

AMERICAN TOWER CORP /MA/
Form 425
May 19, 2011

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 18, 2011

AMERICAN TOWER CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-14195
(Commission

File Number)

65-0723837
(IRS Employer

Identification No.)

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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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2011 Annual Meeting of Stockholders of American Tower Corporation (the Company) was held on May 18, 2011 to consider and act upon the five proposals listed below, each of which were approved and adopted. The final results of the stockholder voting regarding each proposal were as follows:

1. Election of nine (9) members of the Board of Directors of the Company, as identified in the proxy statement, to serve a term ending at the 2012 Annual Meeting of Stockholders.

| Nominee | Votes Cast For | Votes Against | Votes Abstained | Broker Non-Votes |
|-----------------------|----------------|---------------|-----------------|------------------|
| Raymond P. Dolan | 316,526,821 | 6,733,233 | 91,598 | 23,344,274 |
| Ronald M. Dykes | 322,336,391 | 924,551 | 90,710 | 23,344,274 |
| Carolyn F. Katz | 322,034,990 | 1,231,689 | 84,973 | 23,344,274 |
| Gustavo Lara Cantu | 322,329,040 | 930,331 | 92,281 | 23,344,274 |
| JoAnn A. Reed | 322,297,223 | 965,884 | 88,545 | 23,344,274 |
| Pamela D.A. Reeve | 322,086,625 | 1,176,153 | 88,874 | 23,344,274 |
| David E. Sharbutt | 322,037,029 | 1,221,486 | 93,137 | 23,344,274 |
| James D. Taiclet, Jr. | 314,378,989 | 8,866,767 | 105,896 | 23,344,274 |
| Samme L. Thompson | 321,966,448 | 1,295,033 | 90,171 | 23,344,274 |

2. Ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2011.

| Votes Cast For | Votes Against | Votes Abstained | Broker Non-Votes |
|----------------|---------------|-----------------|------------------|
| 337,355,045 | 9,251,477 | 89,404 | |

3. Approval of amendment to Company's Amended and Restated Certificate of Incorporation.

| Votes Cast For | Votes Against | Votes Abstained | Broker Non-Votes |
|----------------|---------------|-----------------|------------------|
| 344,062,677 | 2,382,851 | 250,398 | |

4. Approval of advisory vote on executive compensation.

| Votes Cast For | Votes Against | Votes Abstained | Broker Non-Votes |
|----------------|---------------|-----------------|------------------|
| 317,470,222 | 5,710,168 | 171,262 | 23,344,274 |

5. Approval of advisory vote on executive compensation every one, two or three years.

| Votes for Every | Votes for Every | Votes for Every | Votes | Broker |
|-----------------|-----------------|-----------------|-----------|------------|
| One Year | Two Years | Three Years | Abstained | Non-Votes |
| 280,648,752 | 9,956,440 | 32,446,268 | 300,192 | 23,344,274 |

Company to Hold an Annual Vote on Executive Compensation

In light of the voting results with respect to the frequency of stockholder votes on executive compensation, our Board of Directors has determined that the Company will hold an annual advisory vote on executive compensation, or until the Board of Directors determines it is in the best interest of the Company to hold such vote with a different frequency.

Item 8.01 Other Items.

On May 19, 2011, the Company announced that its Board of Directors has approved the commencement of the steps necessary to reorganize the Company to qualify as a real estate investment trust for tax purposes. The Company's press release, dated May 19, 2011, is filed herewith as Exhibit 99.1, and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

| No. | Description |
|------------|-----------------------------------|
| 99.1 | Press release dated May 19, 2011. |

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: May 19, 2011

By: */s/ THOMAS A. BARTLETT*
Thomas A. Bartlett
Executive Vice President and

Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|------------------------|-----------------------------------|
| 99.1 | Press release dated May 19, 2011. |