AMERICAN TOWER CORP /MA/
Form 424B3
July 11, 2005
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Filed pursuant to Rule 424(b)(3)

Registration No. 333-119162

PROSPECTUS

$345,000,000

3.00% Convertible Notes due August 15, 2012

and the Class A Common Stock

Issuable Upon Conversion of the Notes

In August 2004, we issued $345,000,000 principal amount of our 3.00% convertible notes due August 15, 2012 in a private placement. This prospectus will be used by selling securityholders to resell their notes and the shares of our Class A common stock issuable upon conversion of the notes from time to time. This prospectus also relates to the issuance and sale of our Class A common stock issued upon the conversion of the notes by subsequent purchasers of the notes.

The notes will mature on August 15, 2012. The notes may be converted into shares of our Class A common stock at any time prior to maturity, subject to prior redemption or repurchase, at an initial conversion rate of 48.7805 shares of Class A common stock per each $1,000 principal amount of notes converted, which is equal to an initial conversion price of approximately $20.50 per share. If certain fundamental changes occur, we will in certain circumstances increase the conversion rate by a number of additional shares of Class A common stock or, in lieu thereof, we may in certain circumstances elect to adjust the conversion rate and related conversion obligation so that the notes are convertible into shares of the acquiring or surviving company, in each case as described herein.

We will pay interest on the notes on February 15 and August 15 of each year beginning February 15, 2005. We may redeem some or all of the notes on or after August 20, 2009 at the redemption prices set forth in this prospectus. In the event of a fundamental change, as described in this prospectus, noteholders may require us to repurchase some or all of their notes.

The notes are not listed on any national securities exchange or included in any automated quotation system. Our Class A common stock is traded on the New York Stock Exchange under the symbol AMT. On June 27, 2005, the closing sale price of our Class A common stock on the New York Stock Exchange was $20.47 per share. You should obtain current market quotations for our Class A common stock.

Investing in the notes and our Class A common stock involves a high degree of risk. See Risk Factors beginning on page 10.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is July 8, 2005.

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WHERE YOU CAN FIND MORE INFORMATION

We file reports, proxy statements and other documents with the SEC. You may read and copy any document we file with the SEC at the SEC s Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for more information on the Public Reference Room. Our SEC filings are also available to you on the SEC s website at http://www.sec.gov. Copies of some of these documents are also available on our website at http://www.americantower.com. Our website is not part of this prospectus.

This prospectus is part of a registration statement that we filed with the SEC. The registration statement contains more information than this prospectus regarding us, the notes and our Class A common stock, including certain exhibits and schedules. You can obtain a copy of the registration statement from the SEC at the address listed above or from the SEC s Internet site.

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC requires us to incorporate into this prospectus information that we file with the SEC in other documents. This means that we can disclose important information to you by referring to other documents that contain that information. The information incorporated by reference is considered to be part of this prospectus. Information contained in this prospectus and information that we file with the SEC in the future and incorporate by reference in this prospectus automatically updates previously filed information. We incorporate by reference the documents listed below and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of the initial registration statement and prior to effectiveness of this post- effective amendment no. 5 to registration statement and after the date of the prospectus and before the sale of all the securities covered by this prospectus; provided, however, we are not incorporating any information furnished under Item 7.01 or Item 2.02 of any Current Report on Form 8-K:

Our Annual Report on Form 10-K for the year ended December 31, 2004 filed with the SEC on March 30, 2005;

Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 filed with the SEC on May 10, 2005;

Our Current Reports on Form 8-K filed with the SEC on May 4, 2005, May 5, 2005, May 20, 2005 and June 28, 2005; and

The description of our Class A common stock contained in our registration statement on Form 8-A (File No. 001-14195) filed on June 4, 1998.

In addition, in connection with the proposed merger of American Tower and SpectraSite, Inc., we incorporate by reference into this prospectus certain financial information of SpectraSite. As described in the section captioned Unaudited Pro Forma Condensed Combined Financial Information beginning on page 55, we incorporate by reference:

The audited consolidated financial statements of SpectraSite contained in its Annual Report on Form 10-K for the year ended December 31, 2004 filed with the SEC on March 16, 2005; and

The unaudited condensed consolidated financial statements of SpectraSite contained its Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 filed with the SEC on May 10, 2005.

You may request a copy of these documents, which will be provided to you at no cost, by writing or telephoning us at:

American Tower Corporation

116 Huntington Avenue

Boston, Massachusetts 02116

Attention: Investor Relations

Telephone: (617) 375-7500

Exhibits to the documents incorporated by reference will not be sent, however, unless those exhibits have been specifically referenced in this prospectus.

We have not authorized anyone to provide you with information different from that contained or incorporated by reference in this prospectus. The selling securityholders are offering to sell, and seeking offers to buy, the notes and shares of our Class A common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of notes or shares of our Class A common stock.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

We have made statements about future events and expectations, or forward-looking statements, in this prospectus and in the documents incorporated by reference into this prospectus. We have based those forward-looking statements on our current expectations and projections about future results. When we use words such as project, believe, anticipate, plan, expect, estimate, or intend, or similar expressions, v identify forward-looking statements. Examples of forward-looking statements include statements we make regarding future prospects of growth in the wireless communications and broadcast infrastructure markets, the level of future expenditures by companies and other trends in those markets, our planned dispositions of non-core assets, our ability to maintain or increase our market share, our future operating results, our future capital expenditure levels, and our plans to fund our future liquidity needs.

You should keep in mind that any forward-looking statement made by us in this prospectus and the documents incorporated by reference into this prospectus speaks only as of the date on which we make it. New risks and uncertainties arise from time to time, and it is impossible for us to predict these events or how they may affect us. In any event, these and other factors may cause our actual results to differ materially from those expressed in our forward-looking statements, including those factors set forth in this prospectus under the heading Risk Factors. We have no duty to, and we do not intend to, update or revise forward-looking statements made by us in this prospectus and the documents incorporated by reference into this prospectus, except as required by law. In light of these risks and uncertainties, you should keep in mind that the future events or circumstances described in any forward-looking statements made by us in this prospectus and the documents incorporated by reference into this prospectus or elsewhere might not occur.

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SUMMARY

This summary highlights selected information about us. The following information is qualified in its entirety by reference to the more detailed information and financial statements, including notes thereto appearing elsewhere or incorporated by reference herein. You should read this entire prospectus carefully, including Risk Factors and the documents that we have filed with the SEC and incorporated by reference into this prospectus. Unless the context otherwise requires, references to we, us, our and American Tower are to American Tower Corporation and its consolidated subsidiaries, unless it is clear from the context that we mean only American Tower Corporation. We sometimes refer to American Towers, Inc., our wholly owned principal operating subsidiary, as ATI.

AMERICAN TOWER CORPORATION

Overview

We are a leading wireless and broadcast communications infrastructure company with a portfolio of over 14,800 towers. Our primary business is leasing antenna space on multi-tenant communications towers to wireless service providers and radio and television broadcast companies. We own and operate towers throughout the United States and Mexico, as well as in selected markets in Brazil. We operate the largest independent portfolio of wireless communications and broadcast towers in the United States and Mexico, based on number of towers and revenue.

Our tower portfolio provides us with a recurring base of leasing revenues from our existing customers and growth potential due to the capacity to add more tenants and equipment to these towers. Our broad network of towers enables us to address the needs of wireless service providers on a national basis. With the sale of our tower construction services unit in November 2004, we substantially completed our strategic transition to a focused tower leasing business and now offer only limited services that directly support our rental and management operations and the addition of new tenants on our towers. We intend to capitalize on the continuing increase in the use of wireless communication services by actively marketing space available for leasing on our existing towers and selectively developing or acquiring new towers that meet our return on investment criteria.

Our core leasing business, which we also refer to as our rental and management segment, accounted for approximately 99.3% and 99.2% of our segment operating profit for the years ended December 31, 2004 and 2003, respectively. In 2005, we expect that our rental and management segment will continue to contribute approximately 99% of our segment operating profit, which we define as segment revenue less direct segment expense (rental and management segment operating profit includes interest income, TV Azteca, net).

An element of our strategy is to continue focusing our operations on our rental and management segment by divesting non-core assets, using the proceeds to purchase high quality tower assets, and reducing outstanding indebtedness. Between January 1, 2003 and December 31, 2004, we completed approximately $142.7 million of non-core asset sales and have used or will use the net proceeds to acquire new tower assets and to repay outstanding indebtedness. These sales include the disposition of certain non-core services businesses, including Flash Technologies, Galaxy Engineering, Kline Iron & Steel and our tower construction services unit.

We believe that our strategy of focusing operations on our rental and management segment has made our consolidated operating cash flows more stable, will provide us with continuing growth and will enhance our returns on invested capital because of the following characteristics of our core leasing business:

Long-term tenant leases with contractual escalators. In general, a lease with a wireless carrier has an initial term of five-to-ten years with multiple five-year renewal terms thereafter, and lease payments typically increase 3% to 5% per year.

Tower operating expenses are largely fixed. Incremental operating costs associated with adding wireless tenants to a tower are minimal.

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Low maintenance capital expenditures. On average, a wireless tower requires low annual capital investments to maintain.

High lease renewal rates. Wireless carriers tend to renew leases because repositioning a site in a carrier s network is expensive and may adversely affect network quality, and because suitable alternative sites may not exist or be available.

Strategy

Our strategy is to capitalize on the continuing growth in the use of wireless communication services and the infrastructure requirements necessary to deploy current and future generations of wireless communication technologies. Between December 2001 and December 2004, the number of wireless service subscribers in the United States increased from 128.4 million to 180.5 million, representing an increase of approximately 41% and market penetration of approximately 61%. From December 2001 through December 2004, the number of cell sites (i.e., the number of antennae and related equipment in commercial operation, not the number of towers on which that equipment is located) increased from approximately 127,500 cell sites to approximately 175,700. In Mexico, the number of wireless service subscribers increased from approximately 21.8 million in December 2001, to approximately 38.5 million in December 2004, representing an increase of approximately 77% and market penetration of approximately 36%. In Brazil, the number of wireless service subscribers increased from approximately 28.7 million in December 2001, to approximately 65.6 million in December 2004, representing an increase of approximately 129% and market penetration of approximately 36%.

We believe the continuing growth in the number of wireless subscribers and the minutes of use per subscriber will require wireless carriers to add cell sites to maintain the performance of their networks in the areas they currently cover and to extend service to areas where coverage does not yet exist. As wireless carriers continue to add subscribers and seek to limit churn, we also anticipate that they will focus on network quality as a competitive necessity and will invest in upgrades to their networks. In addition, we believe that as wireless data services, such as email, internet access and video, are deployed on a widespread basis, the deployment of these technologies will require wireless carriers to further increase the cell density of their existing networks, may require an overlay of new technology equipment, and may increase the demand for geographic expansion of their network coverage. To meet this demand, we believe wireless carriers will continue to outsource their tower infrastructure needs as a means of improving existing service coverage, implementing new technology, accelerating access to their markets and preserving capital, rather than constructing and operating their own towers and maintaining their own tower service and development capabilities.

We believe that our existing portfolio of towers, our tower related services offerings and our management team position us to benefit from these trends and to play an increasing role in addressing the needs of wireless service providers and broadcasters. The key elements of our strategy include:

Maximize Use of Our Tower Capacity. We believe that our highest returns will be achieved by leasing additional space on our existing towers. Annual rental and management revenue and segment operating profit grew by approximately 10% and 16%, respectively, during 2004. We anticipate that our revenues and segment operating profit will continue to grow because many of our towers are attractively located for wireless service providers and have capacity available for additional antenna space rental that we can offer to customers at low incremental costs to us. Because the costs of operating a tower are largely fixed, increasing utilization significantly improves operating margins. We will continue to target our sales and marketing activities to increase utilization of, and investment return on, our existing towers.

Actively Manage Our Tower Portfolio. We actively manage our portfolio of towers by selling non-core towers and reinvesting a portion of the proceeds in high quality tower assets. In 2004, we sold 52 non-core towers and used a portion of the proceeds from these sales and other funds to acquire 214 towers. Our goal is to enhance operating efficiencies either by acquiring towers with high growth potential or by disposing or exchanging towers in areas where we do not have operating economies of

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scale. If we are successful in disposing of certain tower assets, we may reinvest a portion of the proceeds in tower assets that are expected to provide a greater return.

Employ Selective Criteria for New Tower Construction and Acquisitions. We continue to construct, redevelop and acquire new towers when our initial and long-term return on investment criteria are met. These criteria include securing leases from customers in advance of construction, ensuring reasonable estimated construction costs and obtaining the land on which to build the tower, whether by purchase or ground lease, on reasonable terms.

Continue Our Focus on Customer Service and Processes. Because speed to market and reliable network performance are critical components to the success of wireless service providers, our ability to assist customers in meeting their goals will contribute to our success. We intend to continue to focus on customer service by, for example, reducing cycle time for key functions, such as lease processing. Accordingly, we have established a team dedicated to exploring and leveraging customer-driven process improvement capabilities. We believe that this effort should enable us to increase revenue generation through improved speed, accuracy and quality. In addition, sharing operational processes and outcomes establishes another connection point with our customers and provides us valuable input and relationship enhancing opportunities.

Build On Our Strong Relationships with Major Wireless Carriers. Our understanding of the network needs of our customers and our ability to convey effectively how we can satisfy those needs are key to our efforts to add new antenna leases, cross-sell our services and identify desirable new tower development projects. We are building on our strong relationships with our customers to gain more familiarity with their evolving network plans so we can identify opportunities where our nationwide portfolio of towers and experienced personnel can be used to satisfy their needs. We believe that we are well positioned to be a preferred partner to major wireless carriers and broadcasters in leasing tower space and new tower development projects because of the location of our towers, our proven operating experience and the national scope of our tower portfolio and services.

Participation in Industry Consolidation. We believe there are benefits to consolidation among tower companies. More extensive networks will be better positioned to provide more comprehensive service to customers and to support the infrastructure requirements of future generations of wireless communication technologies. Combining with one or more other tower companies also should result in improvements in cost structure efficiencies, with a corresponding positive impact on operating results. These benefits should, in turn, enhance access to capital and accelerate the de-levering process. Accordingly, we continue to be interested in participating in the consolidation of our industry on terms that are consistent with these perceived benefits and that create long-term value for our stockholders.

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Recent Developments

On May 3, 2005, we entered into an agreement and plan of merger with SpectraSite, Inc. providing for, among other things, the merger of SpectraSite with a wholly owned subsidiary of American Tower. Under the terms of the merger agreement, each share of SpectraSite common stock will be converted into the right to receive 3.575 shares of our Class A common stock. Consummation of the merger is subject to certain conditions, including approval by our stockholders, approval by SpectraSite s stockholders and other customary closing conditions. In connection with the merger, we filed a registration statement on Form S-4 with the SEC containing a joint proxy statement/prospectus, which the SEC declared effective on June 16, 2005. The joint proxy statement/prospectus contains information regarding the merger and the special meeting of stockholders to be held on August 3, 2005. The special meeting is being held to approve proposals relating to the merger and a proposal to amend and restate our restated certificate of incorporation, as described in the joint proxy statement/prospectus. The merger is expected to close in the second half of 2005.

Our principal executive offices are located at 116 Huntington Avenue, Boston, Massachusetts 02116, and our telephone number is (617) 375-7500. Our website address is www.americantower.com. We have not incorporated by reference into this prospectus the information included on, or linked from, our website, and you should not consider it to be a part of this prospectus.

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The Offering

All of the notes and the shares of Class A common stock issuable upon conversion of the notes are being sold by the selling securityholders or their pledges, donees, transferees or other successors in interest. We will not receive any proceeds from the sale of the notes and the shares of Class A common stock issuable upon conversion of the notes. We refer you to Selling Securityholders on page 24 of this prospectus.

Issuer	American Tower Corporation, a Delaware corporation.
Securities Offered	$345.0 million aggregate principal amount of 3.00% Convertible Notes due August 15, 2012.
Interest	3.00% per annum, payable on February 15 and August 15 of each year, beginning February 15, 2005.
Ranking	The notes are our general, unsecured obligations and rank equally in right of payment with all of our other senior unsecured debt obligations. As of March 31, 2005, we had approximately $1.7 billion senior unsecured indebtedness outstanding.
	Our subsidiaries do not guarantee the notes. The notes are structurally subordinated to all existing and future indebtedness of our subsidiaries, including all outstanding indebtedness under ATI s credit facility and the senior subordinated notes issued by ATI. Indebtedness under the credit facility is secured by the assets of our subsidiaries and is also guaranteed by us and secured by our assets. We also guarantee ATI s outstanding senior subordinated notes. As of March 31, 2005, the following amounts of subsidiary debt were outstanding: $697.0 million under the credit facility; $310.3 million accreted value of ATI 12.25% senior subordinated discount notes ($291.7 million, net of the allocated fair value of warrants of $18.6 million); $400.0 million of ATI 7.25% senior subordinated notes and $59.6 million of other long-term subsidiary debt. In addition, we had $400.0 million in undrawn revolving loan commitments under the credit facility, against which approximately $18.3 million of undrawn letters of credit were outstanding.
Maturity Date	August 15, 2012.
Conversion	You may convert all or some of your notes into shares of our Class A common stock at any time prior to the close of business on the last trading day on the New York Stock Exchange (the NYSE) prior to the maturity date of the notes, subject to prior redemption or repurchase of the notes. Each $1,000 principal amount of notes may be converted into our Class A common stock at the conversion rate of 48.7805 shares per note, which is equal to an initial conversion price of approximately $20.50 per share. The conversion rate may be adjusted for certain events, but it will not be adjusted for accrued interest. The right to convert notes that have been called for redemption will terminate at the close of business on the business day immediately preceding the date of redemption.

	If you elect to convert your notes in connection with certain fundamental changes, we will in certain circumstances increase the conversion rate by a number of additional shares of Class A common stock upon conversion or, in lieu thereof, we may in certain circumstances elect to adjust the conversion rate and related conversion obligation so that the notes are convertible into shares of the acquiring or surviving company, in each case as described under Description of Notes Adjustment to Conversion Rate upon Certain Fundamental Changes.
Repurchase at Option of Holder upon a Fundamental Change	Upon a transaction or event constituting a fundamental change, you may require us to repurchase for cash all or part of your notes at a purchase price equal to 100% of the principal amount, plus accrued but unpaid interest, if any.
Optional Redemption by American Tower Corporation	We may redeem the notes at our option, in whole or in part, after August 20, 2009. The redemption prices are described under Description of Notes Optional Redemption of the Notes.
Use of Proceeds	We will not receive any of the proceeds from the sale by any selling securityholder of the notes or the underlying Class A common stock into which the notes may be converted.
Listing of Class A Common Stock	The Class A common stock is listed on the NYSE under the symbol AMT.
Risk Factors	You should read the Risk Factors contained in, or incorporated into, this prospectus, as well as the other cautionary statements throughout the prospectus, so that you understand the risks associated with an investment in the notes.
Certain United States Federal Income Tax Consequences	For U.S. federal income tax purposes, each note has original issue discount (OID) in an amount equal to $22.50. In general, and regardless of whether you use the cash or the accrual method of tax accounting, you are required to include such OID in your gross income on a constant yield-to-maturity basis over the term of the notes in advance of cash payments attributable to such income. See Certain United States Federal Income Tax Consequences.
Sinking Fund	None.

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RISK FACTORS

You should consider the following risk factors, in addition to the other information presented in this prospectus and the documents incorporated by reference into this prospectus, in evaluating us, our business and an investment in the notes. Any of the following risks as well as other risks and uncertainties not presently known to us or that we currently deem immaterial could seriously harm our business and financial results and cause the value of the notes or shares of our Class A common stock to decline, which in turn could cause you to lose all or part of your investment.

Risks Related to This Offering

Substantial leverage and debt service obligations may adversely affect us.

We have a substantial amount of indebtedness. As of March 31, 2005, we had approximately $3.1 billion of consolidated debt. Our substantial level of indebtedness increases the possibility that we may be unable to generate cash sufficient to pay when due the principal of, interest on, or other amounts due with respect to our indebtedness. Approximately 22% of our outstanding indebtedness bears interest at floating rates. As a result, our interest payment obligations on such indebtedness will increase if interest rates increase. Subject to certain restrictions under our existing indebtedness, we may also obtain additional long-term debt and working capital lines of credit to meet future financing needs. This would have the effect of increasing our total leverage.

Our substantial leverage could have significant negative consequences on our financial condition and results of operations, including:

- impairing our ability to meet one or more of the financial ratios contained in our debt agreements or to generate cash sufficient to pay interest or principal, including periodic principal amortization payments, which events could result in an acceleration of some or all of our outstanding debt as a result of cross-default provisions;
- increasing our vulnerability to general adverse economic and industry conditions;
- limiting our ability to obtain additional debt or equity financing;
- requiring the dedication of a substantial portion of our cash flow from operations to service our debt, thereby reducing the amount of our cash flow available for other purposes, including capital expenditures;
- requiring us to sell debt or equity securities or to sell some of our core assets, possibly on unfavorable terms, to meet payment obligations;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industries in which we compete; and

placing us at a possible competitive disadvantage with less leveraged competitors and competitors that may have better access to capital resources.

Our holding company structure results in structural subordination of the notes and may affect our ability to make payments on the notes.

The notes are obligations exclusively of our company and not of our subsidiaries. However, all of our operations are conducted through our subsidiaries. Our cash flow and our ability to service our debt, including the notes, is dependent upon distributions of earnings, loans or other payments by our subsidiaries to us. Our subsidiaries are separate and distinct legal entities and have no obligation to pay any amounts due on the notes or to provide us with funds for our payment obligations, whether by dividends, distributions, loans or other considerations. Payments to us by our subsidiaries are contingent upon our subsidiaries earnings and cash flows.

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In addition, the credit facility and the indentures for the ATI 12.25% senior subordinated discount notes and the ATI 7.25% senior subordinated notes impose substantial contractual limitations on the payment of dividends, distributions, loans or other amounts to us. Moreover, our subsidiaries may incur additional indebtedness that may restrict or prohibit the making of distributions, the payment of dividends or the making of loans by such subsidiaries to us.

The notes are structurally subordinated to all existing and future indebtedness and other obligations issued by our subsidiaries, including the ATI 12.25% senior subordinated discount notes, the ATI 7.25% senior subordinated notes and borrowings under the credit facility. As of March 31, 2005, the following amounts of subsidiary debt were outstanding: $697.0 million under the credit facility, $310.3 million accreted value of ATI 12.25% senior subordinated discount notes ($291.7 million, net of the allocated fair value of warrants of $18.6 million), $400.0 million of ATI 7.25% senior subordinated notes and $59.6 million of other long-term subsidiary debt. In addition, we had $400.0 million in undrawn revolving loan commitments under the credit facility, against which approximately $18.3 million of undrawn letters of credit were outstanding. In the event of our insolvency, liquidation or reorganization, or should any of the indebtedness under the credit facility, the ATI 12.25% senior subordinated discount notes or the ATI 7.25% senior subordinated notes be accelerated because of a default, the holders of those debt obligations would have a prior claim to the proceeds from any liquidation of or distribution from our subsidiaries.

The notes effectively rank junior to any of our secured indebtedness.

The notes are our general unsecured obligations. The notes effectively rank junior to any of our secured indebtedness, including our guaranty of borrowings under the credit facility, to the extent of the assets securing such indebtedness. In the event of our bankruptcy, liquidation, reorganization or other winding up, our assets that secure indebtedness will be available to pay obligations on the notes only after all such secured indebtedness has been repaid in full from such assets. As a result, there may not be sufficient assets remaining to pay amounts due on any or all the notes then outstanding.

We may be unable to repay the notes when due or repurchase the notes when we are required to do so.

At final maturity of the notes or in the event of acceleration of the notes following an event of default, the entire outstanding principal amount of the notes will become due and payable. Upon the occurrence of a fundamental change (as described herein), we will be required to offer to repurchase in cash all outstanding notes at a redemption price equal to 100% of the principal amount of the notes plus accrued and unpaid interest up to, but not including, the repurchase date. The indentures for our other outstanding indebtedness also provide for repurchase rights upon a change in control and, in some cases, other fundamental changes under different terms. As a result, holders of our other indebtedness may have the ability to require us to repurchase their debt securities before the holders of the notes offered hereby would have such repurchase rights. It is possible that we will not have sufficient funds at maturity, upon acceleration or at the time of the fundamental change to make the required repurchase of notes and other indebtedness.

In addition, a fundamental change (as described herein) and certain other change of control events would constitute an event of default under the credit facility. The credit facility and the indentures governing the ATI 12.25% senior subordinated notes and the ATI 7.25% senior subordinated notes contain certain restrictions on our ability to repay or repurchase any of the notes using cash from our subsidiaries, including, in the case of the credit facility, a prohibition on such repayment or repurchase using cash of our subsidiaries in the case of a default or event of default thereunder. As a result, we may not be able to make any of the required payments on, or repurchases of, the notes described in the prior paragraph without obtaining the consent of the lenders under the credit facility with respect to such payment or repurchase. If we were unable to make the required payments or repurchases of the notes, it would constitute an event of default under the notes offered hereby and, as a result, under the credit facility and other outstanding indebtedness.

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The additional shares of Class A common stock payable on notes converted in connection with certain fundamental changes may not adequately compensate you for the lost option time value of your notes as a result of such fundamental changes.

If certain fundamental changes occur, we will in certain circumstances increase the conversion rate on notes converted in connection with the fundamental change by a number of additional shares of Class A common stock. The number of additional shares of Class A common stock will be determined based on the date on which the fundamental change becomes effective and the price paid per share of our Class A common stock in the fundamental change transaction as described under Description of Notes Adjustment to Conversion Rate upon Certain Fundamental Changes General. While the increase in the conversion rate upon conversion is designed to compensate you for the lost option time value of your notes as a result of the fundamental change, the increase is only an approximation of this lost value and may not adequately compensate you for your loss. If the price paid per share of our Class A common stock in the fundamental change transaction is less than the Class A common stock price at the date of issuance of the notes or above a specified price, there will be no increase in the conversion rate. In addition, in certain circumstances upon a change of control arising from our acquisition by a public company, we may elect to adjust the conversion rate as described under Description of Notes Adjustment to Conversion Rate upon Certain Fundamental Changes Conversion After a Public Acquirer Change of Control and, if we so elect, holders of notes will not be entitled to the increase in the conversion rate described above.

An active trading market for the notes may not develop.

There is currently no public trading market for the notes. The notes are not listed on any national securities exchange or included in any automated quotation system and we do not presently intend to apply for these listings. The notes are eligible for trading on The Portal^{SM} Market. However, an active trading market for the notes may not develop. If such a market does not develop, the trading price and liquidity of the notes may be adversely affected. Moreover, even if such a market were to exist for the notes, the notes could trade at prices that may be lower than the principal amount or your purchase price, depending on many factors, including prevailing interest rates, the market for similar notes and our financial performance.

The trading prices for the notes are directly affected by the trading prices of our Class A common stock, the general level of interest rates and our credit quality.

The trading prices of the notes in the secondary market are directly affected by the trading prices of our Class A common stock, the general level of interest rates and our credit quality. It is impossible to predict whether the price of our Class A common stock or interest rates will rise or fall. Trading prices of our Class A common stock will be influenced by our operating results and prospects and by economic, financial and other factors. In addition, general market conditions, including the level of, and fluctuations in, the trading prices of stocks generally, and sales of substantial amounts of Class A common stock by us in the market, or the perception that such sales could occur, could affect the price of our Class A common stock. Fluctuations in interest rates may give rise to arbitrage opportunities based upon changes in the relative value of our Class A common stock. Any other arbitrage could, in turn, affect the trading prices of the notes.

The market for the Class A common stock may be volatile.

The market price of the Class A common stock could be subject to wide fluctuations. These fluctuations could be caused by:

- quarterly variations in our results of operations;

changes in earnings estimates by analysts;

conditions in our markets; or

general market or economic conditions.

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In addition, in recent years the stock market has experienced price and volume fluctuations. These fluctuations have had a substantial effect on the market prices of many companies, often unrelated to the operating performance of the specific companies. These market fluctuations could adversely affect the price of the notes.

If you hold notes, you are not be entitled to any rights with respect to our Class A common stock, but you are subject to all changes made with respect to our Class A common stock.

If you hold notes, you are not be entitled to any rights with respect to our Class A common stock (including, without limitation, voting rights and rights to receive any dividends or other distributions on our Class A common stock), but you are subject to all changes affecting the Class A common stock. You will only be entitled to rights on the Class A common stock if and when we deliver shares of Class A common stock to you in exchange for your notes and in limited cases under the anti-dilution adjustments of the notes. For example, in the event that an amendment is proposed to our certificate of incorporation or by-laws requiring stockholder approval and the record date for determining the stockholders of record entitled to vote on the amendment occurs prior to delivery of the Class A common stock, you will not be entitled to vote on the amendment, although you will nevertheless be subject to any changes in the powers, preferences or special rights of Class A common stock.

There will be dilution of the value of our Class A common stock when outstanding warrants become exercisable.

In January 2003, we issued warrants to purchase approximately 11.4 million shares of our Class A common stock in connection with the offering of the ATI 12.25% senior subordinated discount notes. The shares underlying the warrants represented approximately 5.5% and 4.7% of our outstanding common stock at issuance and as of March 31, 2005, respectively (assuming all the warrants are exercised). These warrants will become exercisable on or after January 29, 2006 at an exercise price of $0.01 per share and expire August 1, 2008. The issuance of these shares will have a dilutive effect on the value of our Class A common stock when these warrants are exercised.

Risks Related to Our Business

Decrease in demand for tower space would materially and adversely affect our operating results and we cannot control that demand.

Many of the factors affecting the demand for wireless communications tower space, and to a lesser extent our network development services business, could materially affect our operating results. Those factors include:

- consumer demand for wireless services;
- the financial condition of wireless service providers;
- the ability and willingness of wireless service providers to maintain or increase their capital expenditures;

the growth rate of wireless communications or of a particular wireless segment;

governmental licensing of spectrum;

mergers or consolidations among wireless service providers;

increased use of network sharing arrangements or roaming and resale arrangements by wireless service providers;

delays or changes in the deployment of 3G or other technologies;

zoning, environmental, health and other government regulations; and

technological changes.

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The demand for broadcast antenna space is dependent on the needs of television and radio broadcasters. Among other things, technological advances, including the development of satellite-delivered radio, may reduce the need for tower-based broadcast transmission. We could also be affected adversely should the development of digital television be further delayed or impaired, or if demand for it were less than anticipated because of delays, disappointing technical performance or cost to the consumer.

Restrictive covenants in the credit facility and indentures could adversely affect our business by limiting flexibility.

The credit facility and the indentures governing the terms of our other debt securities contain restrictive covenants and, in the case of the credit facility, requirements that we comply with certain leverage and other financial tests. These limit our ability to take various actions, including incurring additional debt, guaranteeing indebtedness, issuing preferred stock, engaging in various types of transactions, including mergers and sales of assets, and paying dividends and making distributions or other restricted payments, including investments. These covenants could have an adverse effect on our business by limiting our ability to take advantage of financing, new tower development, merger and acquisition or other opportunities.

If our wireless service provider customers consolidate or merge with each other to a significant degree, our growth, revenue and ability to generate positive cash flows could be adversely affected.

Significant consolidation among our wireless service provider customers, such as the recently completed transaction between Cingular Wireless and AT&T Wireless and the pending transaction between Sprint PCS and Nextel, may result in reduced capital expenditures in the aggregate because the existing networks of many wireless carriers overlap, as do their expansion plans. Similar consequences might occur if wireless service providers engage in extensive sharing, roaming or resale arrangements as an alternative to leasing our antennae space. In January 2003, the Federal Communications Commission (FCC) eliminated its spectrum cap, which prohibited wireless carriers from owning more than 45 MHz of spectrum in any given geographical area. The FCC has also eliminated the cross-interest rule for metropolitan areas, which limited an entity s ability to own interests in multiple cellular licenses in an overlapping geographical service area. Also, in May 2003, the FCC adopted new rules authorizing wireless radio services holding exclusive licenses to freely lease unused spectrum. Some wireless carriers may be encouraged to consolidate with each other as a result of these regulatory changes as a means to strengthen their financial condition. Consolidation among wireless carriers would also increase our risk that the loss of one or more of our major customers could materially decrease revenues and cash flows.

Due to the long-term expectations of revenue from tenant leases, the tower industry is sensitive to the creditworthiness of its tenants.

Due to the long-term nature of our tenant leases, we, like others in the tower industry, are dependent on the continued financial strength of our tenants. Many wireless service providers operate with substantial leverage. During the past few years, several of our customers have filed for bankruptcy, although to date these bankruptcies have not had a material adverse effect on our business or revenues. If one or more of our major customers experience financial difficulties, it could result in uncollectible accounts receivable and our loss of significant customers and anticipated lease revenues.

Our foreign operations are subject to economic, political and other risks that could adversely affect our revenues or financial position.

Our business operations in Mexico and Brazil, and any other possible foreign operations in the future, could result in adverse financial consequences and operational problems not experienced in the United States. For the three months ended March 31, 2005 and the year ended December 31, 2004, approximately 18.3% and 16.6%, respectively, of our consolidated revenues were generated by our international operations. We anticipate that our

revenues from our international operations may grow in the future. Accordingly, our business is subject to risks associated with doing business internationally, including:

- changes in a specific country s or region s political or economic conditions;
- laws and regulations that restrict repatriation of earnings or other funds;
- difficulty in recruiting trained personnel; and
- language and cultural differences.

In addition, we face risks associated with changes in foreign currency exchange rates. While many of the contracts for our international operations are denominated in the U.S. dollar, others are denominated in the Mexican Peso or the Brazilian Real. We have not historically engaged in significant hedging activities relating to our non- U.S. dollar operations, and we may suffer future losses as a result of changes in currency exchange rates.

A substantial portion of our revenues is derived from a small number of customers.

A substantial portion of our total operating revenues is derived from a small number of customers. Approximately 66% of our revenues for the three months ended March 31, 2005 and approximately 64% of our revenues for the year ended December 31, 2004 were derived from ten customers. Our largest domestic customer is Cingular Wireless, which merged with AT&T Wireless in October 2004. Cingular Wireless represented approximately 15% of our total revenues for the three months ended March 31, 2005, and the combined revenues of Cingular Wireless and AT&T Wireless represented approximately 14% of our total revenues for the year ended December 31, 2004. Verizon Wireless represented approximately 12% of our revenues for the three months ended March 31, 2005 and the year ended December 31, 2004. Sprint PCS and Nextel, which announced their merger plans in December 2004, had combined revenues that would have represented approximately 11% of our total revenues for the three months ended March 31, 2005 and 10% of our total revenues for the year ended December 31, 2004. Our largest international customer is Iusacell Celular, which accounted for approximately 5% of our total revenues for the three months ended March 31, 2005 and the year ended December 31, 2004. Iusacell is also an affiliate of TV Azteca, which owns a minority interest in Unefon, which is our second largest customer in Mexico and accounted for approximately 4% and 3% of our total revenues for the three months ended March 31, 2005 and the year ended December 31, 2004, respectively. In addition, we received $3.5 million and $14.3 million in interest income, net, from TV Azteca for the three months ended March 31, 2005 and the year ended December 31, 2004, respectively. If any of these customers were unwilling or unable to perform their obligations under our agreements with them, our revenues, results of operations, and financial condition could be adversely affected.

In the ordinary course of our business, we also sometimes experience disputes with our customers, generally regarding the interpretation of terms in our agreements. Although historically we have resolved these disputes in a manner that did not have a material adverse effect on our company or our customer relationships, these disputes could lead to a termination of our agreements with customers or a material modification of the terms of those agreements, either of which could have a material adverse effect on our business, results of operations and financial condition. If we are forced to resolve any of these disputes through litigation, our relationship with the applicable customer could be terminated or damaged, which could lead to decreased revenues or increased costs, resulting in a corresponding adverse effect on our operating results.

Status of Iusacell Celular s financial restructuring exposes us to certain risks and uncertainties.

Iusacell Celular is our largest customer in Mexico and accounted for approximately 5% of our total revenues for the three months ended March 31, 2005 and the year ended December 31, 2004. Iusacell currently is in default under certain of its debt obligations and is involved in litigation with certain of its creditors. If Iusacell files for bankruptcy, or if the creditor litigation has an adverse impact on Iusacell s overall liquidity, it could interfere with Iusacell s ability to meet its operating obligations, including rental payments under our leases with them.

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New technologies could make our tower antenna leasing services less desirable to potential tenants and result in decreasing revenues.

The development and implementation of new technologies designed to enhance the efficiency of wireless networks could reduce the use and need for tower-based wireless services transmission and reception and have the effect of decreasing demand for antenna space. Examples of such technologies include technologies that enhance spectral capacity, such as lower-rate vocoders, which can increase the capacity at existing sites and reduce the number of additional sites a given carrier needs to serve any given subscriber base. In addition, the emergence of new technologies could reduce the need for tower-based broadcast services transmission and reception. For example, the growth in delivery of video services by direct broadcast satellites could adversely affect demand for our antenna space. The development and implementation of any of these and similar technologies to any significant degree could have an adverse effect on our operations.

We could have liability under environmental laws.

Our operations, like those of other companies engaged in similar businesses, are subject to the requirements of various federal, state and local and foreign environmental and occupational safety and health laws and regulations, including those relating to the management, use, storage, disposal, emission and remediation of, and exposure to, hazardous and non-hazardous substances, materials and wastes. As owner, lessee or operator of approximately 14,800 real estate sites, we may be liable for substantial costs of remediating soil and groundwater contaminated by hazardous materials, without regard to whether we, as the owner, lessee or operator, knew of or were responsible for the contamination. In addition, we cannot assure you that we are at all times in complete compliance with all environmental requirements. We may be subject to potentially significant fines or penalties if we fail to comply with any of these requirements. The current cost of complying with these laws is not material to our financial condition or results of operations. However, the requirements of these laws and regulations are complex, change frequently, and could become more stringent in the future. It is possible that these requirements will change or that liabilities will arise in the future in a manner that could have a material adverse effect on our business, financial condition and results of operations.

Our business is subject to government regulations and changes in current or future laws or regulations could restrict our ability to operate our business as we currently do.

We are subject to federal, state, local and foreign regulation of our business, including regulation by the Federal Aviation Administration (FAA), the FCC, the Environmental Protection Agency and the Occupational Safety and Health Administration. Both the FCC and the FAA regulate towers used for wireless communications and radio and television antennae and the FCC separately regulates transmitting devices operating on towers. Similar regulations exist in Mexico, Brazil and other foreign countries regarding wireless communications and the operation of communications towers. Local zoning authorities and community organizations are often opposed to construction in their communities and these regulations can delay, prevent or increase the cost of new tower construction, collocations or site upgrade projects, thereby limiting our ability to respond to customer demand. Existing regulatory policies may adversely affect the timing or cost of new tower construction and locations and additional regulations may be adopted that increase delays or result in additional costs to us or that prevent or restrict new tower construction in certain locations. These factors could adversely affect our operations.

Increasing competition in the tower industry may create pricing pressures that may adversely affect us.

Our industry is highly competitive, and our customers have numerous alternatives for leasing antenna space. Some of our competitors, such as national wireless carriers that allow collocation on their towers, are larger and have greater financial resources than we do, while other competitors are in weak financial condition or may have lower return on investment criteria than we do. Competitive pricing pressures for tenants on towers from these competitors could adversely affect our lease rates and services income.

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In addition, if we lose customers due to pricing, we may not be able to find new customers, leading to an accompanying adverse effect on our profitability. Increasing competition could also make the acquisition of high quality tower assets more costly.

Our competition includes:

- national tower companies;
- wireless carriers that own towers and lease antenna space to other carriers;
- site development companies that purchase antenna space on existing towers for wireless carriers and manage new tower construction; and
- alternative site structures (e.g., building rooftops, billboards and utility poles).

If we are unable to protect our rights to the land under our towers, it could adversely affect on our business and operating results.

Our real property interests relating to our towers consist primarily of leasehold and sub-leasehold interests, fee interests, easements, licenses and rights-of-way. A loss of these interests may interfere with our ability to operate our towers and generate revenues. For various reasons, we may not always have the ability to access, analyze and verify all information regarding titles and other issues prior to completing an acquisition of sites. Further, we may not be able to renew ground leases on commercially viable terms. Of the approximately 14,000 towers in our portfolio that we own, or hold subject to long-term capital lease, approximately 80% are located on leased land. Approximately 11% of these sites are on land where our property interests in such land have a final expiration date of less than 10 years. Our inability to protect our rights to the land under our towers may have a material adverse affect on us.

Our costs could increase and our revenues could decrease due to perceived health risks from radio emissions, especially if these perceived risks are substantiated.

Public perception of possible health risks associated with cellular and other wireless communications media could slow the growth of wireless companies, which could in turn slow our growth. In particular, negative public perception of, and regulations regarding, these perceived health risks could slow the market acceptance of wireless communications services and increase opposition to the development and expansion of tower sites. The potential connection between radio frequency emissions and certain negative health effects has been the subject of substantial study by the scientific community in recent years. To date, the results of these studies have been inconclusive.

If a connection between radio frequency emissions and possible negative health effects, including cancer, were established, or if the public perception that such a connection exists were to increase, our operations, costs and revenues would be materially and adversely affected. We do not maintain any significant insurance with respect to these matters.

The bankruptcy proceeding of our Verestar subsidiary exposes us to risks and uncertainties.

Our wholly owned subsidiary, Verestar, Inc., filed for protection under Chapter 11 of the federal bankruptcy laws on December 22, 2003. Verestar was reported as a discontinued operation through the date of the bankruptcy filing in 2003 for financial statement purposes and, as of the date of the bankruptcy filing, was deconsolidated for financial statement purposes. In December 2004, substantially all of the remaining fixed assets of Verestar were sold. The bankruptcy proceeding will continue until such time as all claims against Verestar are settled and approved by the Bankruptcy Court.

If Verestar fails to honor certain of its contractual obligations because of its bankruptcy filing or otherwise, claims may be made against us for breaches by Verestar of those contracts as to which we are primarily or secondarily liable as a guarantor, which as of March 31, 2005, we do not expect will exceed $5.0 million. In addition, Verestar s bankruptcy estate may bring certain claims against us or seek to hold us liable for certain transfers made by Verestar to us and/or for Verestar s obligations to creditors under various equitable theories recognized under bankruptcy law. The Official Committee of Unsecured Creditors appointed in the Verestar bankruptcy proceeding (the Committee) has requested, and we have agreed to produce, certain documents in connection with the subpoena for Rule 2004 Examination (as defined under federal bankruptcy laws) issued by the Committee. The Bankruptcy Court also has entered an order approving a stipulation between Verestar and the Committee that permits the Committee to file claims against us and/or our affiliates on behalf of Verestar. In filings with the Bankruptcy Court and in oral statements to our counsel, counsel for the Committee has stated that the Committee may pursue claims against us and certain of our current and former officers or directors. No such claims had been filed as of the date of this prospectus. The outcome of complex litigation (including claims which may be asserted against us by the Committee) cannot be predicted with certainty and is dependent upon many factors beyond our control; however, any such claims, if successful, could have a material adverse impact on our financial condition. Finally, we will incur additional costs in connection with our involvement in the Verestar bankruptcy proceedings.

Risks Related to Our Proposed Merger with SpectraSite, Inc.

Our business and stock price could be adversely impacted by uncertainty related to our proposed merger with SpectraSite, Inc.

On May 3, 2005, we entered into an agreement and plan of merger with SpectraSite, Inc. providing for, among other things, the merger of SpectraSite with a wholly owned subsidiary of American Tower. Our business and stock price may be adversely affected if the merger with SpectraSite is not completed. Completion of the proposed merger is subject to the satisfaction of various conditions, including the receipt of approvals from our stockholders and stockholders of SpectraSite, and receipt of various regulatory approvals and authorizations. There is no assurance that all of the various conditions will be satisfied. If the proposed merger is not completed for any reason, we will be subject to several risks, including having incurred certain costs relating to the proposed merger that are payable whether or not the merger is completed, including legal, accounting and advisory fees, and having diverted the attention of management to the proposed merger and integration planning from our core leasing business and other opportunities that could have been beneficial to us.

The proposed merger involves risks to our business due to the uncertainty surrounding the integration of SpectraSite s communication site portfolio into our operational system. A completed transaction may have an adverse effect on our operating results, particularly in the fiscal quarters immediately following its completion while we integrate the operations of the SpectraSite business. In addition, once integrated, combined operations may not necessarily achieve the levels of revenues, profitability or productivity anticipated.

Whether or not the merger is consummated, the announcement and pendency of the merger could cause disruptions in our business, which could have an adverse effect on our business and financial results.

Whether or not the merger is consummated, the announcement and pendency of the merger could cause disruptions in or otherwise negatively impact our business. Specifically:

- our business combination with SpectraSite may disrupt our business relationships with current customers. For example, a customer may delay or defer decisions about current and future agreements with us because of the pending merger;

our current and prospective employees may experience uncertainty about their future roles with the combined company, which might adversely affect our ability to retain key managers and other employees; and

the attention of our management may be directed from business operations toward the consummation of the merger.

These disruptions could be exacerbated by a delay in the consummation of the merger or termination of the merger agreement and could have an adverse effect on our businesses and financial results if the merger is not consummated or of the combined company if the merger is consummated.

We will incur significant costs associated with the merger whether or not the merger is consummated.

We will incur significant costs related to the merger, including legal, accounting, advisory, filing and printing fees. Some of these costs will be incurred whether or not the merger is consummated. If the merger agreement is terminated under specified circumstances, we or SpectraSite may be obligated to pay the other party a $110.0 million termination fee. In connection with a termination of the merger agreement involving certain breaches, we or SpectraSite may be obligated under some circumstances to reimburse the non-breaching company s costs up to a maximum of $10.0 million.

We may not realize the intended benefits of the merger if we are unable to integrate SpectraSite s operations, wireless communications tower portfolio and personnel in a timely and efficient manner, which could adversely affect the value of our Class A common stock following the merger.

Achieving the benefits of the merger will depend in part on the integration of our operations, wireless communications tower portfolios and personnel with those of SpectraSite in a timely and efficient manner and the ability of the combined company to realize the anticipated synergies from this integration. We will continue to operate independently from SpectraSite until the consummation of the merger. This integration may be difficult and unpredictable for many reasons, including, among others, the size of SpectraSite s wireless communications tower portfolio and because SpectraSite s and our internal systems and processes were developed without regard to such integration. Our successful integration with SpectraSite will also require coordination of different personnel, which may be difficult and unpredictable because of possible cultural conflicts and differences in policies, procedures and operations between the companies and the different geographical locations of the companies. If we cannot successfully integrate SpectraSite s operations, wireless communications tower portfolio and personnel, we and SpectraSite may not realize the expected benefits of the merger, which could adversely affect the combined company s business and could adversely affect the value of our Class A common stock after the merger. In addition, the integration of our business with SpectraSite may place a significant burden on management and its internal resources. The diversion of management s attention from ongoing business concerns and any difficulties encountered in the transition and integration process could harm the combined company s business and the value of our Class A common stock.

We expect to incur substantial expenses related to the integration of SpectraSite.

We expect to incur substantial expenses in connection with the integration of the business, policies, procedures, operations and systems of SpectraSite. The failure of the combined company to meet the challenges involved in integrating the companies business and operations, or to do so in a timely basis, could cause substantial additional expenses and serious harm to the combined company. For example, there are a large number of systems that must be integrated, including management information, accounting and finance, sales, billing, payroll and benefits, lease administration systems and regulatory compliance. While we have assumed that a certain level of expenses would be incurred, there are a number of factors, some of which are beyond our control, that could affect the total amount or the timing of all of the expected integration expenses including:

constraints arising under U.S. federal or state antitrust laws, such as limitations on sharing of information, that may prevent or hinder us from fully developing integration plans;

employee redeployment, relocation or severance, as well as reorganization or closures of facilities;

- consolidating and rationalizing information technology and administrative infrastructures;
- consolidating operation and management of combined tower portfolio;
- coordinating sales and marketing efforts to effectively communicate the capabilities of the combined company;
- preserving our supply, marketing or other important relationships and those of SpectraSite, and resolving potential conflicts that may arise; and
- minimizing the diversion of management s attention from ongoing business concerns and successfully returning managers to regular business responsibilities from their integration planning activities.

Many of the expenses that will be incurred, by their nature, are impracticable to estimate at the present time. These expenses could, particularly in the near term, exceed the savings that the combined company expects to achieve from the elimination of duplicative expenses and the realization of economies of scale and cost savings related to the integration of the businesses following the consummation of the merger.

The combined company s revenue will be further dependant upon and derived from a small number of customers.

Due to the overlap of our customers with SpectraSite s customers, and the consolidation of wireless carriers in general, a substantial portion of the combined company s total operating revenues will continue to be derived from a small number of customers. For the year ended December 31, 2004, on a pro forma basis after giving effect to the merger and the industry transactions described below:

- Approximately 59% of the combined company s revenues would be derived from six customers;
- Approximately 21% of the combined company s revenues would be derived from Cingular Wireless, which merged with AT&T Wireless in October 2004;
- Approximately 17% of the combined company s revenues would be derived from Sprint PCS and Nextel, which announced their merger plans in December 2004; and
- Approximately 10% of the combined company s revenues would be derived from Verizon Wireless.

If any of these customers were unwilling or unable to perform their obligations under any agreements with the combined company, the combined company s revenues, results of operations, and financial condition could be adversely affected. In the ordinary course of business, we and SpectraSite also sometimes experience disputes with our customers, generally regarding the interpretation of terms in our respective agreements. Although historically we and SpectraSite resolved these disputes in a manner that did not have a material adverse effect on our respective businesses or customer relationships, in the future these disputes could lead to a termination of agreements with customers or a material modification of the terms of those agreements, either of which could have a material adverse effect on the combined company s business, results of operations and financial condition. If the combined company is forced to resolve any of these disputes through litigation, the combined company s relationship with the applicable customer could be terminated or damaged, which could lead to decreased revenues or

increased costs, resulting in a corresponding adverse effect on the combined company s business, results of operations and financial condition.

Following the consummation of the merger, the combined company s indebtedness will be greater than our existing indebtedness.

The indebtedness of SpectraSite as of March 31, 2005 was approximately $749.0 million, and our indebtedness as of March 31, 2005 was approximately $3.1 billion. Our pro forma indebtedness as of March 31, 2005, giving effect to the merger, as described in the section captioned Unaudited Pro Forma Condensed

Combined Financial Information beginning on page 55, would have been approximately $3.9 billion. As a result of the contemplated increase in debt, demands on our cash resources will increase after the merger, which could negatively impact the business, results of operations and financial condition of the combined company and the market price of our Class A common stock. For example, while the impact of this increased indebtedness will be addressed by the cash flows of the combined company, the increased levels of indebtedness could nonetheless reduce funds available to us for tower acquisitions, construction and improvements, or create competitive disadvantages for us compared to other companies with lower debt levels.

As a consequence of this increased level of indebtedness, the combined company will be subject to restrictive covenants that will further limit the financial and operating flexibility of the combined company. The covenants contained in our credit facility and indentures and the credit facility and indenture of SpectraSite could place the combined company at a disadvantage compared to some of its competitors which may have fewer restrictive covenants and may not be required to operate under these restrictions. For example, the limits imposed by our indebtedness and that of SpectraSite restricts our ability to take various actions, including incurring additional debt, guaranteeing indebtedness, issuing preferred stock, engaging in various types of transactions, including mergers and sales of assets, and paying dividends and making distributions or other restricted payments, including investments. These restrictions could have an adverse effect on the business of the combined company by limiting its ability to take advantage of financing, new tower development, merger and acquisition or other opportunities.

As a result of the merger, we or SpectraSite, or one of our subsidiaries acting for SpectraSite, may be required to repurchase or refinance SpectraSite s outstanding debt. Such repurchase or refinancing may not be feasible or available to the combined company on commercially reasonable terms or at all.

As a result of the merger, we or SpectraSite, or one of our subsidiaries acting for SpectraSite, may be required to repurchase SpectraSite s 8.25% senior notes due 2010 and refinance bank debt of SpectraSite Communications, Inc., a wholly owned subsidiary of SpectraSite. Such repurchase or refinancing may not be feasible or available to the combined company on commercially reasonable terms or at all.

Under the indenture governing SpectraSite s senior notes, the merger may constitute a Change of Control Triggering Event . A Change of Control Triggering Event means the occurrence of both a Change of Control and a Ratings Decline. The merger will constitute a Change of Control, but, at this time, it is unclear whether a Ratings Decline will also occur. A Ratings Decline means (1) a decrease of one or more gradations, including gradations within ratings categories as well as between ratings categories, in the rating of the senior notes by either Standard & Poor s Rating Services or Moody s Investors Services, Inc. or (2) a withdrawal of the rating of the senior notes by either rating agency; provided, however, that such decrease or withdrawal occurs on or within 90 days following the date or public notice of the occurrence of a Change of Control or of the intention by SpectraSite to effect a Change of Control, which period shall be extended so long as the rating of the senior notes is under publicly announced consideration for downgrade by either rating agency. As of June 14, 2005, SpectraSite s senior notes were rated B- by Standard & Poor s and B2 by Moody s. If a Ratings Decline occurs, which would therefore constitute a Change of Control Triggering Event, then SpectraSite, American Tower or any of their subsidiaries, will be required to make an offer to repurchase the $200.0 million outstanding senior notes at 101% of their principal amount plus any accrued and unpaid interest to the repurchase date, unless the applicable provisions of the indenture are amended or waived by the holders of the senior notes. At this time, it is unclear whether there will be a Change of Control Triggering Event and, if so, how many of the senior notes SpectraSite may actually be required to repurchase by the holders thereof in response to the offer to repurchase.

Under the credit agreement governing the $900.0 million senior secured credit facility of SpectraSite Communications, the merger will constitute a Change of Control which is an event of default unless the credit facility is refinanced or an amendment or waiver of the applicable provisions of the credit agreement by the applicable lenders is obtained. Upon the occurrence of an event of default under the credit facility, the combined company would, without an amendment or waiver by the lenders, lose access to credit facility fundings and the

lenders could foreclose and seek other remedies against the collateral securing the credit facility. As of March 31, 2005, the aggregate amount outstanding under the credit facility was approximately $549.0 million.

If we or SpectraSite, or our subsidiaries, are required to repurchase senior notes or refinance the credit facility as described above, they may not have access to funds to effect the repurchases or to financing for such repurchases or an ability to refinance the credit facility, as the case may be, on reasonable commercial terms or at all. If either an offer to repurchase under the indenture or a refinancing of the credit facility is necessary and the combined company cannot effect such actions, then there would be an event of default under the applicable agreement. Such event of default would result in an event of default by SpectraSite or SpectraSite Communications and could, in turn, give rise to a cross-default or cross-acceleration to the other debt agreement and to other applicable outstanding debt of the combined company.

The matters described above may not be resolved until after the closing of the merger because they are not conditions to its consummation. In addition, whether there will be a Ratings Decline and, therefore, any requirement that SpectraSite offer to repurchase the senior notes under the indenture, may not be known until after the closing because the indenture provides that a Ratings Decline may occur on or within 90 days following the date or announcement of the merger and may be further extended. As a result, stockholders may approve the merger and the merger may be consummated, but the need to make an offer to repurchase senior notes may not arise until after the closing.

Resales of our Class A common stock following the merger and additional obligations to issue our Class A common stock may cause the market price of that stock to fall.

The merger will dilute the ownership position of our present stockholders. As of June 14, 2005, we had approximately 230.9 million shares of Class A common stock outstanding, approximately 29.5 million shares of Class A common stock subject to outstanding options and warrants, as well as outstanding convertible notes that, if converted, would represent approximately 39.4 million shares of Class A common stock and approximately 4.0 million shares of Class A common stock subject to our employee stock purchase plan. We are obligated to issue approximately 186.5 million shares of Class A common stock in connection with the merger, including approximately 168.6 million shares issuable at the closing with respect to outstanding shares of SpectraSite common stock as of June 14, 2005 and up to approximately 17.8 million shares issuable pursuant to outstanding SpectraSite options and warrants as of June 14, 2005. The issuance of these new shares and the sale of additional shares of our Class A common stock that may become eligible for sale in the public market from time to time upon exercise of options, including shares of our Class A common stock subject to SpectraSite stock options assumed by us in the merger, could have the effect of depressing the market price for our Class A common stock.

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RATIO OF EARNINGS TO FIXED CHARGES

Our ratio of earnings to fixed charges for the years ended December 31, 2000 through 2004 and the three months ended March 31, 2005 are set forth in the table below:

	Year Ended December 31,					Three Months Ended March 31,
	2000	2001	2002	2003	2004	2005
Ratio of Earnings to Fixed Charges (1)						

(1) For purposes of calculating this ratio, earnings consists of loss from continuing operations before income taxes, minority interest, loss on equity method investments, fixed charges (excluding interest capitalized) and amortization of interest capitalized. Fixed charges consists of interest expensed and capitalized, amortization of debt discount and related issuance costs and the component of rental expense associated with operating leases believed by management to be representative of the interest factor thereon. We had a deficiency in earnings to fixed charges in each period as follows (in thousands): 2000 $304,217; 2001 $535,048; 2002 $409,814; 2003 $315,903; 2004 $311,831; and the three months ended March 31, 2005 $34,093.

USE OF PROCEEDS

We will not receive any proceeds from the sale by any selling securityholder of the notes or the shares of Class A common stock issuable upon conversion of the notes.

MARKET FOR OUR CLASS A COMMON STOCK

The following table presents reported quarterly high and low per share sale prices of our Class A common stock on the NYSE for the years 2003, 2004 and 2005.

2003	High	Low
Quarter ended March 31	$ 5.94	$ 3.55
Quarter ended June 30	9.90	5.41
Quarter ended September 30	11.74	8.73
Quarter ended December 31	12.00	9.59

2004	High	Low
Quarter ended March 31	$ 13.12	$ 9.89

Quarter ended June 30	16.00	11.13
Quarter ended September 30	15.85	13.10
Quarter ended December 31	18.75	15.19

2005	**High**	**Low**
Quarter ended March 31	$ 19.28	$ 17.30
Quarter ended June 30 (through June 27)	$ 20.60	$ 16.28

On June 27, 2005, the closing price of our Class A common stock was $20.47 per share as reported on the NYSE.

As of June 14, 2005, we had 230,916,954 outstanding shares of Class A common stock and 721 registered holders.

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DIVIDEND POLICY

We have never paid a dividend on any class of common stock. We anticipate that we may retain future earnings, if any, to fund the development and growth of our business. The indentures governing our 9 ^{3}/8% senior notes due 2009, our 7.50% senior notes due 2012, and our 7.125% senior notes due 2012 prohibit us from paying dividends to our stockholders unless we satisfy certain financial covenants.

Our borrower subsidiaries are generally prohibited under the terms of the credit facility, subject to certain exceptions, from making to us any direct or indirect distribution, dividend or other payment on account of their limited liability company interests, partnership interests, capital stock or other equity interests, except that, if no default exists or would be created thereby under the credit facility, our borrower subsidiaries may pay cash dividends or make other distributions to us in accordance with the credit facility within certain specified amounts and, in addition, may pay cash dividends or make other distributions to us in respect of our outstanding indebtedness and permitted future indebtedness. The indentures governing the ATI 12.25% senior subordinated discount notes due 2008 and the ATI 7.25% senior subordinated notes due 2011 prohibit ATI and certain of our other subsidiaries that have guaranteed those notes from paying dividends and making other payments or distributions to us, unless certain financial covenants are satisfied, except that our borrower subsidiaries may pay dividends or make other payments or distributions to us up to certain specified amounts in respect of certain of our outstanding indebtedness and permitted future indebtedness and, if no default exists or would be created thereby under the indentures governing such indebtedness and certain additional tests are met that could not currently be met, up to certain specified amounts.

SELLING SECURITYHOLDERS

Selling securityholders may use this prospectus to offer and sell the notes and the shares of our Class A common stock issuable upon conversion of the notes. See Plan of Distribution. The table below sets forth information about the beneficial ownership of the notes and shares of our Class A common stock by each selling securityholder who has timely provided us with a completed and executed notice and questionnaire stating its intent to use this prospectus to sell or otherwise dispose of notes and/or shares of our Class A common stock issuable upon conversion of the notes. We have prepared this table using information furnished to us by or on behalf of the selling securityholders. For purposes of the following table, beneficial ownership is determined in accordance with the rules of the SEC, and includes the right to acquire voting or investment control of our Class A common stock within 60 days. Unless otherwise indicated below, to our knowledge, all persons named in the table have sole voting and investment power with respect to their shares of Class A common stock, except to the extent authority is shared by spouses under applicable law. The inclusion of any securities in the table does not constitute an admission of beneficial ownership by the persons named therein.

Our registration of the notes and the shares of our Class A common stock issuable upon conversion of the notes does not mean that the selling securityholders identified below will sell all or any of these securities. In addition, the selling securityholders may have sold, transferred or disposed of all or a portion of their notes in transactions exempt from the registration requirements of the Securities Act since the date on which they provided the information regarding their holdings. The identity and holdings of the selling securityholders may change from time to time. We may supplement this prospectus to disclose substitutions of previously identified selling securityholders and changes in the amounts held by identified securityholders, as we become aware of that information.

Except where disclosure is included in the table below regarding natural persons exercising investment and voting control over the securities held by the selling securityholders, the selling securityholders have represented to us that they are a reporting company under the Securities Exchange Act of 1934, as amended, a majority-owned subsidiary thereof, or an investment company registered under the Investment Company Act of 1940.

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Name	Principal Amount of Notes Beneficially Owned that may be Sold	Shares of Class A Common Stock Issuable upon Conversion that may be Sold (1)	Shares of Class A Common Stock Beneficially Owned Before the Offering		Shares of Class A Common Stock Beneficially Owned After the Offering (4)	
			Number (2)	Percent (3)	Number (2)	Percent (3)
Akela Capital Master Fund, Ltd.(5)	$ 4,000,000	195,122	195,122	*		*
Alexandra Global Master Fund Ltd.(6)	2,500,000	121,951	121,951	*		*
Arbitex Master Fund L.P.(7)(8)	2,000,000	97,561	97,561	*		*
ATSF-Transamerica Convertible Securities(7)(9)	7,500,000	365,853	365,853	*		*
Bear Stearns & Co. Inc.(10)(11)	500,000	24,390	24,390	*		*
Bill and Melinda Gates Foundation(12)	1,350,000	65,853	65,853	*		*
CBI Pension Plan(12)	25,000	1,219	1,219	*		*
CC Convertible Arbitrage, Ltd.(7)(13)	2,000,000	97,561	97,561	*		*
Chrysler Corporation Master Retirement Trust(14)	8,225,000	401,219	401,219	*		*
Citigroup Global Markets Inc.(10)(15)	50,000	2,439	125,151	*	122,712	*
CNH CA Master Account, L.P.(16)	1,500,000	73,170	236,786	*	163,616	*
Coda Capital Management, LLC(17)	270,000	13,170	13,170	*		*
Coda Capital ND Portfolio(17)	100,000	4,878	4,878	*		*
Context Convertible Arbitrage Fund, LP(18)	450,000	21,951	74,378	*	52,427	*
Context Convertible Arbitrage Offshore, Ltd.(18)	1,455,000	70,975	234,683	*	163,708	*
Convertible Securities Fund(19)	20,000	975	1,874	*	899	*
Credit Suisse First Boston LLC(10)(20)	10,000,000	487,805	487,805	*		*
Credos High Yield Bond, L.P.(12)	1,000,000	48,780	48,780	*		*
Deutsche Bank Securities Inc.(10)(19)	12,300,000	600,000	600,000	*		*
Drawbridge Convertible I Ltd.(21)	1,000,000	48,780	48,780	*		*
Drawbridge Convertible II Ltd.(21)	320,000	15,609	15,609	*		*
Drawbridge Global Macro Master Fund Ltd.(21)	2,680,000	130,731	130,731	*		*
Dreyfus Premier High Income Fund(12)(19)	1,350,000	65,853	65,853	*		*
Elizabeth D Bruce Trust(17)	20,000	975	975	*		*
Employees Retirement System of Rhode Island(12)	250,000	12,195	12,195	*		*
F.M. Kirby Foundation, Inc.(14)	1,435,000	70,000	70,000	*		*
Gartmore Convertible Fund(17)	330,000	16,097	16,097	*		*
Geode U.S. Convertible Arbitrage Fund(22)	500,000	24,390	24,390	*		*
Global Bermuda Limited Partnership	2,700,000	131,707	645,052	*	513,345	*
GMAM Investments Funds Trust(12)	800,000	39,024	39,024	*		*
Goldman Sachs & Co.(10)(23)	2,000,000	97,561	97,561	*		*
Grace Brothers, Ltd.(24)	2,000,000	97,561	261,177	*	163,616	*
Grace Convertible Arbitrage Fund, Ltd.(24)	7,000,000	341,463	505,079	*	163,616	*
Harbor High-Yield Bond Fund(12)(19)	150,000	7,317	7,317	*		*
Highbridge International LLC(7)(25)	25,000,000	1,219,512	1,386,623	*	167,111	*
Honeywell International Inc. Master Retirement Trust(12)	800,000	39,024	39,024	*		*
IDEX-Transamerica Convertible Securities Fund(7)(9)	3,750,000	182,926	182,926	*		*
Institutional Benchmark Management(19)	520,000	25,365	69,423	*	44,058	*
International Truck & Engine Corporation Non-Contributory Retirement Plan Trust(14)	1,000,000	48,780	48,780	*		*
International Truck & Engine Corporation Retiree Health Benefit Trust(14)	355,000	17,317	17,317	*		*
International Truck & Engine Corporation Retirement Plan for Salaried Employees Trust(14)	870,000	42,439	42,439	*		*
James Mellor Trust(17)	30,000	1,463	1,463	*		*
JMG Capital Partners, L.P.(19)	8,250,000	402,439	402,439	*		*
JMG Triton Offshore Fund, Ltd.(19)	8,250,000	402,439	402,439	*		*
JP Morgan Securities Inc.(10)(26)	500,000	24,390	459,062	*	434,672	*
Lakeshore International, Ltd.	10,800,000	526,829	2,222,299	*	1,695,470	*
Lehman Brothers, Inc.(10)	4,100,000	200,000	378,254	*	178,254	*
LW Paxson CRUT Convertible Bond Portfolio(17)	20,000	975	975	*		*
Lyxor/Zola Fund, Ltd.(27)	2,500,000	121,951	121,951	*		*
Mark IV Industries Inc. and Subsidiaries Employees Retirement Income Trust Fund(12)	100,000	4,878	4,878	*		*

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			Number (2)	Percent (3)	Number (2)	Percent (3)
MFS/SunLife Series Trust(7)(19)	200,000	9,756	9,756	*		*
Microsoft Corporation(14)	555,000	27,073	34,160	*	7,087	*
Motion Picture Industry Health Plan Active Member Fund(14)	185,000	9,024	9,024	*		*
Motion Picture Industry Health Plan Retiree Member Fund(14)	130,000	6,341	6,341	*		*
MSD TCB, LP(28)	25,500,000	1,243,902	1,243,902	*		*
National Bank of Canada(7)(17)	175,000	8,536	27,953	*	19,417	*
Nations Convertible Securities Fund(19)	3,980,000	194,146	321,275	*	127,129	*
New York City Employees Retirement System(12)	350,000	17,073	17,073	*		*
New York City Police Pension Fund(12)	150,000	7,317	7,317	*		*
Nomura Securities International, Inc.(10)(29)	5,000,000	243,902	243,902	*		*
Och-Ziff Capital Structure Arbitrage Master Fund, Ltd.(30)	7,000,000	341,463	341,463	*		*
OCM Convertible Trust(14)	2,290,000	111,707	111,707	*		*
OCM Global Convertible Securities Fund(14)						