

SBA COMMUNICATIONS CORP
Form 8-K/A
December 14, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported) October 1, 2012

SBA Communications Corporation

(Exact Name of Registrant as Specified in its Charter)

Florida
(State or Other Jurisdiction
of Incorporation)

000-30110
(Commission
File Number)

65-0716501
(IRS Employer
Identification No.)

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5900 Broken Sound Parkway N.W.

Boca Raton, FL
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (561) 995-7670

33487
(Zip Code)

(Former name or former address, if changed since last report)

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:

- .. 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 2.01 Completion of Acquisition or Disposition of Assets.

On October 1, 2012, SBA Communications Corporation (the Company) filed a Form 8-K in connection with the completion of the acquisition of TowerCo II Holdings LLC (the TowerCo acquisition).

This Form 8-K/A amends the Form 8-K the Company filed on October 1, 2012 to include (i) unaudited consolidated financial statements as of, and for the six months ended, June 30, 2012 of TowerCo II Holdings LLC (TowerCo), (ii) audited consolidated financial statements as of, and for the year ended, December 31, 2011 of TowerCo, and (iii) unaudited pro forma condensed combined financial information of the Company giving effect to the TowerCo acquisition, required by Items 9.01(a) and 9.01(b) of Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(a) Financial statements of businesses acquired.

1. The unaudited consolidated financial statements of TowerCo and the notes thereto, for the six months ended June 30, 2012, are included as Exhibit 99.1 hereto and are incorporated herein by reference.
2. The audited consolidated financial statements of TowerCo and the notes thereto, for the year ended December 31, 2011, are included as Exhibit 99.2 hereto and are incorporated herein by reference.

(b) Pro forma financial information.

The following unaudited pro forma condensed combined financial information of the Company, giving effect to the TowerCo acquisition, is included in Exhibit 99.3 hereto and is incorporated herein by reference:

1. Unaudited Pro Forma Condensed Combined Balance Sheet as of June 30, 2012;
2. Unaudited Pro Forma Condensed Combined Statement of Operations for the six months ended June 30, 2012; and
3. Unaudited Pro Forma Condensed Combined Statement of Operations for the year ended December 31, 2011.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 23.1 | Consent of McGladrey LLP, Independent Auditor. |
| 99.1 | TowerCo II Holdings LLC Unaudited Consolidated Financial Statements for the six months ended June 30, 2012. |
| 99.2 | TowerCo II Holdings LLC Audited Consolidated Financial Statements for the year ended December 31, 2011. |
| 99.3 | Unaudited Pro Forma Condensed Combined Financial Information. |

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.

SBA COMMUNICATIONS CORPORATION

By: /s/ Brendan T. Cavanagh
Brendan T. Cavanagh
Senior Vice President and Chief Financial Officer

Date: December 14, 2012