Material Federal Income Tax Consequences** beginning on page 119, to qualify as a REIT, we must continually satisfy various qualification tests imposed under the Code, concerning, among other things, the sources of our income, the nature and diversification of our assets and the amounts we distribute to our stockholders. In particular, the REIT qualification requirements could restrict our business activities and financial flexibility because:

we may be required to liquidate or otherwise forego attractive investments to satisfy the asset and income tests or to qualify under certain statutory relief provisions; and

to meet annual distribution requirements, we may be required to distribute amounts that may otherwise be used for our operations, including amounts that may otherwise be invested in future acquisitions, capital expenditures or repayment of debt and it is possible that we might be required to borrow funds, sell assets or raise equity to fund these distributions, even if the then-prevailing market conditions are not favorable for these borrowings, sales or offerings.

Although our use of TRSs may partially mitigate the impact of meeting the requirements necessary to maintain our REIT status, there are limits on our ability to own TRSs. To review in greater detail the risks associated with our status as a REIT and the limits on our ability to own TRSs, see the section entitled **Risk Factors** **Risks Related to the REIT Conversion and the Merger** beginning on page 19.

In reaching its determination regarding a possible REIT conversion, our board of directors considered these REIT qualification requirements and other potential disadvantages regarding a potential REIT conversion, which are more fully described in the sections entitled **Background of the REIT Conversion and Merger** beginning on page 38 and **Our Reasons for the REIT Conversion and the Merger** beginning on page 40.

Q. Will I have to pay federal income taxes as a result of the REIT conversion?

A. No. You will not recognize gain or loss for federal income tax purposes as a result of the exchange of shares of Class A common stock for shares of American Tower REIT common stock in the merger. However, if you are a non-United States person who owns or has owned more than 5% of the outstanding Class A common stock, it may be necessary for you to comply with reporting and other requirements of

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the Treasury regulations in order to achieve nonrecognition of gain on the exchange of your Class A common stock for American Tower REIT common stock in the merger.

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Some or all of the special E&P distribution will result in the recognition of ordinary dividend income by you, which may qualify as qualified dividend income that is potentially eligible for special maximum rates of taxation depending on your circumstances. Any amounts not treated as ordinary dividend income generally will reduce your basis in your Class A common stock (or your American Tower REIT common stock if distributed after the merger) and generally will be taxable as capital gains to the extent in excess of that basis.

The federal income tax treatment of holders of Class A common stock and American Tower REIT common stock depends in some instances on determinations of fact and interpretations of complex provisions of federal income tax law for which no clear precedent or authority may be available. In addition, the tax consequences of holding Class A common stock or American Tower REIT common stock to any particular stockholder will depend on that stockholder's particular tax circumstances. We urge you to consult your tax advisor, particularly if you are a non-United States person, regarding the specific tax consequences, including the federal, state, local and foreign tax consequences to you in light of your particular investment in, or the tax circumstances of acquiring, holding, exchanging or otherwise disposing of, Class A common stock or American Tower REIT common stock.

Q. Am I entitled to dissenters' rights?

A. No. Under Delaware law, you are not entitled to any dissenters' rights of appraisal in connection with the REIT conversion or the merger.

Q. How do I vote without attending the special meeting?

A. If you are a holder of Class A common stock on the record date, you may vote by completing, signing and promptly returning the proxy card in the self-addressed stamped envelope provided. You may also authorize a proxy to vote your shares by telephone or over the Internet as described in your proxy card. Authorizing a proxy by telephone or over the Internet or by mailing a proxy card will not limit your right to attend the special meeting and vote your shares in person. Those stockholders of record who choose to vote by telephone or over the Internet must do so no later than 11:59 p.m., Eastern Time, on November 28, 2011.

Q. Can I attend the special meeting and vote my shares in person?

A. Yes. All stockholders are invited to attend the special meeting. Stockholders of record at the close of business on the record date are invited to attend and vote at the special meeting. If your shares are held by a broker, bank or other nominee, then you are not the stockholder of record. Therefore, to vote at the special meeting, you must bring the appropriate documentation from your broker, bank or other nominee confirming your beneficial ownership of the shares.

Q. If my shares are held in street name by my broker, bank or other nominee, will my broker, bank or other nominee vote my shares for me?

A. No. If your shares are held in street name by your broker, bank or other nominee, you should follow the directions provided by your broker, bank or other nominee. Your broker, bank or other nominee will vote your shares *only* if you provide instructions on how you would like your shares to be voted.

Q. What do I need to do now?

A.

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You should carefully read and consider the information contained in this proxy statement/prospectus including its annexes. It contains important information about what the board of directors of American Tower considered in evaluating and approving the REIT conversion and the merger agreement.

You should then complete and sign your proxy card and return it in the enclosed envelope as soon as possible so that your shares will be represented at the special meeting, or vote your proxy by telephone or

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over the Internet in accordance with the instructions on your proxy card. If your shares are held through a broker, bank or other nominee, you should receive a separate voting instruction form with this proxy statement/prospectus.

Q. Can I change my vote after I have mailed my signed proxy card?

A. Yes. You can change your vote at any time before your proxy is voted at the special meeting. To revoke your proxy, you must either (1) notify the secretary of American Tower in writing, (2) mail a new proxy card dated after the date of the proxy you wish to revoke, (3) submit a later dated proxy by telephone or over the Internet by following the instructions on your proxy card or (4) attend the special meeting and vote your shares in person. Merely attending the special meeting will not constitute revocation of your proxy. If your shares are held through a broker, bank, or other nominee, you should contact your broker, bank or other nominee to change your vote.

Q. Should I send in my stock certificates now?

A. No. After the merger is completed, American Tower stockholders will receive written instructions from the exchange agent on how to exchange their Class A common stock for shares of American Tower REIT common stock. **Please do not send in your American Tower stock certificates with your proxy.**

Q. Where will my American Tower REIT common stock be publicly traded?

A. American Tower REIT will apply to list the new shares of American Tower REIT common stock on the New York Stock Exchange, or NYSE, upon completion of the merger. We expect that American Tower REIT common stock will trade under our current symbol AMT.

Q. Will a proxy sol