

AMERICAN TOWER CORP /MA/
Form SC TO-I/A
October 09, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(RULE 13e-4)
TENDER OFFER STATEMENT
UNDER
SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

AMENDMENT NO. 1

AMERICAN TOWER CORPORATION
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Class A Common Stock, \$.01 Par Value Per Share,
Having an Exercise Price of \$20.00 or more Per Share
(Title of Class of Securities)

029912 201
(CUSIP Number of Class of Securities)
(Underlying Class A Common Stock)

Steven B. Dodge
Chairman and Chief Executive Officer
American Tower Corporation
116 Huntington Avenue
Boston, Massachusetts 02116
(617) 375-7500
(Name, address and telephone number of person authorized to receive notices and
communications on behalf of filing person)

Copy to:
Matthew J. Gardella, Esq.
Hale and Dorr LLP
60 State Street
Boston, Massachusetts 02109
(617) 526-6000

 Check box if any part of the fee is offset as provided by Rule 0-11(a)(2)
and identify the filing with which the offsetting fee was previously paid.

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Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

INTRODUCTORY STATEMENT

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO filed by American Tower Corporation (the "Company") with the Securities and Exchange Commission on September 24, 2001 relating to an option exchange program being conducted by the Company for compensatory purposes. This Amendment No. 1 includes as Exhibit (a)(1) the Offer to Exchange, dated September 24, 2001, as amended on October 9, 2001.

Item 12. Exhibits.

Item 12 is hereby amended and supplemented to add Exhibit (a)(1), the Offer to Exchange, dated September 24, 2001, as amended on October 9, 2001, which is filed herewith.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 to Schedule TO is true, complete and correct.

AMERICAN TOWER CORPORATION

/s/ Justin D. Benincasa

Justin D. Benincasa
Senior Vice President and Corporate
Controller

Date: October 5, 2001

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Exhibit
Number

Description

(a) (1) Offer to Exchange, dated September 24, 2001, as amended on October 9, 2001.