

AMERICAN TOWER CORP /MA/  
Form SC TO-I/A  
October 31, 2001

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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. 2

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

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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)

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

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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)

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

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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. 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

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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:

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INTRODUCTORY STATEMENT

This Amendment No. 2 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 (the "Offer").

ITEM 4. TERMS OF THE TRANSACTION

Item 4 of the Schedule TO is hereby amended and supplemented to add the following:

The Offer to Exchange expired at 5:00 p.m. Eastern Standard Time, on Friday, October 26, 2001. Pursuant to the Offer to Exchange, the Company accepted for exchange options to purchase an aggregate of 3,471,211 shares of the Company's Class A Common Stock. The Company expects that it will issue on or about April 29, 2002, options to purchase 2,314,140 shares of the Company's Class A Common Stock in exchange for the options surrendered in the offer.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 to Schedule TO is true, complete and correct.

AMERICAN TOWER CORPORATION

/s/ Justin D. Benincasa

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Justin D. Benincasa  
Senior Vice President and Corporate Controller

Date: October 31, 2001