

CROWN CASTLE INTERNATIONAL CORP  
Form 8-K  
May 20, 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): May 19, 2016**

**Crown Castle International Corp.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-16441**  
**(Commission**

**File Number)**  
**1220 Augusta Drive**

**76-0470458**  
**(IRS Employer**

**Identification Number)**

**Suite 600**

**Houston, TX 77057**

**(Address of Principal Executive Office)**

**Registrant's telephone number, including area code: (713) 570-3000**

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 annual meeting of stockholders of the Company ( Annual Meeting ) was held on May 19, 2016, at which meeting the Company's stockholders (1) elected each of the twelve nominees for director, to serve until the Company's next Annual Meeting and until their respective successors are duly elected and qualified, (2) ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accountants for fiscal year 2016, and (3) approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers as described in the Company's Proxy Statement for the Annual Meeting. The final voting results for each proposal submitted to a vote are set forth below:

**1) Election of directors:**

| <b>Name</b>              | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|--------------------------|------------------|----------------------|--------------------|-------------------------|
| P. Robert Bartolo        | 287,065,414      | 1,343,415            | 95,563             | 14,724,535              |
| Jay A. Brown             | 281,797,621      | 6,615,859            | 90,912             | 14,724,535              |
| Cindy Christy            | 286,702,714      | 1,712,496            | 89,182             | 14,724,535              |
| Ari Q. Fitzgerald        | 284,448,108      | 3,959,991            | 96,293             | 14,724,535              |
| Robert E. Garrison II    | 284,745,908      | 3,661,868            | 96,616             | 14,724,535              |
| Dale N. Hatfield         | 284,451,362      | 3,953,949            | 99,081             | 14,724,535              |
| Lee W. Hogan             | 283,586,318      | 4,820,076            | 97,998             | 14,724,535              |
| Edward C. Hutcheson, Jr. | 284,820,249      | 3,583,318            | 100,825            | 14,724,535              |
| J. Landis Martin         | 277,723,087      | 9,276,477            | 1,504,828          | 14,724,535              |
| Robert F. McKenzie       | 283,669,005      | 4,736,055            | 99,332             | 14,724,535              |
| Anthony J. Melone        | 288,049,867      | 354,450              | 100,075            | 14,724,535              |
| W. Benjamin Moreland     | 285,873,902      | 2,541,175            | 89,315             | 14,724,535              |

**2) The ratification of appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accountants for fiscal year 2016:**

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 302,092,014      | 993,646              | 143,267            | 0                       |

**3) The non-binding, advisory vote regarding the compensation of the Company's named executive officers:**

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 282,940,080      | 5,383,273            | 181,039            | 14,724,535              |

**ITEM 7.01 REGULATION FD DISCLOSURE**

On May 20, 2016, the Company issued a press release announcing the declaration of a quarterly dividend of \$0.885 per share of Company common stock, par value \$0.01 per share, payable on June 30, 2016 to stockholders of record at the close of business on June 17, 2016. The press release is furnished herewith as Exhibit 99.1 to this Form 8-K.



**ITEM 9.01 - FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

As described in Item 7.01 of this Report, the following exhibits are furnished as part of this Current Report on Form 8-K:

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

|      |                                  |
|------|----------------------------------|
| 99.1 | Press Release dated May 20, 2016 |
|------|----------------------------------|

The information in Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**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.

**CROWN CASTLE INTERNATIONAL  
CORP.**

By: /s/ Kenneth J. Simon  
Name: Kenneth J. Simon  
Title: Senior Vice President

and General Counsel

Date: May 20, 2016

**EXHIBIT INDEX**

| Exhibit No. | Description                      |
|-------------|----------------------------------|
| 99.1        | Press Release dated May 20, 2016 |