

SBA COMMUNICATIONS CORP  
Form 8-K  
October 04, 2012

**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) October 1, 2012

**SBA Communications Corporation**

(Exact Name of Registrant as Specified in its Charter)

**Florida**  
(State or Other Jurisdiction

of Incorporation)

**000-30110**  
(Commission File Number)

**65-0716501**  
(IRS Employer

Identification No.)

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**5900 Broken Sound Parkway N.W.**

**Boca Raton, FL**  
(Address of Principal Executive Offices)

**33487**  
(Zip Code)

**Registrant's telephone number, including area code: (561) 995-7670**

(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:

- 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 1.01 Entry into a Material Definitive Agreement.**

On October 1, 2012, SBA Communications Corporation (the "Company") entered into an underwriting agreement (the "Underwriting Agreement") among Morgan Stanley & Co. LLC, the Company and the selling shareholders listed on Schedule 1 thereto (the "Selling Shareholders"), pursuant to which the Selling Shareholders will sell to the Underwriter 4,588,840 shares of the Company's Class A common stock, par value \$0.01 per share, at \$61.94 per share. The 4,588,840 shares of the Company's Class A common stock represent all of the stock issued as consideration in connection with the Company's acquisition of TowerCo II Holdings LLC. The shares are being sold pursuant to the Company's shelf registration statement on Form S-3 (No. 333-179737) (the "Registration Statement"), which was effective upon filing with the Securities and Exchange Commission ("SEC") on February 27, 2012, and the Company's prospectus, dated February 27, 2012, as supplemented by the Company's prospectus supplement, dated October 1, 2012, each as filed with the SEC. Pursuant to the Underwriting Agreement, the Company has agreed not to sell, pledge or otherwise dispose of any shares for a period of 45 days from October 1, 2012 without the prior written consent of the Underwriter, except as otherwise permitted under the terms of the Underwriting Agreement. The Underwriting Agreement contains customary representations, warranties, conditions to closing, indemnification rights and obligations of the parties. The Underwriting Agreement is included as Exhibit 1.3 to this Form 8-K and is hereby incorporated by reference into the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.3	Underwriting Agreement, dated October 1, 2012, by and among SBA Communications Corporation, Morgan Stanley & Co. LLC and the selling shareholders listed on Schedule 1 thereto.

**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.

**SBA COMMUNICATIONS CORPORATION**

By: /s/ Brendan T. Cavanagh  
Brendan T. Cavanagh

Senior Vice President and Chief Financial Officer

Date: October 4, 2012