

CROWN CASTLE INTERNATIONAL CORP

Form 8-K

May 25, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): May 24, 2012**

**Crown Castle International Corp.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**001-16441**  
(Commission

File Number)

**76-0470458**  
(IRS Employer

Identification Number)

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1220 Augusta Drive

Suite 500

Houston, TX 77057

(Address of Principal Executive Office)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

The annual meeting of the stockholders of the Company was held on May 24, 2012 ( Annual Meeting ), at which meeting the stockholders of the Company (1) elected each of the four nominees for class II directors for a three-year term expiring in 2015, (2) ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accountants for fiscal year 2012, and (3) approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers as described in the Company's Proxy Statement for the Annual Meeting. The final voting results for each proposal submitted to a vote are set forth below:

**Election of class II directors:**

Name	Votes For	Votes Withheld	Broker Non-Votes
Cindy Christy	255,057,935	1,164,374	8,300,938
Ari Q. Fitzgerald	254,618,333	1,603,976	8,300,938
Robert E. Garrison II	254,600,601	1,621,708	8,300,938
John P. Kelly	249,512,246	6,710,063	8,300,938

**The ratification of appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accountants for fiscal year 2012:**

Votes For	Votes Against	Abstentions	Broker Non-Votes
263,694,361	725,859	103,027	0

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

Votes For	Votes Against	Abstentions	Broker Non-Votes
251,850,347	4,189,836	182,126	8,300,938

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CROWN CASTLE INTERNATIONAL CORP.**

By: /s/ E. Blake Hawk

Name: E. Blake Hawk

Title: Executive Vice President and General Counsel

Date: May 24, 2012