

CROWN CASTLE INTERNATIONAL CORP

Form NT 10-K

March 16, 2006

(Check One):

UNITED STATES

☒ Form 10-K

SECURITIES AND EXCHANGE COMMISSION

SEC FILE NUMBER

☐ Form 20-F

Washington, D.C. 20549

001-16441

☐ Form 11-K

CUSIP NUMBER

☐ Form 10-Q

FORM 12b-25

228227104

☐ Form 10-D

NOTIFICATION OF LATE FILING

☐ Form N-SAR

☐ Form N-CSR

For Period Ended: December 31, 2005

☐ Transition Report on Form 10-K

☐ Transition Report on Form 20-F

☐ Transition Report on Form 11-K

☐ Transition Report on Form 10-Q

☐ Transition Report on Form N-SAR

For the Transition Period Ended: _____

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I REGISTRANT INFORMATION

Crown Castle International Corp.

Full Name of Registrant

Not applicable

Former Name if Applicable

510 Bering Drive, Suite 600
Address of Principal Executive Office (*Street and Number*)

Houston, Texas 77057
City, State and Zip Code

PART II RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- X
- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
 - (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
 - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Crown Castle International Corp. (the Company) and its outside independent registered accounting firm are in the process of completing their assessment of the effectiveness of the Company's internal control over financial reporting, which is required to be included in the Form 10-K by Item 308 of Regulation S-K (Section 404 of the Sarbanes-Oxley Act). As previously announced, the Company is restating its financial statements for fiscal years 2003 and 2004 and quarterly periods in fiscal years 2004 and 2005 for inclusion in the Form 10-K. The Company expects to file the Form 10-K by March 31, 2006.

The Company anticipates that the consolidated financial statements for fiscal years 2004 and 2005 that will be reported on the 2005 Form 10-K will be consistent with the Company's consolidated financial results that were reported in the Company's press release dated February 28, 2006. The press release was furnished under cover of a Form 8-K on March 1, 2006.

PART IV OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

E. Blake Hawk, Esq.
(Name)

(713)
(Area Code)

570-3000
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). ☒ Yes ☐ No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? ☒ Yes ☐ No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

As previously announced, the Company is restating its financial statements for fiscal years 2003 and 2004 and quarterly periods in fiscal years 2004 and 2005 for inclusion in the Form 10-K. The Company's consolidated financial statements have been restated to reflect the correction of errors for certain non-cash items primarily relating to the Company's lease accounting practices. The correction of these errors resulted in a \$19.0 million cumulative net improvement in net income (loss) on the Company's consolidated statement of operations from inception through September 30, 2005, including a reduction in net income of \$2.0 million for fiscal 2004.

This Form 12b-25 contains forward-looking statements that are based on our management's current expectations. Such statements include, but are not limited to, plans, projections and estimates regarding (i) the results and effect of any review of lease accounting, including any adjustments related to revenue or expense recognition or depreciation, (ii) timing of the lease accounting review, (iii) timing of the completion

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and filing of the Company's Annual Report on Form 10-K and (iv) the results of the review of the Company's internal controls. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expected. More information about potential risk factors which could affect our results is included in our filings with the SEC.

Crown Castle International Corp.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date March 16, 2006

By /s/ E. Blake Hawk
Name: E. Blake Hawk
Title: Executive Vice President and General Counsel

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

EXHIBIT INDEX

Exhibit No.	Description
99.1	Letter from KPMG LLP