

SBA COMMUNICATIONS CORP
Form 424B7
July 06, 2007
Prospectus Supplement No. 3

Filed Pursuant to Rule 424(b)(7)

(to Prospectus dated May 16, 2007)

Registration No. 333-143033

SBA Communications Corporation

\$350,000,000 0.375% Convertible Senior Notes due 2010

10,429,720 shares of Class A Common Stock

This prospectus supplement no. 3 supplements the prospectus dated May 16, 2007, as supplemented by prospectus supplement no. 1 dated May 31, 2007 and prospectus supplement no. 2 dated June 18, 2007, relating to the resale by certain selling securityholders of our 0.375% Convertible Senior Notes due 2010 and the shares of our Class A common stock issuable upon conversion of the notes.

You should read this prospectus supplement no. 3 in conjunction with the prospectus, prospectus supplement no. 1 and prospectus supplement no. 2. This prospectus supplement no. 3 is qualified by reference to the prospectus, prospectus supplement no. 1 and prospectus supplement no. 2, except to the extent that the information in this prospectus supplement no. 3 supersedes or supplements the information contained in the prospectus, prospectus supplement no. 1 and prospectus supplement no. 2.

Investing in the notes and our Class A common stock issuable upon conversion of the notes involves risks that are described in the Risk Factors section beginning on page 6 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement no. 3. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement no. 3 is July 6, 2007.

SELLING SECURITYHOLDERS

The information in the prospectus, prospectus supplement no. 1 and prospectus supplement no. 2 in the table under the caption Selling Securityholders is amended by:

replacing the information included in the prospectus, prospectus supplement no. 1 and prospectus supplement no. 2 regarding the selling securityholders identified in the Revised Information Regarding Selling Securityholders table below with the information set forth in the table; and

adding the information identified in the Additional Selling Securityholders table below regarding certain selling securityholders.

The information set forth below is based solely on information provided, on or before July 6, 2007, by or on behalf of the selling securityholders with respect to the beneficial ownership, voting and dispositive control of the notes and Class A common stock issuable upon conversion of the notes. Information concerning the selling securityholders may change from time to time. The selling securityholders may offer all, some or none of the notes or Class A common stock into which the notes are convertible under the prospectus (as amended and supplemented hereby). Because the selling securityholders may offer all or some portion of the notes or the Class A common stock, no estimate can be given as to the amount of the notes or the Class A common stock that will be held by the selling securityholders upon termination of any sales. In addition, the selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes since the date on which they provided to us the information regarding their notes.

Revised Information Regarding Selling Securityholders

Name	Principal Amount of Notes Beneficially Owned	Class A Common Stock Beneficially Owned (2) (3)	Class A Common Stock Offered (1) (3)	Principal Amount of Notes and Shares of Class A Common Stock Beneficially Owned After Completion of the Offering (1)	
				Number	Percent
Basso Fund Ltd. (4)	120,000	3,575	3,575	0	*
Basso Holdings Ltd. (5)	2,190,000	65,260	65,260	0	*
Basso Multi-Strategy Holding Fund Ltd. (6)	690,000	20,561	20,561	0	*
Canyon Value Realization Fund, L.P. (7)(8)	7,884,000	234,936	234,936	0	*
Canyon Value Realization MAC 18 Ltd. (7)(9)	1,268,000	37,785	37,785	0	*
Citigroup Global Markets Inc. (10)(11)	6,450,000	192,204	192,204	0	*
The Canyon Value Realization Fund (Cayman) Ltd. (7)(12)	22,044,500	656,908	656,908	0	*

Additional Selling Securityholders

Name	Principal Amount of Notes Beneficially Owned	Class A Common Stock Beneficially Owned (2) (3)	Class A Common Stock Offered (1) (3)	Principal Amount of Notes and Shares of Class A Common	
				Number	Percent

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Name	And			Stock Beneficially Owned After Completion of	
	Offered (1)			the Offering (1)	
				Number	Percent
Canyon Capital Arbitrage Master Fund, Ltd. (7)(13)	7,525,000	224,238	224,238	0	*
Lyxor/Canyon Capital Arbitrage Fund, Ltd. (7)(14)	1,705,000	50,807	50,807	0	*

* Less than one percent.

Information concerning other selling securityholders will be set forth in supplements to this prospectus supplement from time to time, if required.

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- (1) Assumes offer and sale of all notes and shares of Class A common stock issuable upon conversion of the notes, although selling securityholders are not obligated to sell any notes or shares of Class A common stock.
- (2) In addition to shares of Class A common stock issuable upon conversion of the notes as described in footnote (1), also includes shares of Class A common stock identified to us by the selling securityholder as owned by it.
- (3) The number of shares of Class A common stock issuable upon conversion of the notes is calculated assuming the conversion of the full amount of notes held by such holder is at the initial conversion rate of 29.7992 shares per \$1,000 principal amount of notes. This conversion rate is subject to adjustment as described in the prospectus under Description of Notes Conversion Rights. As a result, the number of shares of Class A common stock issuable upon conversion of the notes may increase or decrease in the future.
- (4) Basso Capital Management, L.P. serves as Basso Fund Ltd. s (Basso Fund) investment manager. Mr. Howard Fischer is a managing member of Basso GP LLC, the General Partner of Basso Capital Management, L.P., and has ultimate responsibility for trading with respect to the Basso Fund.
- (5) Basso Capital Management, L.P. serves as Basso Holdings Ltd. s (Basso Holdings) investment manager. Mr. Howard Fischer is a managing member of Basso GP LLC, the General Partner of Basso Capital Management, L.P., and has ultimate responsibility for trading with respect to Basso Holdings.
- (6) Basso Capital Management, L.P. serves as Basso Multi-Strategy Holding Fund Ltd. s (Basso Multi-Strategy) investment manager. Mr. Howard Fischer is a managing member of Basso GP LLC, the General Partner of Basso Capital Management, L.P., and has ultimate responsibility for trading with respect to Basso Multi-Strategy.
- (7) The selling securityholder is an affiliate of a broker-dealer.
- (8) Canpartners Investments III, L.P. is the general partner of Canyon Value Realization Fund, L.P. and Canyon Capital Advisors LLC is the general partner of Canpartners Investments III, L.P. Canyon Capital Advisors LLC is the investment advisor of Canyon Value Realization Fund, L.P. and is therefore the controlling entity with voting and investment power over the notes and Class A common stock issuable upon conversion of the notes held by Canyon Value Realization Fund, L.P. The managing partners of Canyon Capital Advisors LLC are Joshua S. Friedman, Mitchell R. Julis and K. Robert Turner.
- (9) Canyon Capital Advisors LLC is the investment advisor and is therefore the controlling entity with voting and investment power over the notes and Class A common stock issuable upon conversion of the notes held by Canyon Value Realization MAC 18 Ltd., a Cayman Islands limited liability company. The managing partners of Canyon Capital Advisors LLC are Joshua S. Friedman, Mitchell R. Julis and K. Robert Turner.
- (10) The selling securityholder is a broker-dealer.
- (11) Citigroup Global Markets Inc. was a joint book-running manager and initial purchaser of the notes in the private placement offering. Citigroup Inc. is Citigroup Global Markets Inc. s controlling shareholder.
- (12) Canyon Capital Advisors LLC is the investment advisor and therefore the controlling entity with voting power over the notes and Class A common stock issuable upon conversion of the notes held by The Canyon Value Realization Fund (Cayman) Ltd. The managing partners of Canyon Capital Advisors LLC are Joshua S. Friedman, Mitchell R. Julis and K. Robert Turner.
- (13) Canyon Capital Advisors LLC is the investment advisor and therefore the controlling entity with voting and investment power over the notes and Class A common stock issuable upon conversion of the notes held by Canyon Capital Arbitrage Master Fund, Ltd., a Cayman Islands Exempted company. The managing partners of Canyon Capital Advisors LLC are Joshua S. Friedman, Mitchell R. Julis and K. Robert Turner.
- (14) Canyon Capital Advisors LLC is the investment advisor and therefore the controlling entity with voting and investment power over the notes and Class A common stock issuable upon conversion of the notes held by Lyxor/Canyon Capital Arbitrage Fund, Ltd. The managing partners of Canyon Capital Advisors LLC are Joshua S. Friedman, Mitchell R. Julis and K. Robert Turner.

None of the selling securityholders nor any of their affiliates, officers, directors or principal equity holders has held any position or office or has had any material relationship with us, our predecessors or affiliates, within the past three years. Citigroup and its affiliates have in the past and may in the future provide financial advisory and other services to us and our affiliates.