SBA COMMUNICATIONS CORP
Form DEFM14A
December 08, 2016
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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material under §240.14a-12

SBA Communications Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

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(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

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Proxy Statement/Prospectus

December 5, 2016

Dear Shareholder:

It is my pleasure to invite you to attend a special meeting of shareholders of SBA Communications Corporation, or SBA, a Florida corporation. The meeting will be held on Thursday, January 12, 2017 at 2:00 p.m. local time at SBA s corporate office, located at 8051 Congress Avenue, Boca Raton, Florida 33487.

It is also my pleasure to report that the board of directors of SBA has unanimously authorized SBA to take all necessary steps for SBA to be subject to tax as a real estate investment trust, or REIT, for U.S. federal income tax purposes, which we refer to as the REIT election. We believe that SBA s business is currently operated in a manner that complies with the REIT rules, and as a result, SBA is able to make the election to be subject to tax as a REIT effective as of the beginning of the 2016 taxable year. SBA intends to make the election to be subject to tax as a REIT, commencing with our taxable year ending December 31, 2016.

Although the REIT rules do not require the completion of the merger described below, we intend to complete the merger to facilitate our compliance with the REIT rules by ensuring the effective adoption of certain REIT-related ownership limitations and transfer restrictions related to our capital stock, subject to approval by the holders of SBA Class A common stock. In the merger, SBA will merge into SBA Communications REIT Corporation, or SBA REIT, a Florida corporation and wholly-owned subsidiary of SBA, which was specifically formed for the purpose of the merger. Effective at the time of the merger, SBA REIT will be renamed SBA Communications Corporation and will hold, directly or indirectly through its subsidiaries, the assets currently held by SBA and will conduct the existing businesses of SBA and its subsidiaries. In the merger, you will receive a number of shares of SBA REIT Class A common stock equal to, and in exchange for, the number of shares of SBA Class A common stock you own. We anticipate that the shares of SBA REIT Class A common stock will trade on the NASDAQ Global Select Market and retain SBA s symbol SBAC. We refer to the REIT election and the merger as the REIT conversion.

We are requesting that you approve the agreement and plan of merger, which we refer to as the merger agreement. The affirmative vote of the holders of a majority of the outstanding shares of SBA Class A common stock entitled to vote is required for the approval of the merger agreement. After careful consideration, the board of directors has adopted the merger agreement and recommends that all shareholders vote FOR the approval of the merger agreement. You are not being asked to vote on the REIT election itself. The board of directors of SBA has already determined that such election is in the best interest of the shareholders.

This proxy statement/prospectus is a prospectus of SBA REIT as well as a proxy statement for SBA and provides you with detailed information about the REIT conversion, the merger and the special meeting. **We encourage you to read carefully this entire proxy statement/prospectus, including all annexes, and we especially encourage you to read the section titled Risk Factors beginning on page 19.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the shares of Class A common stock to be issued by SBA REIT under this proxy statement/prospectus or passed upon the adequacy or accuracy of this proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This proxy statement/prospectus is dated December 5, 2016 and is being first mailed to shareholders on or about December 9, 2016.

Sincerely,

Steven E. Bernstein
Chairman of the Board

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SBA COMMUNICATIONS CORPORATION

8051 Congress Avenue Boca

Raton, Florida 33487

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS OF

SBA COMMUNICATIONS CORPORATION

TO BE HELD ON JANUARY 12, 2017

NOTICE IS HEREBY GIVEN that a special meeting of shareholders of SBA Communications Corporation, a Florida corporation, will be held on Thursday, January 12, 2017 at 2:00 p.m., local time, at SBA s corporate office, located at 8051 Congress Avenue, Boca Raton, Florida 33487, for the following purposes:

1. to consider and vote upon a proposal to approve the Agreement and Plan of Merger, dated as of November 10, 2016, between SBA Communications Corporation, or SBA, and SBA Communications REIT Corporation, a newly formed Florida corporation and wholly-owned subsidiary of SBA, which is being implemented in connection with SBA s election to be subject to tax as a real estate investment trust, or REIT, commencing with our taxable year ending December 31, 2016; and

2. to consider and vote upon a proposal to permit SBA s board of directors to adjourn the special meeting, if necessary, for further solicitation of proxies if there are not sufficient votes at the originally scheduled time of the special meeting to approve the foregoing proposal.

The SBA board of directors has adopted the Agreement and Plan of Merger and recommends that you vote FOR the proposals, which are described in more detail in the accompanying proxy statement/prospectus.

SBA reserves the right to cancel or defer the merger even if shareholders of SBA approve the agreement and plan of merger, which we refer to as the merger agreement, and the other conditions to the completion of the merger are satisfied or waived, if the SBA board of directors determines that the merger is no longer in the best interests of SBA and its shareholders.

Only holders of SBA Class A common stock as of the close of business on December 2, 2016, the record date, are entitled to notice of the special meeting, and to vote at the special meeting and at any adjournment or postponement of the special meeting. During the ten-day period before the special meeting, SBA will keep a list of shareholders entitled to vote at the special meeting or any adjournment thereof available for inspection upon reasonable notice by any shareholder at SBA s offices in Boca Raton, Florida, during usual business hours. The list of shareholders will also be made available at the time and place of the special meeting and will be subject to inspection by any shareholder at any time during the special meeting.

Your vote is important. Whether or not you plan to attend the special meeting in person, please complete, sign and date the enclosed proxy card as soon as possible and return it in the enclosed envelope, or submit your proxy by telephone or over the Internet in accordance with the instructions in the enclosed proxy card. Shareholders who return proxy cards by mail or submit proxies by telephone or over the Internet prior to the special meeting may nevertheless

attend the special meeting, revoke their proxies and vote their shares at the special meeting.

We encourage you to read the accompanying proxy statement/prospectus carefully. If you have any questions or need assistance voting your shares of SBA Class A common stock, please call our proxy solicitor, Morrow Sodali LLC, at (800) 662-5200 (for shareholders) or (203) 658-9400 (for banks and brokers).

By order of the board of directors,

Steven E. Bernstein
Chairman of the Board

Boca Raton, Florida

December 5, 2016

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ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information about SBA Communications Corporation from other documents that are not included in or delivered with this proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this proxy statement/prospectus by requesting them in writing or by telephone from SBA, or Morrow Sodali LLC, SBA s proxy solicitor, at the following addresses and numbers, as applicable:

SBA Communications Corporation	Morrow Sodali LLC
8051 Congress Avenue	470 West Avenue
Boca Raton, FL 33487	Stamford, Connecticut 06902
Phone: (561) 995-7670	Shareholders: (800) 662-5200
Fax: (561) 998-3448	Banks and brokers: (203) 658-9400

SBA s filings with the Securities and Exchange Commission (the Commission) are also available through the investor relations section of SBA s website at http://ir.sbasite.com. Except for documents incorporated by reference into this proxy statement/prospectus, no information in, or that can be accessed through, SBA s website is incorporated by reference into this proxy statement/prospectus, and no such information should be considered a part of this proxy statement/prospectus.

If you would like to request any documents, please do so by January 5, 2017 in order to receive them before the special meeting.

For more information, see the section entitled Where You Can Find More Information .

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QUESTIONS AND ANSWERS ABOUT THE REIT CONVERSION

What follows are questions that you, as a shareholder of SBA, may have regarding the REIT conversion, the merger and the special meeting of shareholders and the answers to those questions. You are urged to carefully read this proxy statement/prospectus and the other documents referred to in this proxy statement/prospectus in their entirety because the information in this section may not provide all of the information that might be important to you with respect to the REIT conversion or the special meeting. Additional important information is contained in the annexes to, and the documents incorporated by reference into, this proxy statement/prospectus.

When used in this proxy statement/prospectus, unless otherwise specifically stated or the context otherwise requires, the terms Company, SBA, we, our and us refer to SBA Communications Corporation and its subsidiaries with respect to the period prior to the merger, and SBA Communications REIT Corporation and its subsidiaries, including taxable REIT subsidiaries, with respect to the period after the merger.

Q. What are we planning to do?

A. The board of directors of SBA has determined that the REIT conversion would be in the best interests of SBA and its shareholders. The REIT conversion consists of the following two elements:

SBA s election to be subject to tax as a real estate investment trust, or REIT, for U.S. federal income tax purposes, which we refer to as the REIT election, commencing with our taxable year ending December 31, 2016; and

the consummation of the merger of SBA into SBA Communications REIT Corporation, or SBA REIT, a Florida corporation and wholly-owned subsidiary of SBA, which was specifically formed for the purpose of the merger.

We believe that SBA s business is currently operated in a manner that complies with the REIT rules, and as a result, SBA is able to make the election to be subject to tax as a REIT effective as of the beginning of the 2016 taxable year. You are not being asked to vote on the REIT election.

Effective at the time of the merger, SBA REIT will be renamed SBA Communications Corporation and will hold, directly or indirectly through its subsidiaries, the assets currently held by SBA and will conduct the existing businesses of SBA and its subsidiaries.

Because we believe SBA s business is currently operated in a manner that complies with the REIT rules, no further reorganization of its operations is necessary to complete the REIT conversion.

Q. What is a REIT?

A.

A REIT is a corporation that qualifies for special treatment for U.S. federal income tax purposes because, among other things, it derives most of its income from real estate-based sources and makes a special election under the Code. SBA intends to operate as a REIT that principally invests in, and derives most of its income from the ownership, operation and leasing of, towers.

A corporation that qualifies as a REIT generally will be entitled to a deduction for dividends paid, thereby reducing its corporate level income taxes and substantially eliminating the double taxation of corporate income.

Even if we qualify as a REIT, we will continue to pay U.S. federal income tax on earnings, if any, from assets and operations held through taxable REIT subsidiaries, or TRSs. These assets and operations currently consist primarily of our site development services and our international operations. Our international operations would continue to be subject, as applicable, to foreign taxes in the jurisdictions in which those operations are located. We may also be subject to a variety of taxes, including payroll taxes and state, local and foreign income, property and other taxes on our assets and operations.

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Q. What will happen in the merger?

A. SBA will merge with and into SBA REIT and SBA REIT will be the surviving entity in the merger and will succeed to and continue the business and assume the obligations of SBA. We refer to this transaction in this proxy statement/prospectus as the merger. The merger will facilitate our continued compliance with the REIT rules by ensuring the effective adoption of standard REIT-related ownership limitations and transfer restrictions related to our capital stock, subject to approval by the holders of the outstanding shares of Class A common stock of SBA, which we refer to as the SBA Class A common stock. These provisions generally restrict shareholders from owning more than 9.8%, by value or number of shares, whichever is more restrictive, of SBA REIT s outstanding shares of Class A common stock, or 9.8% in aggregate value of the outstanding shares of all classes and series of SBA REIT s capital stock. Under applicable constructive ownership rules, any shares of stock owned by certain affiliated owners generally would be added together for purposes of the ownership limits. We refer to these ownership limitations and transfer restrictions as the REIT Ownership and Transfer Restrictions.

As a consequence of the merger:

- there will be no change in the assets we hold or in the businesses we conduct;
- there will be no fundamental change to our current discretionary capital allocation strategy or current operational strategy;
- the existing board of directors and executive management of SBA prior to the merger will be the board of directors and executive management, respectively, of SBA REIT immediately following the merger;
- the outstanding shares of SBA Class A common stock will convert into the right to receive the same number of shares of Class A common stock of SBA REIT, which we refer to as SBA REIT Class A common stock;
- effective at the time of the merger, SBA REIT will be renamed SBA Communications Corporation and will become the publicly traded NASDAQ Global Select Market listed company that will continue to operate, directly or indirectly, all of SBA s existing businesses; and
- the rights of the shareholders of SBA REIT will be governed by the amended and restated articles of incorporation of SBA REIT, which we refer to as the SBA REIT Articles, and the amended and restated bylaws of SBA REIT, which we refer to as the SBA REIT Bylaws. The SBA REIT Articles are the same as SBA s amended and restated articles of incorporation, except that the SBA REIT Articles contain the REIT Ownership and Transfer Restrictions. The REIT Ownership and Transfer Restrictions could delay, defer or prevent a transaction or a change of control of SBA REIT that might involve a premium price for SBA REIT Class A common stock or otherwise be in the best interests of its shareholders. The SBA REIT Bylaws are the same as SBA s bylaws.

We have attached to this proxy statement/prospectus a copy of the merger agreement as Annex A, a copy of the form of the SBA REIT Articles as Annex B-1 and a copy of the form of the SBA REIT Bylaws as Annex B-2.

Q. What are our reasons for the REIT conversion?

A. We believe the REIT election and merger are in the long-term best interests of SBA and its shareholders primarily for the following reasons:

To increase shareholder value: As a REIT, we believe we will be able to increase the long-term value of SBA REIT Class A common stock by increasing future distributions to shareholders from increased cash flows resulting from reduced corporate level taxes on REIT eligible revenue. We believe required distributions to our shareholders and increased cash flows may decrease our cost of equity and therefore lower our overall cost of capital;

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To establish regular distributions to shareholders: We believe our shareholders will benefit from our future commencement of regular cash distributions, resulting in a yield-oriented stock;

To expand our base of potential shareholders: Most of our revenues and operating profits are derived from leasing revenue from real property, primarily in the form of tenant leases from wireless service providers on towers that we own or operate. As a real estate company that will, at such time as our board of directors determines, make cash distributions to our shareholders, our shareholder base may expand to include investors attracted by yield and/or specifically to REITs, which may improve the liquidity of SBA REIT Class A common stock and provide a broader shareholder base;

To be comparable to our competitors who are REITs: Both of our U.S. public tower company competitors have converted to REITs, and we believe that by converting to a REIT, investors and the market will be better able to compare our operating results with those of our competitors ; and

To facilitate our continued compliance with the REIT qualification rules: The merger will facilitate our continued compliance with the REIT rules by ensuring the effective adoption of the REIT Ownership and Transfer Restrictions.

To review the background of, and the reasons for, the REIT conversion in greater detail, and the related risks associated with the merger, see the sections titled Background of the REIT Conversion beginning on page 43, Our Reasons for the REIT Conversion beginning on page 45 and Risk Factors beginning on page 19.

Q. Will I receive any distributions upon the REIT conversion?

A. A REIT must distribute earnings and profits, which we refer to as E&P, accumulated (1) during years when the REIT or its predecessor was taxed as a regular C corporation or (2) by any C corporation acquired by the REIT in a transaction in which the REIT succeeds to the C corporation s E&P. If we elect to be subject to tax as a REIT commencing with the taxable year ending December 31, 2016, we must distribute to our shareholders on or before December 31, 2016 the following:

any undistributed E&P attributable to taxable periods ending prior to January 1, 2016; and

any E&P from a C corporation acquired after January 1, 2016 in a transaction in which we succeed to the C corporation s E&P.

We expect that if we elect to be subject to tax as a REIT commencing with the taxable year ending December 31, 2016, we will not make a special E&P distribution to shareholders because (1) we did not have any undistributed E&P attributable to taxable periods ending prior to January 1, 2016 and (2) we have not acquired a C corporation since January 1, 2016 in a transaction in which we succeeded to the C corporation s E&P.

Q. Why did SBA s board of directors decide to pursue the REIT conversion now?

A. As discussed above, our board of directors believes that being a REIT will provide shareholders long-term value. By electing to be subject to tax as REIT commencing with the taxable year ending December 31, 2016, SBA will be able to recognize additional structural and financial benefits and get ahead of any changes that may arise as a result of the November elections. For example, although we currently expect to have net federal operating tax loss carryforwards (NOLs) covering our taxable income through 2020, we expect to have positive E&P beginning in 2017 which would have been required to be distributed in connection with any REIT conversion for the 2017 or any subsequent tax year. By converting before such time as we would be required to make a distribution of E&P, we can preserve our flexibility to allocate capital in the manner that we believe will provide our shareholders the best long-term return. Furthermore, the board was advised that, by electing to be taxed as a REIT commencing with the taxable year ending December 31, 2016, we would be subject to a five-year built-in gains recognition period, rather than the ten-year built-in gains recognition period that may be applicable to entities that elect to be subject to tax as a REIT after June 7, 2016.

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Q. What will I receive in connection with the REIT conversion? When will I receive it?

A. At the time of the completion of the merger, you will have the right to receive one share of SBA REIT Class A common stock in exchange for each of your then outstanding shares of SBA Class A common stock.

Q. Will I receive any distributions once SBA is a REIT?

A. REITs are required to distribute annually at least 90% of their REIT taxable income after the utilization of any available NOLs (determined before the deduction for dividends paid and excluding any net capital gain). We expect to distribute all or substantially all of our REIT taxable income so as to not be subject to income or excise tax on undistributed REIT taxable income. We estimate that we had approximately $1.2 billion in NOLs as of December 31, 2015. We currently expect to have NOLs covering our taxable income through 2020. We may, at our discretion, use these NOLs to offset our REIT taxable income, and thus distributions to shareholders may be reduced or eliminated until such time as our NOLs have been fully utilized.

The amount of future distributions will be determined, from time to time, by the board of directors to balance our goal of increasing long-term shareholder value and retaining sufficient cash to implement our current capital allocation policy, which prioritizes investment in quality assets that meet our return criteria and then stock repurchases when we believe our stock price is below its intrinsic value. The actual timing and amount of distributions will be as determined and declared by the board of directors and will depend on, among other factors, our NOLs, our financial condition, earnings, debt covenants and other possible uses of such funds. See the section entitled Distribution Policy beginning on page 50.

Q. Will converting to a REIT change our capital allocation strategy?

A. We do not anticipate that the REIT conversion will change our current capital allocation strategy. We expect to continue to prioritize investment in quality assets that meet our return criteria and then stock repurchases when we believe our stock price is below its intrinsic value. A primary goal of our capital allocation strategy is to increase our Adjusted Funds From Operations per share. To achieve this, we expect we would continue to deploy capital between portfolio growth and stock repurchases, subject to available funds and market conditions, while maintaining our target leverage levels.

Portfolio Growth. We intend to continue to grow our tower portfolio, domestically and internationally, through tower acquisitions and the construction of new towers. However, compliance with the REIT requirements may hinder our ability to make certain attractive investments and, to that extent, limit our opportunities. To review the risks associated with the REIT conversion, see Risk Factors beginning on page 19.

Stock repurchase program. We currently utilize stock repurchases as part of our capital allocation policy when we believe our share price is below intrinsic value. After portfolio growth, we believe that share repurchases, when purchased at the right price, will facilitate our goal of increasing our Adjusted Funds

From Operations per share and, following the merger, we expect to continue the same approach to capital allocation.

Q. Will the REIT conversion change our current operational strategy?

A. No, we do not anticipate that the REIT conversion will change our current operational strategy. Our primary strategy is to continue to focus on expanding our site leasing business due to its attractive characteristics such as long-term contracts, built-in rent escalators, high operating margins, and low customer churn.

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Q. When is the merger expected to be completed and the REIT election expected to be made?

A. Subject to shareholder approval, we expect to complete the merger as soon as practicable following the special meeting, and we expect to elect REIT status commencing with our taxable year ending December 31, 2016. As we have been operating since January 1, 2016 in a manner that we believe complies with the REIT requirements, we expect to be able to elect REIT status commencing with the 2016 taxable year by filing our tax returns for such year as a REIT. However, we reserve the right to cancel or defer the merger or the REIT conversion even if shareholders of SBA approve the merger agreement and other conditions to the completion of the merger are satisfied or waived, if the board of directors determines that the merger or the REIT conversion is no longer in the best interests of SBA and its shareholders.

Q. What are some of the risks associated with the REIT conversion?

A. There are a number of risks relating to the REIT conversion, including the following:

SBA REIT must comply with the REIT requirements, including the 90% distribution requirement, which may hinder our ability to make certain attractive investments;

the REIT Ownership and Transfer Restrictions may prevent or restrict you from engaging in certain transfers of our stock;

if SBA REIT fails to remain qualified as a REIT, to the extent it generates taxable income, it will be subject to taxation at regular corporate rates without a deduction for dividends paid and will have reduced funds available for distribution to its shareholders; and

there is no assurance that our cash flows from operations will be sufficient for us to fund required distributions, if any.

To review the risks associated with the REIT conversion, see the sections titled Risk Factors beginning on page 19 and Our Reasons for the REIT Conversion beginning on page 45.

Q. Will REIT qualification requirements restrict any of our business activities or limit our financial flexibility?

A. As summarized in the section entitled United States Federal Income Tax Considerations beginning on page 109, to qualify as a REIT, we must continually satisfy various qualification tests imposed under the Code, concerning, among other things, the sources of our income, the nature and diversification of our assets and the amounts we distribute to our shareholders. In particular, the REIT qualification requirements could restrict our business activities and financial flexibility because:

we may be required to liquidate or otherwise forgo attractive investments to satisfy the asset and income tests or to qualify under certain statutory relief provisions; and

to meet annual distribution requirements, we may be required to distribute amounts that could otherwise be used for our operations, including amounts that could otherwise be invested in tower portfolio growth, capital expenditures or repayment of debt and we might be required to borrow funds, sell assets or raise equity to fund these distributions, even if the then-prevailing market conditions are not favorable for these borrowings, sales or offerings.

Although our use of TRSs may partially mitigate the impact of meeting the requirements necessary to maintain our REIT status, there are limits on our ability to own TRSs. To review in greater detail the risks associated with our status as a REIT and the limits on our ability to own TRSs, see the section entitled Risk Factors Risks Related to the REIT Status and the Merger beginning on page 19.

In reaching its determination regarding a possible REIT conversion, our board of directors considered these REIT qualification requirements and other considerations relevant to a potential REIT conversion, which are

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more fully described in the sections entitled Background of the REIT Conversion beginning on page 43 and Our Reasons for the REIT Conversion beginning on page 45.

Q. Who will be on the board of directors and management after the merger?

A. The board of directors and executive management of SBA immediately prior to the merger will be the board of directors and executive management, respectively, of SBA REIT immediately following the merger.

Q. Do any of SBA s directors and executive officers have any interests in the merger that are different from mine?

A. No. SBA s directors and executive officers own shares of SBA Class A common stock, restricted stock units and options to purchase shares of SBA Class A common stock and, to that extent, their interest in the merger is the same as that of the other holders of shares of SBA Class A common stock, restricted stock units and options to purchase shares of SBA Class A common stock.

Q. When and where is the special meeting?

A. The special meeting will be held on Thursday, January 12, 2017 at 2:00 p.m., local time, at SBA s corporate office, located at 8051 Congress Avenue, Boca Raton, Florida.

Q. What will I be voting on at the special meeting?

A. As a shareholder, you are entitled to, and requested to, vote on the proposal to approve the merger agreement pursuant to which SBA will be merged with and into SBA REIT, a wholly owned subsidiary of SBA, with SBA REIT as the surviving entity. In addition, you are requested to vote on the proposal to adjourn the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the proposal regarding the approval of the merger agreement. You are not being asked to vote on the REIT election.

Q. Who may vote on the merger?

A. You may vote all of the shares of SBA Class A common stock that you owned at the close of business on Friday, December 2, 2016, the record date. On the record date, there were 122,142,546 shares of SBA Class A common stock outstanding and entitled to be voted at the special meeting. On or about Friday, December 9, 2016 we will begin mailing this proxy statement/prospectus to all persons entitled to vote at the special meeting.

Q. Why is my vote important?

A. If you do not submit a proxy or vote in person at the meeting, it will be more difficult for us to obtain the necessary quorum to hold the special meeting. In addition, your failure to submit a proxy or to vote in person will have the same effect as a vote against the approval of the merger agreement. If you hold your shares through a broker, bank, or other nominee, your broker, bank, or other nominee will not be able to cast a vote on the approval of the merger agreement without instructions from you.

Q. What constitutes a quorum for the special meeting?

A. The presence at the special meeting, in person or by proxy, of the holders of a majority of the shares entitled to vote on the record date will constitute a quorum, permitting us to conduct the business of the special meeting.

Q. What vote is required on the merger?

A. The affirmative vote of the holders of a majority of the outstanding shares of SBA Class A common stock entitled to vote is required for the approval of the merger agreement. As of the close of business on the

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record date, there were 122,142,546 shares of SBA Class A common stock outstanding and entitled to vote at the special meeting. Each share of outstanding SBA Class A common stock on the record date is entitled to one vote on each proposal submitted to you for consideration at the special meeting.

Q. How do I vote without attending the special meeting?

A. If you are a holder of SBA Class A common stock on the record date, you may vote by completing, signing and promptly returning the proxy card in the self-addressed stamped envelope provided. You may also authorize a proxy to vote your shares by telephone or over the Internet as described in your proxy card. Authorizing a proxy by telephone or over the Internet or by mailing a proxy card will not limit your right to attend the special meeting and vote your shares in person. Those shareholders of record who choose to vote by telephone or over the Internet must do so no later than 11:59 p.m., Eastern Time, on Wednesday, January 11, 2017.

Q. Can I attend the special meeting and vote my shares in person?

A. Yes. All shareholders are invited to attend the special meeting. Shareholders of record at the close of business on the record date are invited to attend and vote at the special meeting. If your shares are held by a broker, bank or other nominee, then you are not the shareholder of record. Therefore, to vote at the special meeting, you must bring the appropriate documentation from your broker, bank or other nominee confirming your beneficial ownership of the shares.

Q. If my shares are held in street name by my broker, bank or other nominee, will my broker, bank or other nominee vote my shares for me?

A. No. If your shares are held in street name by your broker, bank or other nominee, you should follow the directions provided by your broker, bank or other nominee. Your broker, bank or other nominee will vote your shares only if you provide instructions on how you would like your shares to be voted.

Q. Can I change my vote after I have mailed my signed proxy card?

A. Yes. You can change your vote at any time before your proxy is voted at the special meeting. To revoke your proxy, you must either (1) notify the secretary of SBA in writing, (2) mail a new proxy card dated after the date of the proxy you wish to revoke, (3) submit a later dated proxy by telephone or over the Internet by following the instructions on your proxy card or (4) attend the special meeting and vote your shares in person. Merely attending the special meeting will not constitute revocation of your proxy. If your shares are held through a broker, bank, or other nominee, you should contact your broker, bank or other nominee to change your vote.

Q. Will I have to pay U.S. federal income taxes as a result of the REIT conversion?

A. No. You will not recognize gain or loss for U.S. federal income tax purposes as a result of the exchange of shares of SBA Class A common stock for shares of SBA REIT Class A common stock in the merger. However, if we are not a domestically controlled qualified investment entity, within the meaning of the Code, and you are a non-U.S. person who owns or has owned more than 10% of the outstanding SBA Class A common stock, it may be necessary for you to comply with reporting and other requirements of the U.S. Department of the Treasury (the Treasury) regulations in order to achieve nonrecognition of gain on the exchange of SBA Class A common stock for SBA REIT Class A common stock. See the section titled United States Federal Income Tax Considerations beginning on page 109 for a more detailed discussion of the federal income tax consequences of the merger.

The U.S. federal income tax treatment of holders of SBA Class A common stock and SBA REIT Class A common stock depends in some instances on determinations of fact and interpretations of complex

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provisions of U.S. federal income tax law for which no clear precedent or authority may be available. In addition, the tax consequences to any particular holder of SBA Class A common stock or SBA REIT Class A common stock will depend on that holder s particular tax circumstances. We urge you to consult your tax advisor, particularly if you are a non-U.S. person, regarding the specific tax consequences, including the federal, state, local and foreign tax consequences, to you in light of your particular investment in, or the tax circumstances of acquiring, holding, exchanging or otherwise disposing of, SBA Class A common stock and SBA REIT Class A common stock.

Q. Am I entitled to appraisal rights?

A. No. Under the Florida Business Corporation Act, you are not entitled to any appraisal rights in connection with the merger.

Q. How does the board of directors recommend I vote on the merger proposal?

A. The board of directors of SBA believes that the merger is advisable and in the best interests of the company and its shareholders. The board of directors unanimously recommends that you vote ***FOR*** the approval of the merger agreement.

Q. What do I need to do now?

A. You should carefully read and consider the information contained in this proxy statement/prospectus, including its annexes. It contains important information about what the board of directors of SBA considered in evaluating, approving and implementing the REIT conversion and adopting the merger agreement.

You should then complete and sign your proxy card and return it in the enclosed envelope as soon as possible so that your shares will be represented at the special meeting, or vote your proxy by telephone or over the Internet in accordance with the instructions on your proxy card. If your shares are held through a broker, bank or other nominee, you should receive a separate voting instruction form with this proxy statement/prospectus.

Q. Should I send in my stock certificates now?

A. No. After the merger is completed, SBA shareholders will receive written instructions from the exchange agent on how to exchange their shares of SBA Class A common stock for shares of SBA REIT Class A common stock. **Please do not send in your SBA stock certificates with your proxy.**

Q. Where will my SBA REIT Class A common stock be publicly traded?

A. SBA REIT will apply to list the new shares of SBA REIT Class A common stock on the NASDAQ Global Select Market, upon completion of the merger. We expect that SBA REIT Class A common stock will trade under our current symbol SBAC.

Q. Will a proxy solicitor be used?

A. Yes. We have engaged a professional proxy solicitation firm, Morrow Sodali LLC, to assist in the solicitation of proxies for a fee of approximately $12,500, and we will reimburse Morrow Sodali LLC for its reasonable disbursements. In addition, our officers and employees may request the return of proxies by telephone and other electronic means or by personal solicitation, but no additional compensation will be paid to officers or employees for those solicitation efforts.

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Q. Whom should I call with questions?

A. If you have additional questions about this proxy statement/prospectus or the meeting, would like additional copies of this proxy statement/prospectus, need to obtain proxy cards or other information related to this proxy solicitation or need help submitting a proxy or voting your shares of SBA Class A common stock, you should contact:

SBA Communications Corporation

8051 Congress Avenue

Boca Raton, Florida 33487

Attn: Investor Relations

Phone: (561) 995-7670

Fax: (561) 998-3448

or

Morrow Sodali LLC

470 West Avenue

Stamford, Connecticut 06902

Shareholders may call toll-free: (800) 662-5200

Banks and brokers may call collect: (203) 658-9400

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CORPORATE STRUCTURE

The following diagrams summarize the corporate structure of SBA before and after the merger.

Before **After**

(1) Includes direct and indirect subsidiaries. A TRS is a taxable REIT subsidiary that pays corporate income tax at regular rates on its taxable income.
(2) Includes direct and indirect subsidiaries. A QRS is a qualified REIT subsidiary.
(3) Recently formed for the purpose of effecting the merger.
(4) Former shareholders of SBA Communications Corporation.
(5) To be renamed SBA Communications Corporation.

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SUMMARY

This summary highlights selected information from this proxy statement/prospectus and may not contain all of the information that is important to you. You should carefully read this entire proxy statement/prospectus and the other documents to which this proxy statement/prospectus refers to fully understand the REIT conversion. In particular, you should read the annexes attached to this proxy statement/prospectus, including the merger agreement, which is attached as Annex A. You also should read the form of SBA REIT Articles, attached as Annex B-1, and the form of SBA REIT Bylaws, attached as Annex B-2, because these documents will govern your rights as a shareholder of SBA REIT following the merger. See the section titled Where You Can Find More Information in this proxy statement/prospectus. For a discussion of the risk factors that you should carefully consider, see the section titled Risk Factors beginning on page 19. Most items in this summary include a page reference directing you to a more complete description of that item.

The information contained in this proxy statement/prospectus, unless otherwise indicated, assumes the REIT conversion and all the transactions related to the REIT conversion, including the merger, will occur. When used in this proxy statement/prospectus, unless otherwise specifically stated or the context otherwise requires, the terms Company, SBA, we, our and us refer to SBA Communications Corporation and its subsidiaries with respect to the period prior to the merger, and SBA Communications REIT Corporation and its subsidiaries including the TRSs with respect to the period after the merger.

The Companies

SBA Communications Corporation

8051 Congress Avenue

Boca Raton, Florida 33487

(561) 995-7670

We are a leading independent owner and operator of wireless communications tower structures, rooftops and other structures that support antennas used for wireless communications, which we collectively refer to as towers or sites. Our principal operations are in the United States and its territories. In addition, we own and operate towers in Canada, Central America, and South America. Our primary business line is our site leasing business, which contributed 98.5% of our total segment operating profit for the nine months ended September 30, 2016. In our site leasing business, we (1) lease antenna space to wireless service providers on towers that we own or operate and (2) manage rooftop and tower sites for property owners under various contractual arrangements. As of September 30, 2016, we owned 25,878 towers, a substantial portion of which have been built by us or built by other tower owners or operators who, like us, have built such towers to lease space to multiple wireless service providers. We also managed or leased approximately 5,500 actual or potential towers, approximately 500 of which were revenue producing as of September 30, 2016. Our other business line is our site development business, through which we assist wireless service providers in developing and maintaining their own wireless service networks.

Our principal executive offices are located at 8051 Congress Avenue, Boca Raton, FL 33487 and the telephone number is (561) 995-7670. SBA was founded in 1989 and incorporated in Florida in 1997. Our corporate website is www.sbasite.com. The information contained on our website is not part of this proxy statement/prospectus.

SBA Communications REIT Corporation

8051 Congress Avenue

Boca Raton, Florida 33487

(561) 995-7670

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SBA Communications REIT Corporation, which we refer to as SBA REIT, is a wholly owned subsidiary of SBA and was organized in Florida on September 21, 2016 to succeed to and continue the business of SBA upon completion of the merger of SBA with and into SBA REIT. Effective at the time of the merger, SBA REIT will be renamed SBA Communications Corporation. Prior to the merger, SBA REIT will conduct no business other than that incidental to the merger. Immediately following the merger, SBA REIT will directly or indirectly conduct all of the business currently conducted by SBA. Upon completion of the merger, SBA REIT will directly or indirectly hold all of SBA s assets and be responsible for all of SBA s obligations.

General

The board of directors of SBA has unanimously authorized SBA to take all necessary steps for SBA REIT, as the successor of SBA s assets and business operations following the merger, to elect to be subject to tax as a REIT for U.S. federal income tax purposes. We refer to the REIT election and the merger as the as the REIT conversion. If SBA elects to be subject to tax and qualifies as a REIT, SBA REIT generally will be entitled to a deduction for dividends that it pays and therefore not be subject to U.S. federal corporate income tax on that portion of its net income that it distributes to its shareholders. This treatment would substantially eliminate the federal double taxation on earnings from REIT operations, or taxation once at the corporate level and again at the shareholder level, that generally results from investment in a regular C corporation. However, as explained more fully below, we continue to pay U.S. federal income tax on certain assets and operations held through TRSs. These assets and operations currently consist primarily of our site development business and our international operations. Our international operations would continue to be subject, as applicable, to foreign taxes in the jurisdictions in which those operations are located.

We are distributing this proxy statement/prospectus to you as a holder of SBA Class A common stock in connection with the solicitation of proxies by the board of directors to vote on a proposal to approve the merger agreement. A copy of the merger agreement is attached to this proxy statement/prospectus as Annex A.

The SBA board of directors reserves the right to cancel or defer the merger even if SBA shareholders approve the merger agreement and the other conditions to the completion of the merger are satisfied or waived if it determines that the merger is no longer in the best interests of SBA and its shareholders.

Board of Directors and Management of SBA REIT

The board of directors and executive management of SBA immediately prior to the merger will be the board of directors and executive management, respectively, of SBA REIT immediately following the merger.

Interests of Directors and Executive Officers in the Merger

Our directors and executive officers own shares of SBA Class A common stock, restricted stock units and stock options to purchase shares of SBA Class A common stock and, to that extent, their interest in the merger is the same as that of the other holders of shares of SBA Class A common stock, restricted stock units and stock options to purchase shares of SBA Class A common stock.

Regulatory Approvals (See page 49)

We are not aware of any federal, state or local regulatory requirements that must be complied with or approvals that must be obtained prior to completion of the merger pursuant to the merger agreement and the transactions contemplated thereby, other than compliance with applicable federal and state securities laws, the filing of articles of merger as required under the Florida Business Corporation Act.

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Comparison of Rights of Shareholders of SBA and SBA REIT (See page 108)

Your rights as a holder of SBA Class A common stock are currently governed by the Florida Business Corporation Act, SBA s Fourth Amended and Restated Articles of Incorporation, as amended, which we refer to as the SBA Articles, and the Amended and Restated Bylaws of SBA, which we refer to as the SBA Bylaws. If the merger agreement is approved by SBA s shareholders and the merger is completed, you will become a shareholder of SBA REIT and your rights as a shareholder of SBA REIT will be governed by the Florida Business Corporation Act, the SBA REIT Articles and the SBA REIT Bylaws.

The only differences that exist between your rights as a holder of SBA Class A common stock and your rights as a holder of SBA REIT Class A common stock is that the SBA REIT Articles will contain the REIT Ownership and Transfer Restrictions. These limitations are subject to waiver or modification by the board of directors of SBA REIT. For more detail regarding the differences between your rights as a holder of SBA Class A common stock and your rights as a holder of SBA REIT Class A common stock, see the sections titled Description of SBA REIT Capital Stock and Comparison of Rights of Shareholders of SBA and SBA REIT.

The forms of the SBA REIT Articles and SBA REIT Bylaws are attached as Annex B-1 and Annex B-2, respectively.

United States Federal Income Tax Considerations (See page 109)

It is a condition to the closing of the merger that we receive an opinion from our special REIT tax counsel, Skadden, Arps, Slate, Meagher & Flom LLP (Skadden), that the merger will be treated for U.S. federal income tax purposes as a reorganization under section 368(a) of the Code. Accordingly, we expect for U.S. federal income tax purposes that:

- no gain or loss will be recognized by SBA or SBA REIT as a result of the merger;
- you will not recognize any gain or loss upon the conversion of your shares of SBA Class A common stock into SBA REIT Class A common stock;
- the tax basis of the shares of SBA REIT Class A common stock that you receive pursuant to the merger in the aggregate will be the same as your adjusted tax basis in the shares of SBA Class A common stock being converted in the merger; and
- the holding period of shares of SBA REIT Class A common stock that you receive pursuant to the merger will include your holding period with respect to the shares of SBA Class A common stock being converted in the merger, assuming that your SBA Class A common stock was held as a capital asset at the effective time of the merger.

The U.S. federal income tax treatment of holders of SBA Class A common stock and SBA REIT Class A common stock depends in some instances on determinations of fact and interpretations of complex provisions of U.S. federal income tax law for which no clear precedent or authority may be available. In addition, the tax consequences of holding SBA Class A common stock or SBA REIT Class A common stock to any particular shareholder will depend on the shareholder s particular tax circumstances. For example, if we are not a domestically controlled qualified investment entity, then, in the case of a non-U.S. shareholder that owns or has owned in excess of 10% of SBA Class

A common stock, it may be necessary for that person to comply with reporting requirements for him or her to achieve the nonrecognition of gain, carryover tax basis and tacked holding period described above. We urge you to consult your tax advisor regarding the specific tax consequences, including the federal, state, local and foreign tax consequences, to you in light of your particular investment or tax circumstances of acquiring, holding, exchanging or otherwise disposing of SBA Class A common stock or SBA REIT Class A common stock.

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Taxation of SBA REIT (See page 110)

We expect to qualify as a REIT for U.S. federal income tax purposes for our taxable year ending December 31, 2016. If we so qualify, we will be permitted to deduct distributions paid to our shareholders, allowing the income represented by such distributions not to be subject to taxation at the entity level and to be taxed, if at all, only at the shareholder level. Nevertheless, the earnings of our TRSs will be subject, as applicable, to federal corporate income taxes and to foreign income taxes where those operations are conducted.

Our ability to qualify as a REIT will depend upon our compliance following the REIT conversion with various REIT requirements, including requirements related to the nature of our assets, the sources of our income and our distributions to our shareholders. If we fail to qualify as a REIT, we will be subject to U.S. federal income tax at regular corporate rates. As a REIT, we will also be subject to some federal, state, local and foreign taxes on our income and property.

We have received an opinion from our special REIT tax counsel, Skadden, that we are organized in conformity with the requirements for qualification as a REIT under the Code and that our actual and proposed method of operation has enabled and will enable us to continue to meet the requirements for qualification and taxation as a REIT under the Code. Skadden s opinion is conditioned upon the assumption that the SBA REIT Articles, the SBA REIT Bylaws, our licenses and all other applicable legal documents have been and will be complied with by all parties to those documents, upon the accuracy and completeness of the factual matters described in this proxy statement/prospectus, upon representations made by us as to certain factual matters relating to our and SBA REIT s organization and operations and our expected manner of operation. Skadden s opinion is based upon the law as it exists today, but the law may change in the future, possibly with retroactive effect. Given the highly complex nature of the rules governing REITs, the ongoing importance of factual determinations, and the possibility of future changes in our circumstances, no assurance can be given by Skadden or us that we will so qualify for any particular year. Any opinion of Skadden as to our qualification as a REIT will be expressed as of the date issued. Skadden will have no obligation to advise us or our shareholders of any subsequent change in the matters stated, represented or assumed, or of any subsequent change in the applicable law. Also, the opinions of tax counsel are not binding on either the Internal Revenue Service, or the IRS, or a court, and either could take a position different from that expressed by tax counsel.

Recommendation of the Board of Directors (See page 41)

The SBA board of directors believes that the merger is advisable for SBA and its shareholders and unanimously recommends that you vote FOR the approval of the merger agreement, which is being implemented in connection with SBA s conversion to a REIT, and FOR permitting SBA s board of directors to adjourn the special meeting, if necessary, for further solicitation of proxies if there are not sufficient votes at the originally scheduled time of the special meeting to approve the merger agreement.

Date, Time, Place and Purpose of Special Meeting (See page 40)

The special meeting will be held on Thursday, January 12, 2017 at 2:00 p.m., local time, at SBA s corporate office, located at 8051 Congress Avenue, Boca Raton, Florida 33487 to consider and vote upon the proposals described in the notice of special meeting.

Shareholders Entitled to Vote (See page 40)

The board of directors has fixed the close of business on December 2, 2016 as the record date for the determination of shareholders entitled to receive notice of, and to vote at, the special meeting. As of December 2, 2016, there were

122,142,546 shares of SBA Class A common stock outstanding and entitled to vote and approximately 260 holders of record.

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Vote Required (See pages 40 and 41)

The affirmative vote of the holders of a majority of the outstanding shares of SBA Class A common stock entitled to vote is required for the approval of the merger agreement. Accordingly, abstentions and broker non-votes, if any, will have the effect of a vote against the proposal to approve the merger agreement. You are not being asked to vote on the REIT election.

The SBA board of directors reserves the right to cancel or defer the merger even if SBA s shareholders approve the merger agreement and the other conditions to the completion of the merger are satisfied or waived, if the board of directors determines that the merger is no longer in the best interests of SBA and its shareholders.

The affirmative vote of the holders of a majority of the shares of SBA Class A common stock voting on the proposal to adjourn the special meeting, if necessary, to solicit further proxies is required to permit SBA s board of directors to adjourn the special meeting, if necessary, to solicit further proxies.

Absence of Appraisal Rights (See page 49)

Under the Florida Business Corporation Act, you will not be entitled to appraisal rights as a result of the merger.

Shares Owned by SBA s Directors and Executive Officers

As of December 2, 2016, the directors and executive officers of SBA and their affiliates owned and were entitled to vote 1,530,675 shares of SBA Class A common stock, or 1.25% of the shares outstanding on that date entitled to vote with respect to each of the proposals. We currently expect that each director and executive officer of SBA will vote the shares of SBA Class A common stock beneficially owned by such director or executive officer FOR approval of the merger agreement and FOR permitting SBA s board of directors to adjourn the special meeting, if necessary, for further solicitation of proxies if there are not sufficient votes at the originally scheduled time of the special meeting to approve the merger agreement.

Historical Market Price of SBA Class A Common Stock

SBA s Class A common stock is listed on the NASDAQ Global Select Market under the symbol SBAC.

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The following table presents the reported high and low sale prices of SBA Class A common stock on the NASDAQ Global Select Market for the periods presented. On September 30, 2016, the last full trading day prior to the public announcement of the proposed REIT conversion, the closing sale price of the SBA Class A common stock on the NASDAQ Global Select Market was $112.16 per share. On December 2, 2016, the latest practicable date before the printing of this proxy statement/prospectus, the closing sale price of SBA Class A common stock on the NASDAQ Global Select Market was $96.67 per share. You should obtain a current stock price quotation for SBA Class A common stock.

	High	Low
Quarter ended December 31, 2016 (through December 2, 2016)	$ 116.27	$ 95.66
Quarter ended September 30, 2016	$ 118.57	$ 107.36
Quarter ended June 30, 2016	$ 108.30	$ 96.68
Quarter ended March 31, 2016	$ 107.44	$ 82.80
Quarter ended December 31, 2015	$ 121.45	$ 100.12
Quarter ended September 30, 2015	$ 128.47	$ 102.65
Quarter ended June 30, 2015	$ 124.98	$ 111.58
Quarter ended March 31, 2015	$ 126.65	$ 107.53
Quarter ended December 31, 2014	$ 122.79	$ 103.83
Quarter ended September 30, 2014	$ 114.37	$ 99.70
Quarter ended June 30, 2014	$ 102.57	$ 87.03
Quarter ended March 31, 2014	$ 99.64	$ 87.29

It is expected that, upon completion of the merger, SBA REIT Class A common stock will be listed and traded on the NASDAQ Global Select Market in the same manner as shares of SBA Class A common stock currently trade on that exchange. The historical trading prices of SBA Class A common stock are not necessarily indicative of the future trading prices of SBA REIT s Class A common stock.

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RISK FACTORS

You should carefully consider the risk factors set forth below, as well as the other information contained and incorporated by reference into this proxy statement/prospectus, before deciding whether to vote for approval of the merger agreement. Any of these risks could materially adversely affect our business, financial condition, or results of operations. These risks could also cause our actual results to differ materially from those indicated in the forward-looking statements contained herein and elsewhere. The risks described below are not the only risks we face. Additional risks not currently known to us or those we currently deem to be immaterial may also materially and adversely affect our business operations.

Risks Related to REIT Status and the Merger

Complying with the REIT requirements may cause us to liquidate assets or hinder our ability to pursue otherwise attractive asset acquisition opportunities.

To qualify as a REIT for federal income tax purposes, we must continually satisfy tests concerning, among other things, the nature and diversification of our assets, the sources of our income and the amounts we distribute to our shareholders. For example, to qualify as a REIT, we must ensure that, at the end of each calendar quarter, at least 75% of the value of our assets consists of cash, cash items, government securities and real estate assets (as defined in the Code), including towers and certain mortgage loans and securities. The remainder of our investments (other than government securities, qualified real estate assets and securities issued by a TRS) generally cannot include more than 10% of the outstanding voting securities of any one issuer or more than 10% of the total value of the outstanding securities of any one issuer. In addition, in general, no more than 5% of the value of our total assets (other than government securities, qualified real estate assets and securities issued by a TRS) can consist of the securities of any one issuer, and no more than 25% (for taxable years beginning on or before December 31, 2017) or 20% (for taxable years beginning after December 31, 2017) of the value of our total assets can be represented by securities of one or more TRSs. If we fail to comply with these requirements at the end of any calendar quarter, we must correct the failure within 30 days after the end of the calendar quarter or qualify for certain statutory relief provisions to avoid losing our REIT qualification and suffering adverse tax consequences. As a result, we may be required to liquidate assets.

In addition to the asset tests set forth above, to qualify and be subject to tax as a REIT, we will generally be required to distribute at least 90% of our REIT taxable income after the utilization of any available NOLs (determined without regard to the dividends paid deduction and excluding net capital gain) each year to our shareholders. Our determination as to the timing or amount of future dividends will be based on a number of factors, including investment opportunities around our core business and the availability of our existing NOLs. To the extent that we satisfy the 90% distribution requirement, but distribute less than 100% of our REIT taxable income (after the application of available NOLs, if any), we will be subject to U.S. federal corporate income tax on our undistributed taxable income. In addition, we will be subject to a 4% nondeductible excise tax if the actual amount that we pay out to our shareholders for a calendar year is less than a minimum amount specified under the Code. These distribution requirements could hinder our ability to pursue otherwise attractive asset acquisition opportunities. Furthermore, our ability to compete for acquisition opportunities in domestic and international markets may be adversely affected if we need, or require, the target company to comply with certain REIT requirements. These actions could have the effect of reducing our income, amounts available for distribution to our shareholders and amounts available for making payments on our indebtedness.

Qualifying as a REIT involves highly technical and complex provisions of the Code. If we fail to qualify as a REIT or fail to remain qualified as a REIT, to the extent we have REIT taxable income and have utilized our NOLs, we

will be subject to U.S. federal income tax as a regular corporation and could face a substantial tax liability, which would reduce the amount of cash available for distribution to our shareholders.

Qualification as a REIT involves the application of highly technical and complex Code provisions for which only limited judicial and administrative authorities exist. Even a technical or inadvertent violation could

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jeopardize our REIT qualification. Our qualification as a REIT will depend on our satisfaction of certain asset, income, organizational, distribution, shareholder ownership and other requirements on a continuing basis.

The SBA board of directors has authorized us to take all necessary steps for SBA to be subject to tax as a REIT for U.S. federal income tax purposes, commencing with our taxable year ending December 31, 2016. We received an opinion of our special REIT tax counsel with respect to our qualification as a REIT. Investors should be aware, however, that opinions of counsel are not binding on the IRS or any court. The opinion represents only the view of such counsel based on its review and analysis of existing law and on certain representations as to factual matters and covenants made by us, including representations relating to the values of our assets and the sources of our income. The opinion is expressed as of the date issued. Our qualification as a REIT will depend on our satisfaction of certain asset, income, organizational, distribution, shareholder ownership and other requirements on a continuing basis. Our ability to satisfy the asset tests depends upon our analysis of the characterization and fair market values of our assets, some of which are not susceptible to a precise determination, and for which we will not obtain independent appraisals.

If we fail to qualify as a REIT in any taxable year, to the extent we have REIT taxable income and have utilized our NOLs, we would be subject to U.S. federal income tax, including any applicable alternative minimum tax, on our taxable income at regular corporate rates, and dividends paid to our shareholders would not be deductible by us in computing our taxable income. Any resulting corporate tax liability could be substantial and would reduce the amount of cash available for distribution to our shareholders, which in turn could have an adverse impact on the value of our common stock. Unless we were entitled to relief under certain provisions of the Code, we also would be disqualified from re-electing to be taxed as a REIT for the four taxable years following the year in which we failed to qualify as a REIT. If we fail to qualify for taxation as a REIT, we may need to borrow additional funds or liquidate assets to pay any additional tax liability. Accordingly, funds available for investment and making payments on our indebtedness would be reduced.

We may be required to borrow funds, sell assets, or raise equity to satisfy our REIT distribution requirements.

From time to time, we may generate REIT taxable income greater than our cash flow as a result of differences in timing between the recognition of taxable income and the actual receipt of cash or the effect of nondeductible capital expenditures, the creation of reserves or required debt or amortization payments. If we do not have other funds available in these situations, we may need to borrow funds, sell assets or raise equity, even if the then-prevailing market conditions are not favorable for these borrowings, sales or offerings, to enable us to satisfy the REIT distribution requirement and to avoid U.S. federal corporate income tax and the 4% excise tax in a particular year. These alternatives could increase our costs and our leverage or require us to distribute amounts that would otherwise be invested in future acquisitions or stock repurchases.

Thus, compliance with the REIT requirements may hinder our ability to grow, which could adversely affect the value of our common stock. Furthermore, the REIT distribution requirements may increase the financing we need to fund capital expenditures, future growth, or expansion initiatives, which would increase our total leverage. Furthermore, compliance with the REIT distribution requirements may increase the financing we need to fund capital expenditures, future growth and expansion initiatives. This would increase our total leverage.

Covenants specified in our current and future debt instruments may limit our ability to make required REIT distributions.

The Second Amended and Restated Credit Agreement by and among our subsidiary, SBA Senior Finance II LLC (SBA Senior Finance II), and the several banks and other financial institutions or entities named therein, which we

refer to as the Senior Credit Agreement, the mortgage loan agreement related to our securitization transactions and the indentures governing our 4.875% Senior Notes due 2022 (the 2014 Senior Notes) and our 4.875% Senior Notes due 2024 (the 2016 Senior Notes) contain certain covenants that could limit our ability to

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make distributions to our shareholders. Under the Senior Credit Agreement, our subsidiaries may make distributions to us to satisfy our REIT distribution requirements and additional amounts to distribute up to 100% of our REIT taxable income, so long as SBA Senior Finance II s ratio of Consolidated Total Debt to Annualized Borrower EBITDA does not exceed 6.5 times for any fiscal quarter. In addition, under the mortgage loan agreement related to our securitization transactions, or Securitization, a failure to comply with the Debt Service Coverage Ratio in that agreement could prevent our borrower subsidiaries from distributing any excess cash from the operation of their towers to us. Finally, while the indentures governing the 2014 Senior Notes and the 2016 Senior Notes permit us to make distributions to our shareholders to the extent such distributions are necessary to maintain our status as a REIT or to avoid entity level taxation, this authority is subject to the conditions that no default or event of default exists or would result therefrom and that the obligations under the 2014 Senior Notes or the 2016 Senior Notes, as applicable, have not otherwise been accelerated.

If these limits prevent us from satisfying our REIT distribution requirements, we could fail to qualify for taxation as a REIT. If these limits do not jeopardize our qualification for taxation as a REIT but do nevertheless prevent us from distributing 100% of our REIT taxable income, we will be subject to U.S. federal corporate income tax, and potentially the nondeductible 4% excise tax, on the retained amounts.

Our payment of cash distributions in the future is not guaranteed and the amount of any future cash distributions may fluctuate, which could adversely affect the value of the SBA REIT Class A common stock.

REITs are required to distribute annually at least 90% of their REIT taxable income (determined before the deduction for dividends paid and excluding any net capital gain). We estimate that we had approximately $1.2 billion in NOLs as of December 31, 2015. We currently expect to have NOLs covering our taxable income through 2020. We may, at our discretion, use these NOLs to offset our REIT taxable income, and thus the required distributions to shareholders may be reduced or eliminated until such time as our NOLs have been fully utilized. We currently expect that we will utilize available NOLs to reduce all or a portion of our REIT taxable income and therefore we may not initially make any distributions, which may adversely affect the market value of SBA REIT Class A common stock.

The amount of future distributions will be determined, from time to time, by the board of directors to balance our goal of increasing long-term shareholder value and retaining sufficient cash to implement our current capital allocation policy, which prioritizes investment in quality assets that meet our return criteria, and then stock repurchases, when we believe our stock price is below its intrinsic value. The actual timing and amount of distributions will be as determined and declared by the board of directors and will depend on, among other factors, our NOLs, our financial condition, earnings, debt covenants and other possible uses of such funds. Consequently, our future distribution levels may fluctuate.

Certain of our business activities may be subject to corporate level income tax and foreign taxes, which would reduce our cash flows, and would have potential deferred and contingent tax liabilities.

We may be subject to certain federal, state, local and foreign taxes on our income and assets, including alternative minimum taxes, taxes on any undistributed income and state, local or foreign income, franchise, property and transfer taxes. In addition, we could, in certain circumstances, be required to pay an excise or penalty tax, which could be significant in amount, in order to utilize one or more relief provisions under the Code to maintain qualification for taxation as a REIT. In addition, we may incur a 100% excise tax on transactions with a TRS if they are not conducted on an arm s length basis. Any of these taxes would decrease our earnings and our available cash.

Our TRS assets and operations also will continue to be subject, as applicable, to federal and state corporate income taxes and to foreign taxes in the jurisdictions in which those assets and operations are located. Any of these taxes

would decrease our earnings and our available cash. We will also be subject to a federal corporate level tax at the highest regular corporate rate (currently 35%) on the gain recognized from a sale of assets occurring during our first five years as a REIT, up to the amount of the built-in gain that existed on January 1,

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2016, which is based on the fair market value of those assets in excess of our tax basis in those assets as of January 1, 2016. Gain from a sale of an asset occurring after the specified period ends will not be subject to this corporate level tax. We currently do not expect to sell any asset if the sale would result in the imposition of a material tax liability. We cannot, however, assure you that we will not change our plans in this regard.

The REIT Ownership and Transfer Restrictions may restrict or prevent you from engaging in certain transfers of our common stock.

In order for us to satisfy the requirements for REIT qualification, no more than 50% in value of all classes or series of our outstanding shares of stock may be owned, beneficially or constructively, by five or fewer individuals (as defined in the Code to include certain entities) at any time during the last half of each taxable year (other than the first year for which an election to be subject to tax as a REIT has been made). In addition, our capital stock must be beneficially owned by 100 or more persons during at least 335 days of a taxable year of 12 months or during a proportionate part of a shorter taxable year (other than the first year for which an election to be taxed as a REIT has been made). The SBA REIT Articles contain the REIT Ownership and Transfer Restrictions that generally restrict shareholders from owning more than 9.8%, by value or number of shares, whichever is more restrictive, of SBA REIT s outstanding shares of Class A common stock, or 9.8% in aggregate value of the outstanding shares of all classes and series of SBA REIT s capital stock. Under applicable constructive ownership rules, any shares of stock owned by certain affiliated owners generally would be added together for purposes of the ownership limits. The REIT Ownership and Transfer Restrictions could have the effect of delaying, deferring or preventing a transaction or a change in control of SBA REIT that might involve a premium price for SBA REIT capital stock or otherwise be in the best interest of its shareholders.

If holders of SBA Class A common stock do not approve the proposal to approve the merger agreement, we may not be able to satisfy the REIT-related ownership limitations on a continuing basis, which could cause us to fail to qualify as a REIT.

Our use of TRSs may cause us to fail to qualify as a REIT.

The net income of our TRSs is not required to be distributed to us, and such undistributed TRS income is generally not subject to our REIT distribution requirements. However, if the accumulation of cash or reinvestment of significant earnings in our TRSs causes the fair market value of our securities in those entities, taken together with other non-qualifying assets, to represent more than 25% of the fair market value of our assets, or causes the fair market value of our TRS securities alone to represent more than 25% (for taxable years beginning on or before December 31, 2017) or 20% (for taxable years beginning after December 31, 2017) of the value of our total assets, in each case, as determined for REIT asset testing purposes, we would, absent timely responsive action, fail to qualify as a REIT.

Legislative or other actions affecting REITs could have a negative effect on us.

The rules dealing with U.S. federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and the Treasury. Changes to the tax laws or interpretations thereof, with or without retroactive application, could materially and adversely affect our investors or us. We cannot predict how changes in the tax laws might affect our investors or us. New legislation, U.S. Treasury Regulations, administrative interpretations or court decisions could significantly and negatively affect our ability to qualify as a REIT or the U.S. federal income tax consequences to our investors and us of such qualification.

The ability of the SBA REIT board of directors to revoke our REIT qualification, without shareholder approval, may cause adverse consequences to our shareholders.

The SBA REIT Articles provide that the board of directors may revoke or otherwise terminate our REIT election, without the approval of our shareholders, if it determines that it is no longer in our best interests to

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continue to qualify as a REIT. If we cease to be a REIT, we will not be allowed a deduction for dividends paid to shareholders, if any, in computing our taxable income, and to the extent we have taxable income and have utilized our NOLs, we will be subject to U.S. federal income tax at regular corporate rates and state and local taxes, which may have adverse consequences on our total return to our shareholders.

We do not have any experience operating as a REIT, which may adversely affect our financial condition, results of operations, cash flow, per share trading price of our common stock and ability to satisfy debt service obligations.

While we believe that we are currently operating in a manner that complies with the REIT rules, we have not actually operated as a REIT previously. Our pre-REIT operating experience may not be sufficient to enable us to operate successfully as a REIT. In addition, we will be required to implement substantial control systems and procedures in order to maintain our status as a REIT. As a result, we may incur additional legal, accounting and other expenses that we have not previously incurred, which could be significant, and our management and other personnel may need to devote additional time to comply with these rules and regulations and controls required for continued compliance with the Code. These costs and time commitments could be substantially more than we currently expect. Therefore, our historical combined consolidated financial statements may not be indicative of our future costs and performance as a REIT. If our performance is adversely affected, it could affect our financial condition, results of operations, cash flow and ability to satisfy our debt service obligations.

The current market price of our Class A common stock may not be indicative of the market price of SBA REIT Class A common stock following the REIT conversion.

The current market price of SBA s Class A common stock may not be indicative of how the market will value SBA REIT Class A common stock following the REIT conversion because of the change in our organization from a taxable C corporation to a REIT. Although we do not currently anticipate commencing distributions until a future date, the stock price of REIT securities have historically been affected by changes in market interest rates as investors evaluate the annual yield from distributions on the entity s common stock as compared to yields on other financial instruments. In addition, the market price of SBA REIT Class A common stock in the future may be affected by general market conditions (as the price of the SBA Class A common stock currently is) and will be potentially affected by the economic and market perception of REIT securities.

Dividends payable by REITs do not qualify for the reduced tax rates available for some dividends.

The maximum U.S. federal income tax rate applicable to income from qualified dividends payable to U.S. shareholders that are individuals, trusts and estates is currently 20%. Dividends payable by REITs, however, generally are not eligible for the reduced rates applicable to qualified dividends. Although these rules do not adversely affect the taxation of REITs, the more favorable rates applicable to regular corporate qualified dividends could cause investors who are individuals, trusts and estates to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the stock of REITs, including our common stock.

As a REIT, we will no longer be eligible to be included in the NASDAQ 100 Index. Therefore, those index funds that invest in the equity of NASDAQ 100 companies will be required to sell our shares and not purchase them in the future, which could have an adverse effect on the volatility and market price of SBA REIT Class A common stock.

As of the date of this proxy statement/prospectus, SBA is included in the NASDAQ 100 Index. On October 3, 2016, the board of directors of SBA authorized us to take all necessary steps to be subject to tax as a REIT for U.S. federal

income tax purposes. We intend to elect to be taxed as a REIT commencing with our taxable year ending December 31, 2016. One of the eligibility criteria for the NASDAQ 100 Index is that the company is not a financial company. As a REIT, we would be considered a financial company, even though our

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business model will not change in connection with the REIT conversion, and therefore we will no longer be eligible to be included in the NASDAQ 100 Index. As a result, those index funds that invest in NASDAQ 100 companies will be required to sell shares of SBA REIT Class A common stock and not purchase them in the future. In addition, other non-index funds that use inclusion on the NASDAQ 100 Index as a component of their investment criteria may be required to sell and no longer invest in SBA REIT Class A common stock. We do not know how many shares of SBA REIT Class A common stock are held by these index and non-index funds. The sales of significant amounts of shares of SBA REIT Class A common stock or the perception in the market that this will occur could have an adverse effect on the volatility and market price of SBA REIT Class A common stock.

Your investment has various tax risks.

Although the provisions of the Code that will be generally relevant to an investment in shares of SBA REIT Class A common stock are described in United States Federal Income Tax Considerations, we urge you to consult your tax advisor concerning the federal, state, local and foreign tax consequences to you with regard to an investment in shares of SBA REIT Class A common stock.

Risks Related to Our Business

If our wireless service provider customers combine their operations to a significant degree, our future operating results and our ability to service our indebtedness could be adversely affected.

Significant consolidation among our wireless service provider customers may result in our customers failing to renew existing leases for tower space or reducing future capital expenditures in the aggregate because their existing networks and expansion plans may overlap or be very similar, or acquired technologies may be discontinued. In connection with the combinations of Verizon Wireless and ALLTEL (to form Verizon Wireless), Cingular and AT&T Wireless (to form AT&T Mobility) and Sprint PCS and Nextel (to form Sprint), the combined companies have rationalized and may continue to rationalize duplicative parts of their networks, and, in the case of Sprint, the Nextel iDen network was discontinued, which has led and may continue to lead to the non-renewal of certain leases on our towers. During 2013, Sprint acquired Clearwire Communications and T-Mobile acquired MetroPCS, and in 2014, AT&T acquired Leap Wireless (Cricket Wireless). This consolidation may also lead to additional non-renewal of certain of our tower leases. If our wireless service provider customers continue to consolidate as a result of, among other factors, limited wireless spectrum for commercial use in the U.S., this consolidation could significantly impact the number of tower leases that are not renewed or the number of new leases that our wireless service provider customers require to expand their networks, which could materially and adversely affect our future operating results.

We have a substantial level of indebtedness which may have an adverse effect on our business or limit our ability to take advantage of business, strategic or financing opportunities.

As indicated below, we have and will continue to have a significant amount of indebtedness relative to our deficit. The following table sets forth our total principal amount of debt and shareholders deficit as of December 31, 2015 and September 30, 2016.

	As of September 30, 2016	As of December 31, 2015
	(in thousands)	

Total principal amount of indebtedness	$ 9,140,000	$ 8,555,000
Shareholders deficit	$ (1,669,062)	$ (1,706,144)

Our substantial level of indebtedness increases the possibility that we may be unable to generate cash sufficient to pay the principal, interest, or other amounts due on our indebtedness. Subject to certain restrictions

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under our existing indebtedness, we and our subsidiaries may also incur significant additional indebtedness in the future, some of which may be secured debt. This may have the effect of increasing our total leverage. For example, on July 7, 2016, we, through a New York common law trust established by an indirect subsidiary of SBA, which we refer to as the Trust, issued $700.0 million aggregate principal amount of 2.877% Secured Tower Revenue Securities Series 2016-1C, and on August 15, 2016, we issued $1.1 billion aggregate principal amount of 4.875% senior notes due 2024.

As a consequence of our indebtedness, (1) demands on our cash resources may increase, (2) we are subject to restrictive covenants that further limit our financial and operating flexibility and (3) we may choose to institute self-imposed limits on our indebtedness based on certain considerations including market interest rates, our relative leverage and our strategic plans. For example, as a result of our substantial level of indebtedness and the uncertainties arising in the credit markets and the U.S. economy:

- we may be more vulnerable to general adverse economic and industry conditions;
- we may find it more difficult to obtain additional financing to fund future working capital, capital expenditures and other general corporate requirements that would be in our best long-term interests;
- we may be required to dedicate a substantial portion of our cash flow from operations to the payment of principal and interest on our debt, reducing the available cash flow to fund other investments, including tower acquisition and new build capital expenditures;
- we may have limited flexibility in planning for, or reacting to, changes in our business or in the industry;
- we may have a competitive disadvantage relative to other companies in our industry that are less leveraged; and
- we may be required to sell debt or equity securities or sell some of our core assets, possibly on unfavorable terms, in order to meet payment obligations.

These restrictions could have a material adverse effect on our business by limiting our ability to take advantage of financing, new tower development, mergers and acquisitions or other opportunities.

In addition, fluctuations in market interest rates may increase interest expense relating to our floating rate indebtedness, which we expect to incur pursuant to our revolving credit facility (Revolving Credit Facility) and term loans (Term Loans) under our Senior Credit Agreement, and may make it difficult to refinance our existing indebtedness at a commercially reasonable rate or at all. There is no guarantee that the future refinancing of our indebtedness will have fixed interest rates or that interest rates on such indebtedness will be equal to or lower than the rates on our current indebtedness.

We depend on a relatively small number of customers for most of our revenue, and the loss, consolidation or financial instability of any of our significant customers may materially decrease our revenue and adversely affect

our financial condition.

We derive a significant portion of our revenue from a small number of customers. Consequently, a reduction in demand for site leasing, reduced future capital expenditures on the networks, or the complete loss, as a result of bankruptcy or otherwise, of any of our largest customers could materially decrease our revenue and have an adverse effect on our growth.

On June 20, 2016, Oi, S.A., or Oi, our largest customer in Brazil, filed a petition for judicial reorganization in Brazil. For the year ended December 31, 2015, Oi comprised approximately 8% of our total site leasing revenue and for the nine months ended September 30, 2016, Oi comprised approximately 7% of our total site leasing revenue. Due to the uncertainty surrounding the recoverability of amounts owed by Oi prior to the date of Oi s petition, we recorded a $16.5 million bad debt provision during the second quarter of 2016 relating to

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amounts owed or potentially owed by Oi as of the filing date. While we continue to do business with Oi under our contracts with it in the ordinary course and Oi has stated its intentions to continue normal operations during its judicial reorganization, we cannot assure you that Oi will continue to be willing or able to continue to make payments to us in accordance with the terms of our contracts. Judicial reorganization in Brazil requires the agreement of certain creditors, for which there can be no assurance. If Oi is unable to successfully reorganize, it may be forced to liquidate. If Oi is unable or unwilling to reorganize in a manner that continues to provide us anticipated payments in accordance with our contracts, it could materially decrease our revenues and adversely affect our financial condition.

The following is a list of significant customers (representing at least 10% of revenue in any of the last three years) and the percentage of our total revenues for the specified time periods derived from these customers:

Percentage of Total Revenues	For the nine months ended September 30, 2016	For the year ended December 31, 2015	2014	2013
AT&T Wireless [1]	25.8%	24.2%	23.0%	20.5%
T-Mobile	17.0%	16.0%	15.5%	17.3%
Sprint	16.3%	19.6%	23.4%	25.0%
Verizon Wireless	15.1%	13.8%	12.0%	11.3%

We also have client concentrations with respect to revenues in each of our financial reporting segments:

Percentage of Domestic Site Leasing Revenue	For the nine months ended September 30, 2016	For the year ended December 31, 2015	2014	2013
AT&T Wireless [1]	32.6%	31.9%	30.1%	25.5%
Sprint	19.9%	22.3%	25.6%	30.9%
T-Mobile	19.7%	19.0%	19.2%	20.2%
Verizon Wireless	18.1%	16.3%	14.4%	13.3%

Percentage of International Site Leasing Revenue	For the nine months ended September 30, 2016	For the year ended December 31, 2015	2014	2013
Oi S.A.	44.1%	48.8%	44.3%	6.3%
Telefonica	26.4%	24.7%	28.8%	44.2%
Digicel	4.5%	4.6%	4.9%	11.2%

Percentage of Site Development Revenue	For the nine months ended September 30, 2016	For the year ended December 31, 2015	2014	2013
T-Mobile	27.7%	17.6%	8.5%	8.4%
Verizon Wireless	16.7%	14.8%	10.1%	4.8%
Sprint	12.2%	28.5%	36.7%	1.5%
Ericsson, Inc.	5.2%	15.3%	16.8%	34.5%

(1) Prior year amounts have been adjusted to reflect the merger of AT&T Wireless and Leap Wireless (Cricket Wireless).

We derive revenue through numerous site leasing contracts and site development contracts. Each site leasing contract relates to the lease of space at an individual tower and is generally for an initial term of five to ten years in the U.S. and Canada, and renewable for five 5-year periods at the option of the tenant. Site leasing contracts in our Central American and South American markets typically have an initial term of ten years with multiple five year renewal periods. However, if any of our significant site leasing customers were to experience financial difficulty, substantially reduce their capital expenditures or reduce their dependence on leased tower space and fail to renew their leases with us, our revenues, future revenue growth and results of operations would be adversely affected.

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Our site development customers engage us on a project-by-project basis, and a customer can generally terminate an assignment at any time without penalty. In addition, a customer s need for site development services can decrease, and we may not be successful in establishing relationships with new customers. Furthermore, our existing customers may not continue to engage us for additional projects.

Currency fluctuations may negatively affect our results of operations.

We have business operations in Canada, Central America, and South America. Our operations in Central America and Ecuador are primarily denominated in United States Dollars, while our operations in Canada and the remainder of South America are denominated in local currencies. Our foreign currency denominated revenues and expenses are translated into United States dollars at applicable exchange rates for inclusion in our consolidated financial statements.

For the year ended December 31, 2015, approximately 15% of our total cash site leasing revenue was generated by our international operations, of which 11.2% was generated in non-U.S. dollar currencies, including 10.5% which was generated in Brazilian Reais. The exchange rates between our foreign currencies and the United States Dollar have fluctuated significantly recently and may continue to do so in the future. For example, the Brazilian Real has historically been subject to substantial volatility and devalued 49.2% when comparing the spot rate on January 1, 2015 and December 31, 2015. This trend has adversely affected, and may in the future continue to adversely affect, our reported results of operations. Changes in exchange rates between these local currencies and the United States Dollar will affect the recorded levels of site leasing revenue, segment operating profit, assets and/or liabilities. Volatility in foreign currency exchange rates can also affect our ability to plan, forecast and budget for our international operations and expansion efforts.

Furthermore, we have an intercompany loan agreement which permits one of our Brazilian entities to borrow amounts up to $750.0 million. As of September 30, 2016, the outstanding balance under this agreement was $433.3 million. In accordance with ASC 830, we remeasure foreign denominated intercompany loans with the corresponding change in the balance being recorded in Other income (expense), net in our Consolidated Statements of Operations as settlement is anticipated or planned in the foreseable future. Consequently, if the U.S. Dollar continues to strengthen against the Brazilian Real, our results of operations would be adversely affected. For the nine months ended September 30, 2016 and 2015, we recorded a $89.0 million foreign exchange gain and a $180.4 million foreign exchange loss, respectively, on the remeasurement of intercompany loans.

If we are unable to protect our rights to the land under our towers, it could adversely affect our business and operating results.

Our real property interests relating to the land under our tower structures consist primarily of leasehold and sub-leasehold interests, fee interests, easements, licenses, rights-of-way, and other similar interests. From time to time, we experience disputes with landowners regarding the terms of the agreements for the land under our tower structures, which can affect our ability to access and operate such towers. Further, landowners may not want to renew their agreements with us, they may lose their rights to the land, or they may transfer their land interests to third parties, including ground lease aggregators and our competitors, which could affect our ability to renew agreements on commercially viable terms or at all. In addition, the land underlying the 2,113 towers we acquired in 2013 from Oi, one of Brazil s largest telecommunications providers, is subject to a concession from the Federal Republic of Brazil that expires in 2025. At the end of the term, the Brazilian government will have the right to (i) renew the concession upon newly negotiated terms or (ii) terminate the concession and take possession of the land and the tower on such land. Although Oi has entered into a non-terminable lease with us for 35 years, if the concession is not renewed, our site leasing revenue from co-located tenants would terminate prior to the end of such lease. For the nine months ended September 30, 2016, we generated 12.1% of our total international site leasing revenue from these 2,113 towers of

which 7.3% related to Oi and 4.8% represented revenue from co-located tenants.

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As of September 30, 2016, the average remaining life under our ground leases, including renewal options under our control, was approximately 33 years, and approximately 5.3% of our tower structures have ground leases maturing in the next 10 years. Failure to protect our rights to the land under our towers may have a material adverse effect on our business, results of operations or financial condition.

New technologies or network architecture may reduce demand for our wireless infrastructure or negatively impact our revenues.

Improvements or changes in the efficiency, architecture, and design of wireless networks may reduce the demand for our wireless infrastructure. For example, new technologies that may promote network sharing, joint development, or resale agreements by our wireless service provider customers, such as signal combining technologies or network functions virtualization, may reduce the need for our wireless infrastructure. In addition, other technologies and architectures, such as WiFi, distributed antenna system (DAS), femtocells, other small cells, or satellite (such as low earth orbiting) and mesh transmission systems may, in the future, serve as substitutes for, or alternatives to, the traditional macro site cellular architecture that is the basis of substantially all of our site leasing business. In addition, new technologies that enhance the range, efficiency, and capacity of wireless equipment could reduce demand for our wireless infrastructure. Any significant reduction in demand for our wireless infrastructure resulting from new technologies or new architectures may negatively impact our revenues or otherwise have a material adverse effect on us.

Increasing competition may negatively impact our ability to grow our tower portfolio long term.

We intend to continue growing our tower portfolio, domestically and internationally, through acquisitions and new builds. Our ability to meet our growth targets significantly depends on our ability to build or acquire existing towers that meet our investment requirements. Traditionally, our acquisition strategy has focused on acquiring towers from smaller tower companies, independent tower developers and wireless service provider customers. However, as a result of consolidation in the tower industry there are fewer of these mid-sized tower transactions available in the U.S. and there is more competition to acquire existing towers. Increased competition for acquisitions may result in fewer acquisition opportunities for us, higher acquisition prices, and increased difficulty in negotiating and consummating agreements to acquire such towers. For example, in 2015, we passed on more U.S. acquisitions than we did in 2014 due to asset quality, price, or lease terms. Furthermore, to the extent that the tower acquisition opportunities are for significant tower portfolios, many of our competitors are significantly larger and have greater financial resources than we do. Finally, competition regulations, domestically and internationally, may limit our ability to acquire certain portfolios or apply to us differently than they apply to our competitors. As a result of these risks, the cost of acquiring these towers may be higher than we expect or we may not be able to meet our annual and long-term tower portfolio growth targets. If we are not able to successfully address these challenges, we may not be able to materially increase our tower portfolio in the long-term.

Our ability to build new towers is dependent upon the availability of sufficient capital to fund construction, our ability to locate, and acquire at commercially reasonable prices, attractive locations for such towers and our ability to obtain the necessary zoning and permits. Local regulations, including municipal or local ordinances, zoning restrictions and restrictive covenants imposed by community developers, vary greatly, but typically require antenna tower and structure owners to obtain approval from local officials or community standards organizations prior to tower or structure construction or modification. With respect to our international new builds, our tower construction may be delayed or halted as a result of local zoning restrictions, inconsistencies between laws or other barriers to construction in international markets. Due to these risks, it may take longer to complete our new tower builds, domestically and internationally, than anticipated, the costs of constructing these towers may be higher than we expect or we may not be able to add as many towers as we had planned in 2016. If we are not able to increase our tower portfolio as

anticipated, it could negatively impact our ability to achieve our financial goals.

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Our international operations are subject to economic, political and other risks that could materially and adversely affect our revenues or financial position.

Our current business operations in Canada, Central America, and South America, and our expansion into any other international markets in the future, could result in adverse financial consequences and operational problems not typically experienced in the United States. The consolidated revenues generated by our international operations were approximately 15.9% of our total revenues for the nine months ended September 30, 2016, and we anticipate that our revenues from our international operations will continue to grow in the future. Accordingly, our business is and will in the future be subject to risks associated with doing business internationally, including:

- changes in a specific country s or region s political or economic conditions;
- laws and regulations that tax or otherwise restrict repatriation of earnings or other funds or otherwise limit distributions of capital;
- laws and regulations that dictate how we operate our towers and conduct business, including zoning, maintenance and environmental matters, and laws related to ownership of real property;
- laws and regulations governing our employee relations, including occupational health and safety matters;
- changes to existing or new domestic or international tax laws or fees directed specifically at the ownership and operation of towers, which may be applied and enforced retroactively;
- expropriation and governmental regulation restricting foreign ownership;
- laws effecting telecommunications infrastructure including the sharing of such infrastructure;
- restriction or revocation of spectrum licenses;
- our ability to comply with, and the costs of compliance with, anti-bribery laws such as the Foreign Corrupt Practices Act and similar local anti-bribery laws;
- our ability to compete with owners and operators of wireless towers that have been in the international market for a longer period of time than we have;

uncertainties regarding legal or judicial systems, including inconsistencies between and within laws, regulations and decrees, and judicial application thereof, and delays in the judicial process;

health or similar issues, such as a pandemic or epidemic;

difficulty in recruiting and retaining trained personnel; and

language and cultural differences.

A slowdown in demand for wireless communications services or for tower space could materially and adversely affect our future growth and revenues, and we cannot control that demand.

Additional revenue growth on our towers other than through contractual escalators comes directly from additional investment by our wireless service provider customers in their networks. If consumers significantly reduce their minutes of use or data usage, or fail to widely adopt and use wireless data applications, our wireless service provider customers could experience a decrease in demand for their services. Regardless of consumer demand, each wireless service provider must have substantial capital resources and capabilities to build out their wireless networks, including licenses for spectrum. In addition, our wireless service provider customers have engaged in increased use of network sharing, roaming or resale arrangements. As a result of all of the above, wireless service providers may scale back their business plans or otherwise reduce their spending, which could materially and adversely affect demand for our tower space and our wireless communications services business, which could have a material adverse effect on our business, results of operations and financial condition.

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We may not be able to fully recognize the anticipated benefits of towers that we acquire.

A key element of our growth strategy is to increase our tower portfolio through acquisitions. We rely on our due diligence of the towers and the representations and financial records of the sellers and other third parties to establish the anticipated revenues and expenses and whether the acquired towers will meet our internal guidelines for current and future potential returns. In addition, we may not always have the ability to analyze and verify all information regarding title, access and other issues regarding the land underlying acquired towers. This is particularly true in our international acquisitions of towers from wireless service providers. To the extent that these towers were acquired in individually material transactions, we may be required to place enhanced reliance on the financial and operational representations and warranties of the sellers. If (i) these records are not complete or accurate, (ii) we do not have complete access to, or use of, the land underlying the acquired towers or (iii) the towers do not achieve the financial results anticipated, it could adversely affect our revenues and results of operations.

In addition, acquisitions which would be material in the aggregate may exacerbate the risks inherent with our growth strategy, such as (i) an adverse impact on our overall profitability if the acquired towers do not achieve the projected financial results, (ii) unanticipated costs associated with the acquisitions that may impact our results of operations for a period, (iii) increased demands on our cash resources that may, among other things, impact our ability to explore other opportunities, (iv) undisclosed and assumed liabilities that we may be unable to recover, (v) increased vulnerability to general economic conditions, (vi) an adverse impact on our existing customer relationships, (vii) additional expenses and exposure to new regulatory, political and economic risks if such acquisitions were in new jurisdictions and (viii) diversion of managerial attention.

We may not successfully integrate acquired towers into our operations.

As part of our growth strategy, we have made and expect to continue to make acquisitions. The process of integrating any acquired towers into our operations may result in unforeseen operating difficulties and large expenditures and may absorb significant management attention that would otherwise be available for the ongoing development of our business. It may also result in the loss of key customers and/or personnel and expose us to unanticipated liabilities. These risks may be exacerbated in those circumstances in which we acquire a material number of towers. Further, we may not be able to retain the key employees that may be necessary to operate the business we acquire, and we may not be able to timely attract new skilled employees and management to replace them. There can be no assurance that we will be successful in integrating acquisitions into our existing business. This is particularly true in our international acquisitions of towers from wireless service providers.

Delays or changes in the deployment or adoption of new technologies or slowing consumer adoption rates may have a material adverse effect on our growth rate.

There can be no assurances that 3G, 4G, including long-term evolution (LTE), advanced wireless service in the 1695-1710 MHz, 1755-1780 MHz, and 2155-2180 MHz bands (the AWS-3 bands), or other new wireless technologies such as 5G will be deployed or adopted as rapidly as projected or that these new technologies will be implemented in the manner anticipated. The deployment of 3G in the United States experienced delays from the original projected timelines of the wireless and broadcast industries, and continued deployment of 4G could experience delays. Additionally, the demand by consumers and the adoption rate of consumers for these new technologies once deployed may be lower or slower than anticipated, particularly in certain of our international markets. These factors could have a material adverse effect on our growth rate since growth opportunities and demand for our tower space as a result of such new technologies may not be realized at the times or to the extent anticipated.

Increasing competition in the tower industry may create pricing pressures that may materially and adversely affect us.

Our industry is highly competitive, and our wireless service provider customers sometimes have alternatives for leasing antenna space. Some of our competitors, such as (1) U.S. and international wireless carriers that allow

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co-location on their towers and (2) large independent tower companies, have been, and based on recent consolidations continue to be, substantially larger and have greater financial resources than we do. This could provide them with advantages with respect to establishing favorable leasing terms with wireless service providers or in their ability to acquire available towers.

In the site leasing business, we compete with:

- wireless service providers that own and operate their own towers and lease, or may in the future decide to lease, antenna space to other providers;
- national and regional tower companies; and
- alternative facilities such as rooftops, outdoor and indoor DAS networks, billboards, utility poles and electric transmission towers.

We believe that tower location and capacity, quality of service, density within a geographic market and, to a lesser extent, price historically have been and will continue to be the most significant competitive factors affecting the site leasing business. However, competitive pricing pressures for tenants on towers from these competitors could materially and adversely affect our lease rates. In addition, we may not be able to renew existing customer leases or enter into new customer leases, resulting in a material adverse impact on our results of operations and growth rate. Increasing competition could also make the acquisition of high quality tower assets more costly, or limit the acquisition opportunities altogether. Any of these factors could materially and adversely affect our business, results of operations or financial condition.

The site development segment of our industry is also extremely competitive. There are numerous large and small companies that offer one or more of the services offered by our site development business. As a result of this competition, margins in this segment may come under pressure. Many of our competitors have lower overhead expenses and therefore may be able to provide services at prices that we consider unprofitable. If margins in this segment were to decrease, our consolidated revenues and our site development segment operating profit could be adversely affected.

The documents governing our indebtedness contain restrictive covenants that could adversely affect our business by limiting our flexibility.

The indentures governing the 2014 Senior Notes and the 2016 Senior Notes, the Senior Credit Agreement, and the mortgage loan underlying our multiple series of tower revenue secured securities, which we refer to collectively as our Tower Securities, contain restrictive covenants imposing significant operational and financial restrictions on us, including restrictions that may limit our ability to engage in acts that may be in our long-term best interests. Among other things, the covenants under each instrument limit our ability to:

- merge, consolidate or sell assets;

make restricted payments, including pay dividends or make other distributions;

enter into transactions with affiliates;

enter into sale and leaseback transactions; and

issue guarantees of indebtedness.

We are required to maintain certain financial ratios under the Senior Credit Agreement. The Senior Credit Agreement, as amended, requires SBA Senior Finance II to maintain specific financial ratios, including (1) a ratio of Consolidated Total Debt to Annualized Borrower EBITDA not to exceed 6.5 times for any fiscal quarter, (2) a ratio of Consolidated Total Debt and Net Hedge Exposure (calculated in accordance with the Senior Credit Agreement) to Annualized Borrower EBITDA for the most recently ended fiscal quarter not to exceed 6.5 times for 30 consecutive days and (3) a ratio of Annualized Borrower EBITDA to Annualized Cash Interest Expense (calculated in accordance with the Senior Credit Agreement) of not less than 2.0 times for any fiscal quarter.

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Additionally, the mortgage loan relating to our Tower Securities contains financial covenants that require that the borrowers maintain, on a consolidated basis, a minimum debt service coverage ratio. To the extent that the debt service coverage ratio, as of the end of any calendar quarter, falls to 1.30 times or lower, then all cash flow in excess of amounts required to make debt service payments, to fund required reserves, to pay management fees and budgeted operating expenses and to make other payments required under the loan documents, referred to as excess cash flow, will be deposited into a reserve account instead of being released to the borrowers. The funds in the reserve account will not be released to the borrowers unless the debt service coverage ratio exceeds 1.30 times for two consecutive calendar quarters. If the debt service coverage ratio falls below 1.15 times as of the end of any calendar quarter, then an amortization period will commence and all funds on deposit in the reserve account will be applied to prepay the mortgage loan until such time that the debt service coverage ratio exceeds 1.15 times for a calendar quarter.

These covenants could place us at a disadvantage compared to some of our competitors which may have fewer restrictive covenants and may not be required to operate under these restrictions. Further, these covenants could have an adverse effect on our business by limiting our ability to take advantage of financing, new tower development, merger and acquisitions or other opportunities. If we fail to comply with these covenants, it could result in an event of default under our debt instruments. If any default occurs, all amounts outstanding under our outstanding notes and the Senior Credit Agreement may become immediately due and payable.

Our variable rate indebtedness and refinancing obligations subject us to interest rate risk, which could cause our debt service obligations to increase significantly.

Fluctuations in market interest rates may increase interest expense relating to our floating rate indebtedness, which we expect to incur under the Revolving Credit Facility and Term Loans or upon refinancing our fixed rate debt. As a result, we are exposed to interest rate risk. If interest rates were to increase, our debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remained the same, and our net income and cash flows, including cash available for servicing our indebtedness, will correspondingly decrease. There is no guarantee that any future refinancing of our indebtedness will have fixed interest rates or that interest rates on such indebtedness will be equal to or lower than the rates on our current indebtedness. In the future, we may enter into interest rate swaps that involve the exchange of floating for fixed rate interest payments in order to reduce interest rate volatility. However, we may not maintain interest rate swaps with respect to all of our variable rate indebtedness, and any swaps we enter into may not fully mitigate our interest rate risk. We currently have no interest rate swaps.

Our dependence on our subsidiaries for cash flow may negatively affect our business.

We are a holding company with no business operations of our own. Our only significant assets are, and are expected to be, the outstanding capital stock and membership interests of our subsidiaries. We conduct, and expect to continue conducting, all of our business operations through our subsidiaries. Accordingly, our ability to pay our obligations is dependent upon dividends and other distributions from our subsidiaries to us. Most of our indebtedness is owed directly by our subsidiaries, including the mortgage loan underlying our Tower Securities, the Term Loans and any amounts that we may borrow under the Revolving Credit Facility. Consequently, the first use of any cash flow from operations generated by such subsidiaries will be payments of interest and principal, if any, under their respective indebtedness. Other than the cash required to repay amounts due under our 2014 Senior Notes and 2016 Senior Notes and funds to be utilized for stock repurchases, we currently expect that substantially all the earnings and cash flow of our subsidiaries will be retained and used by them in their operations, including servicing their respective debt obligations. The ability of our operating subsidiaries to pay dividends or transfer assets to us is restricted by applicable state law and contractual restrictions, including the terms of their outstanding debt instruments.

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Our quarterly operating results for our site development services fluctuate and therefore we may not be able to adjust our cost structure on a timely basis with regard to such fluctuations.

The demand for our site development services fluctuates from quarter to quarter and should not be considered indicative of long-term results. Numerous factors cause these fluctuations, including:

- the timing and amount of our customers capital expenditures;
- the size and scope of our projects;
- the business practices of customers, such as deferring commitments on new projects until after the end of the calendar year or the customers fiscal year;
- delays relating to a project or tenant installation of equipment;
- seasonal factors, such as weather, holidays and vacation days and total business days in a quarter;
- the use of third party providers by our customers;
- the rate and volume of wireless service providers network development; and
- general economic conditions.

Although the demand for our site development services fluctuates, we incur significant fixed costs, such as maintaining a staff and office space, in anticipation of future contracts. In addition, the timing of revenues is difficult to forecast because our sales cycle may be relatively long. Therefore, we may not be able to adjust our cost structure on a timely basis to respond to the fluctuations in demand for our site development services.

We have not been profitable and may incur losses in the future.

Historically, we have not been profitable. The following chart shows the net losses we incurred for the periods indicated:

	For the nine months ended September 30,		For the year ended December 31,		
	2016	2015	2015	2014	2013
	(in thousands)		(in thousands)		
Net income (loss)	$ 70,976	$ (206,673)	$ (175,656)	$ (24,295)	$ (55,909)

Our losses are principally due to depreciation, amortization and accretion expenses, interest expense (including non-cash interest expense and amortization of deferred financing fees), losses from the extinguishment of debt in the periods presented above and, in 2015, remeasurement losses related to a foreign currency denominated intercompany loan.

The loss of the services of certain of our key personnel or a significant number of our employees may negatively affect our business.

Our success depends to a significant extent upon performance and active participation of our key personnel. We cannot guarantee that we will be successful in retaining the services of these key personnel. We have employment agreements with Jeffrey A. Stoops, our President and Chief Executive Officer, Kurt L. Bagwell, our Executive Vice President and President International, Thomas P. Hunt, our Executive Vice President, Chief Administrative Officer and General Counsel, and Brendan T. Cavanagh, our Executive Vice President and Chief Financial Officer. We do not have employment agreements with any of our other key personnel. If we were to lose any key personnel, we may not be able to find an appropriate replacement on a timely basis and our results of operations could be negatively affected. Further, the loss of a significant number of employees or our inability to hire a sufficient number of qualified employees could have a material adverse effect on our business.

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Our business is subject to government regulations and changes in current or future regulations could harm our business.

We are subject to federal, state and local regulation of our business, both in the U.S. and internationally. In the U.S., both the Federal Aviation Administration (the FAA) and the FCC regulate the construction, modification, and maintenance of towers and structures that support antennas used for wireless communications and radio and television broadcasts. In addition, the FCC separately licenses and regulates wireless communications equipment and television and radio stations operating from such towers. FAA and FCC regulations govern construction, lighting, painting, and marking of towers and may, depending on the characteristics of the tower, require registration of the tower. Certain proposals to construct new towers or to modify existing towers are reviewed by the FAA to ensure that the tower will not present a hazard to air navigation.

Tower owners may have an obligation to mark or paint such towers or install lighting to conform to FAA and FCC regulations and to maintain such marking, painting and lighting. Tower owners may also bear the responsibility of notifying the FAA of any lighting outages. Certain proposals to operate wireless communications and radio or television stations from towers are also reviewed by the FCC to ensure compliance with environmental impact requirements established in federal statutes, including the National Environmental Policy Act (NEPA), the National Historic Preservation Act (NHPA) and the Endangered Species Act (ESA). Failure to comply with existing or future applicable requirements may lead to civil penalties or other liabilities and may subject us to significant indemnification liability to our customers against any such failure to comply. In addition, new regulations may impose additional costly burdens on us, which may affect our revenues and cause delays in our growth.

Local regulations, including municipal or local ordinances, zoning restrictions and restrictive covenants imposed by community developers, vary greatly, but typically require tower owners to obtain approval from local officials or community standards organizations prior to tower construction or modification. Local regulations can delay, prevent, or increase the cost of new construction, co-locations, or site upgrades, thereby limiting our ability to respond to customer demand. In addition, new regulations may be adopted that increase delays or result in additional costs to us. Furthermore, with respect to our international new builds, our tower construction may be delayed or halted as a result of local zoning restrictions, inconsistencies between laws or other barriers to construction in international markets. These factors could have a material adverse effect on our future growth and operations.

Security breaches and other disruptions could compromise our information, which would cause our business and reputation to suffer.

A part of our day-to-day operations, we rely on information technology and other computer resources and infrastructure to carry out important business activities and to maintain our business records. Our computer systems could fail on their own accord and are subject to interruption or damage from power outages, computer and telecommunications failures, computer viruses, security breaches (including through cyber-attack and data theft), errors, catastrophic events such as natural disasters and other events beyond our control. If our computer systems and our backup systems are compromised, degraded, damaged, or breached, or otherwise cease to function properly, we could suffer interruptions in our operations or unintentionally allow misappropriation of proprietary or confidential information (including information about our tenants or landlords). This could damage our reputation and disrupt our operations and the services we provide to customers, which could adversely affect our business and operating results.

Our towers are subject to damage from natural disasters.

Our towers are subject to risks associated with natural disasters such as tornadoes, hurricanes and earthquakes. We maintain insurance to cover the estimated cost of replacing damaged towers, but these insurance policies are subject to

loss limits and deductibles. We also maintain third party liability insurance, subject to loss

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limits and deductibles, to protect us in the event of an accident involving a tower. A tower accident for which we are uninsured or underinsured, or damage to a significant number of our towers, could require us to incur significant expenditures and may have a material adverse effect on our operations or financial condition.

To the extent that we are not able to meet our contractual obligations to our customers, due to a natural disaster or other catastrophic circumstances, our customers may not be obligated or willing to pay their lease expenses; however, we may be required to continue paying our fixed expenses related to the affected tower, including ground lease expenses. If we are unable to meet our contractual obligations to our customers for a material portion of our towers, our operations could be materially and adversely affected.

We could have liability under environmental laws that could have a material adverse effect on our business, financial condition and results of operations.

Our operations, like those of other companies engaged in similar businesses, are subject to the requirements of various federal, state, local and foreign environmental and occupational safety and health laws and regulations, including those relating to the management, use, storage, disposal, emission and remediation of, and exposure to, hazardous and non-hazardous substances, materials, and wastes. As owner, lessee, or operator of numerous tower structures, we may be liable for substantial costs of remediating soil and groundwater contaminated by hazardous materials without regard to whether we, as the owner, lessee, or operator, knew of or were responsible for the contamination. We may be subject to potentially significant fines or penalties if we fail to comply with any of these requirements. The current cost of complying with these laws is not material to our financial condition or results of operations. However, the requirements of these laws and regulations are complex, change frequently, and could become more stringent in the future. It is possible that these requirements will change or that liabilities will arise in the future in a manner that could have a material adverse effect on our business, financial condition and results of operations.

We could suffer adverse tax and other financial consequences if taxing authorities do not agree with our tax positions.

We are periodically subject to a number of tax examinations by taxing authorities in the states and countries where we do business. We also have significant deferred tax assets related to our NOLs in U.S. federal and state taxing jurisdictions. Generally, for U.S. federal and state tax purposes, NOLs can be carried forward and used for up to twenty years, and all of our tax years will remain subject to examination until three years after our NOLs are used or expire. We expect that we will continue to be subject to tax examinations in the future. In addition, U.S. federal, state and local, as well as international, tax laws and regulations are extremely complex and subject to varying interpretations. If our tax benefits, including from our use of NOLs or other tax attributes, are challenged successfully by a taxing authority, we may be required to pay additional taxes or penalties, or make additional distributions, which could have a material adverse effect on our business, results of operations and financial condition.

Our issuance of equity securities and other associated transactions may trigger a future ownership change which may negatively impact our ability to utilize NOLs in the future.

The issuance of equity securities and other associated transactions may increase the chance that we will have a future ownership change under Section 382 of the Code. We may also have a future ownership change, outside of our control, caused by future equity transactions by our current shareholders. Depending on our market value at the time of such future ownership change, an ownership change under Section 382 could negatively impact our ability to utilize our NOLs. Currently, we have recorded a full valuation allowance against our NOLs because we have concluded that our loss history indicates that it is not more likely than not that such deferred tax assets will be realized.

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Future sales of our Class A common stock in the public market or the issuance of other equity may cause dilution or adversely affect the market price of our Class A common stock and our ability to raise funds in new equity or equity-related offerings.

Sales of a substantial number of shares of our Class A common stock or other equity-related securities in the public market, including sales by any selling shareholder, could depress the market price of our Class A common stock and impair our ability to raise capital through the sale of additional equity securities.

Our costs could increase and our revenues could decrease due to perceived health risks from radio frequency (RF) energy.

The U.S. government imposes requirements and other guidelines relating to exposure to RF energy. Exposure to high levels of RF energy can cause negative health effects. The potential connection between exposure to low levels of RF energy and certain negative health effects, including some forms of cancer, has been the subject of substantial study by the scientific community in recent years. According to the FCC, the results of these studies to date have been inconclusive. However, public perception of possible health risks associated with cellular and other wireless communications media could slow the growth of wireless companies, which could in turn slow our growth. In particular, negative public perception of, and regulations regarding, health risks could cause a decrease in the demand for wireless communications services. Moreover, if a connection between exposure to low levels of RF energy and possible negative health effects, including cancer, were demonstrated, we could be subject to numerous claims. Our current policies provide no coverage for claims based on RF energy exposure. If we were subject to claims relating to exposure to RF energy, even if such claims were not ultimately found to have merit, our financial condition could be materially and adversely affected.

Our articles of incorporation, our bylaws and Florida law provide for anti-takeover provisions that could make it more difficult for a third party to acquire us.

Provisions of the SBA REIT Articles, the SBA REIT Bylaws and Florida law could make it more difficult for a third party to acquire us, even if doing so would be beneficial to our shareholders. These provisions, alone or in combination with each other, may discourage transactions involving actual or potential changes of control, including transactions that otherwise could involve payment of a premium over prevailing market prices to holders of our Class A common stock, or could limit the ability of our shareholders to approve transactions that they may deem to be in their best interests.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This proxy statement/prospectus and the documents incorporated by reference into this proxy statement/prospectus contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act) and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). These statements concern expectations, beliefs, projections, plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. Forward-looking statements included in this proxy statement/prospectus include, but are not limited to, the following:

- our expectations regarding our ability to qualify and to remain qualified as a REIT and the timing of such qualification;
- our belief that our business is currently operated in a manner that complies with the REIT rules;
- our intent to continue to operate our business in a manner that complies with the REIT rules;
- our expected date of the completion of the merger and election of REIT status;
- our belief that we will not be required to make an E&P distribution in order to qualify as a REIT and our expectations regarding the timing of our achieving positive E&P;
- our beliefs regarding our reasons for the REIT conversion;
- our plans regarding our distribution policy, and the amount and timing of, and source of funds for, any such distributions;
- our expectations regarding the use of NOLs to reduce REIT taxable income and the time frame during which we may utilize such NOLs for this purpose;
- our expectations regarding the U.S. federal income tax impact of the merger on us and on holders of shares of SBA REIT Class A common stock;
- our expectations regarding the listing of SBA REIT Class A common stock upon completion of the merger;
- our expectations regarding our capital allocation strategy and priority of investment, the impact of the REIT conversion on our strategy and ability to continue to deploy capital in a manner consistent with our strategy

while maintaining our target leverage ratios, and our long-term goal with respect to Adjusted Funds From Operations per share;

our beliefs and expectations regarding our stock repurchase program and the impact of the REIT conversion on the program;

our expectations on the future growth and financial health of the wireless industry and the industry participants, the drivers of such growth, the demand for our towers, and the trends developing in our industry;

our expectations regarding the opportunities in the international wireless markets in which we currently operate or have targeted for growth, our beliefs regarding how we can capitalize on such opportunities, and our intent to continue expanding internationally through new builds and acquisitions;

our beliefs regarding our ability to capture and capitalize on industry growth and the impact of such growth on our financial and operational results;

our beliefs regarding the key elements of our business strategy;

our expectation that over the long-term, site leasing revenues will continue to grow as wireless service providers increase their use of our towers due to increasing minutes of network use and data transfer, network expansion and network coverage requirements, on an organic basis, in our domestic and international segments;

our expectation that customer activity will primarily be in the form of, in the current environment, amendments to current leases as wireless service providers seek to upgrade their antennas and, in the long-term, new leases as these providers continue to expand and upgrade their networks;

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our belief that our site leasing business is characterized by stable and long-term recurring revenues, predictable operating costs, and minimal non-discretionary capital expenditures;

our expectation that, due to the relatively young age and mix of our tower portfolio, future expenditures required to maintain these towers will be minimal;

our expectation that we will grow our cash flows by adding tenants to our towers at minimal incremental costs and executing monetary amendments;

our expectations regarding the churn rate of our non-iDEN tenant leases;

our expectations regarding the impact of the Oi reorganization;

our intent to grow our tower portfolio, domestically and internationally, and our expectations regarding the pace of such growth;

our expectation that we will continue our ground lease purchase program and the estimates of the impact of such program on our financial results;

our expectation that we may continue to incur losses;

our expectations regarding our future cash capital expenditures, both discretionary and non-discretionary, including expenditures required to maintain, improve, and modify our towers, ground lease purchases, and general corporate expenditures, and the source of funds for these expenditures;

our intended use of our liquidity;

our expectations regarding our annual debt service in 2016 and thereafter, and our belief that our cash on hand, cash flows from operations for the next twelve months and availability under our Revolving Credit Facility will be sufficient to service our outstanding debt during the next twelve months;

our belief regarding our credit risk;

our beliefs regarding our non-GAAP financial measures; and

our estimates regarding certain accounting and tax matters.

These forward-looking statements reflect our current views about future events and are subject to risks, uncertainties and assumptions. We wish to caution readers that certain important factors may have affected and could in the future affect our actual results and could cause actual results to differ significantly from those expressed in any forward-looking statement. The most important factors that could prevent us from achieving our goals, and cause the assumptions underlying forward-looking statements and the actual results to differ materially from those expressed in or implied by those forward-looking statements include, but are not limited to, the following:

the impact of consolidation among wireless service providers on our leasing revenue;

our ability to secure as many site leasing tenants as anticipated, recognize our expected economies of scale with respect to new tenants on our towers, and retain current leases on towers;

a decrease in demand for our towers;

competition for the acquisition of towers and other factors that may adversely affect our ability to purchase towers that meet our investment criteria and are available at prices which we believe will be accretive to our shareholders and allow us to maintain our long-term target leverage ratios;

our ability to successfully manage the risks associated with our acquisition initiatives, including our ability to effectively integrate acquired towers into our business and to achieve the projected financial results;

the introduction of new technologies or changes in a tenant s business model that may make our tower leasing business less desirable to potential tenants;

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our ability to successfully manage the risks associated with international operations, including risks relating to political or economic conditions, tax laws, currency restrictions, legal or judicial systems, and land ownership;

developments in the wireless communications industry in general, and for wireless communications infrastructure providers in particular, that may slow growth or affect the willingness or ability of the wireless service providers to expend capital to fund network expansion or enhancements;

our ability to protect our rights to the land under our towers, and our ability to acquire land underneath our towers on terms that are accretive;

our ability to secure and deliver anticipated services business at contemplated margins;

our ability to build new towers, including our ability to identify and acquire land that would be attractive for our clients and to successfully and timely address zoning, permitting, weather, availability of labor and supplies and other issues that arise in connection with the building of new towers;

our ability to successfully estimate the impact of regulatory and litigation matters;

natural disasters and other unforeseen damage for which our insurance may not provide adequate coverage;

our ability to sufficiently increase our revenues and maintain expenses and cash capital expenditures at appropriate levels to permit us to meet our anticipated uses of liquidity for operations, debt service and estimated portfolio growth;

our ability to continue to comply with covenants and the terms of our credit instruments and our ability to obtain additional financing to fund our capital expenditures;

the willingness and ability of Oi to continue to make payments to us in accordance with the terms of our contracts;

our ability to qualify for treatment as a REIT for U.S. federal income tax purposes and to comply with and conduct our business in accordance with such rules;

our ability to utilize available NOLs to reduce REIT taxable income;

our ability to successfully estimate the impact of certain accounting and tax matters, including the effect on our company of adopting certain accounting pronouncements and the availability of sufficient NOLs to offset future REIT taxable income; and

the factors described in the section entitled Risk Factors beginning on page 19 or incorporated by reference into this proxy statement/prospectus and other risks which are described in SBA s filings with the SEC.

Each of the forward-looking statements included in this proxy statement/prospectus and incorporated by reference herein speak only as of the date on which that statement is made. We will not update any forward-looking statement to reflect events or circumstances that occur after the date on which the statement is made, except as required by law.

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VOTING AND PROXIES

This proxy statement/prospectus is furnished in connection with the solicitation of proxies by the board of directors of SBA for use at the special meeting of shareholders to be held on Thursday, January 12, 2017, or any adjournments or postponements thereof.

Date, Time and Place of the Special Meeting

The special meeting will be held on Thursday, January 12, 2017 at 2:00 p.m. local time at SBA s corporate office, located at 8051 Congress Avenue, Boca Raton, Florida 33487.

Purpose of the Special Meeting

The purpose of the special meeting is:

- To consider and vote upon a proposal to approve the Agreement and Plan of Merger, dated as of November 10, 2016, by and between SBA and SBA REIT, which is being implemented in connection with SBA s conversion to a REIT commencing with the taxable year ending December 31, 2016; and

- To consider and vote upon a proposal to permit SBA s board of directors to adjourn the special meeting, if necessary, for further solicitation of proxies if there are not sufficient votes at the originally scheduled time of the special meeting to approve the foregoing proposal.

Shareholders Entitled to Vote

SBA s board of directors has fixed the close of business on Friday, December 2, 2016 as the record date for determining which SBA shareholders are entitled to notice of the special meeting, and to vote at the special meeting and at any adjournment or postponement of the special meeting. On the record date, there were 122,142,546 shares of common stock outstanding, held by approximately 260 holders of record.

The names of shareholders of record entitled to vote at the special meeting will be available at our corporate office for a period of 10 days prior to the special meeting and continuing through the special meeting.

Quorum

We are required to have a quorum of shareholders present to conduct business at the meeting. The presence at the meeting, in person or by proxy, of the holders of a majority of the shares entitled to vote on the record date will constitute a quorum, permitting us to conduct the business of the meeting. Proxies received but marked as abstentions, if any, will be included in the calculation of the number of shares considered to be present at the meeting for quorum purposes. However, because brokers, banks and other nominees are not entitled to vote on the proposal to approve the merger agreement absent specific instructions from the beneficial owner and as a result are not entitled to vote on an uninstructed basis on the proposal to adjourn the special meeting (as more fully described below), shares held by brokers, banks, or other nominees for which instructions have not been provided will not be included in the number of shares present and entitled to vote at the special meeting for the purposes of establishing a quorum. If we do not have a quorum, we will reconvene the special meeting at a later date.

At the special meeting, each share of common stock is entitled to one vote on all matters properly submitted to the SBA shareholders.

Vote Required

Proposal Number One: The affirmative vote of the holders of a majority of the outstanding shares of SBA Class A common stock entitled to vote is required for the approval of the merger agreement.

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Proposal Number Two: If a quorum exists, the approval of the adjournment of the special meeting, if necessary for further solicitation of proxies if there are not sufficient votes at the originally scheduled time of the special meeting to approve the merger agreement requires that the number of votes in favor of the proposal exceed the number of votes cast against the proposal. If a quorum does not exist, approval of such an adjournment will require the affirmative vote of holders of a majority of the shares of SBA Class A common stock present in person or represented by proxy at the special meeting and entitled to vote on the proposal.

The SBA board of directors unanimously recommends that the SBA shareholders vote FOR each of the proposals.

Proxies

If you are a holder of common stock on the record date, you may vote by completing, signing and promptly returning the proxy card in the self-addressed stamped envelope provided. You may also authorize a proxy to vote your shares by telephone or over the Internet as described in your proxy card. Authorizing a proxy to vote your shares by telephone or over the Internet will not limit your right to attend the special meeting and vote your shares in person. Those shareholders of record who choose to vote by telephone or over the Internet must do so no later than 11:59 p.m., Eastern Time, on Wednesday, January 11, 2017. All shares of common stock represented by properly executed proxy cards received before or at the SBA special meeting and all proxies properly submitted by telephone or over the Internet will, unless the proxies are revoked, be voted in accordance with the instructions indicated on those proxy cards, telephone or Internet submissions. If no instructions are indicated on a properly executed proxy card, the shares will be voted FOR each of the proposals. You are urged to indicate how to vote your shares, whether you vote by proxy card, by telephone or over the Internet.

If a properly executed proxy card is returned or properly submitted by telephone or over the Internet and the shareholder has abstained from voting on one or more of the proposals, the SBA Class A common stock represented by the proxy will be considered present at the special meeting for purposes of determining a quorum, but will not be considered to have been voted on the abstained proposals. For the proposal to approve the merger agreement, an abstention has the same effect as a vote against the proposal. For the proposal to adjourn the meeting to solicit additional proxies, if a quorum exists, an abstention has no effect on such proposal, and if a quorum does not exist, an abstention has the same effect as a vote against such proposal. If your shares are held in an account at a broker, bank or other nominee, you must instruct them on how to vote your shares. Under applicable rules and regulations of the NYSE, brokers, banks or other nominees have the discretion to vote on routine matters, but do not have the discretion to vote on non-routine matters. The proposal to approve the merger agreement is a non-routine matter. Accordingly, your broker, bank or other nominee will vote your shares only if you provide instructions on how to vote by following the information provided to you by your broker, bank or other nominee. If you do not provide voting instructions, your shares will be considered broker non-votes because the broker, bank or other nominee will not have discretionary authority to vote your shares. Therefore, your failure to provide voting instructions to the broker, bank, or other nominee will have the same effect as a vote against approval of the merger agreement. For the vote on the proposal to adjourn the special meeting, if necessary, for further solicitation of proxies if there are not sufficient votes at the originally scheduled time of the special meeting to approve the merger agreement, failure to provide voting instructions to the broker, bank or other nominee will have no effect.

Revoking Your Proxy

You can change your vote at any time before your proxy is voted at the special meeting. To revoke your proxy, you must either (1) notify the secretary of SBA in writing, (2) mail a new proxy card dated after the date of the proxy you wish to revoke, (3) submit a later dated proxy, by telephone or over the Internet by following the instructions on your

proxy card or (4) attend the special meeting and vote your shares in person. Merely attending the special meeting will not constitute revocation of your proxy. If your shares are held through a broker, bank or other nominee, you should contact your broker, bank or other nominee to change your vote.

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Adjournment or Postponement

Although it is not currently expected, the special meeting may be adjourned to solicit additional proxies if there are not sufficient votes to approve the merger agreement. In that event, SBA may ask its shareholders to vote upon the proposal to consider the adjournment of the special meeting to solicit additional proxies, but not the proposal to approve the merger agreement. If SBA shareholders approve this proposal, we could adjourn the meeting and use the time to solicit additional proxies.

Additionally, at any time prior to convening the special meeting, we may seek to postpone the meeting if a quorum is not present at the meeting or as otherwise permitted by the SBA Articles, the SBA Bylaws or as otherwise permitted by applicable law.

Solicitation of Proxies

SBA will bear all expenses incurred in connection with the printing and mailing of this proxy statement/prospectus. SBA will also request banks, brokers and other nominees holding shares of common stock beneficially owned by others to send this proxy statement/prospectus to, and obtain proxies from, the beneficial owners and will, upon request, reimburse the holders for their reasonable expenses in so doing. Solicitation of proxies by mail may be supplemented by telephone and other electronic means and personal solicitation by the officers or employees of SBA. No additional compensation will be paid to officers or employees for those solicitation efforts.

SBA has engaged a professional proxy solicitation firm, Morrow Sodali LLC, to assist in the solicitation of proxies for a fee of approximately $12,500, and we will reimburse Morrow Sodali LLC for its reasonable disbursements.

Other Matters

Other than the items of business described in this proxy statement, SBA is not aware of any other business to be acted upon at the special meeting. If you grant a proxy, the persons named as proxy holders, Steven E. Bernstein and Jeffrey A. Stoops, will have the discretion to vote your shares on any additional matters properly presented for a vote at the meeting in accordance with Florida law and our Bylaws.

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BACKGROUND OF THE REIT CONVERSION

As part of an ongoing strategic review of our business, our board of directors and senior management have carefully evaluated our allocation of capital to enhance long-term shareholder value through a variety of strategies. We historically have had significant NOLs in U.S. federal and state taxing jurisdictions. Generally, for U.S. federal and state income tax purposes, NOLs can be carried forward and used for up to 20 years, and the tax years will remain subject to examination by the IRS until three years after the applicable NOLs are used or expire. As we expect to exhaust our available NOLs over the course of the next several years, and because both of our U.S. public company competitors had converted to REITs, senior management believed that an analysis of the feasibility of SBA converting to a REIT for federal and, where applicable, state income tax purposes should be undertaken and presented to the board of directors. In 2014, senior management began consulting with representatives of Skadden, our special REIT tax counsel, whom we retained to assist us in analyzing the legal and regulatory issues and the tax implications of a possible conversion to a REIT.

During regularly scheduled meetings of the board of directors in 2015 and 2016, as part of our strategic review of our global tax planning, the feasibility of converting to a REIT was discussed. During such meetings, senior management provided the board with updates on the rationale for the potential REIT conversion, the timing of when our NOLs would be fully utilized, whether and to what extent there would be an E&P distribution, the impact of future distributions that might be paid in connection with operating as a REIT on our operations, the REIT qualification tests (including the asset and income tests), the REIT-related opinions that would be required from counsel, the potential impact of the REIT conversion on SBA s operations, the potential need to seek shareholder approval of certain REIT-related corporate actions and the potential timing of the REIT conversion.

We have received an opinion from Skadden that we are organized in conformity with the requirements for qualification and taxation as a REIT under the Code for our taxable year ending December 31, 2016, and that our actual method of operation enabled, and our proposed method of operation will enable, us to continue to meet the requirements for qualification and taxation as a REIT under the Code.

On September 15, 2016, at a special meeting of the board of directors, the board of directors and senior management, together with representatives of Skadden and Greenberg Traurig, P.A. (Greenberg), reviewed and discussed the rationale for the REIT conversion, the steps that had been taken to date in connection with the potential REIT conversion, the potential distributions that would be paid in connection with operating as a REIT, along with an analysis of the impact of SBA s NOLs on the requirement to pay distributions, the REIT qualification tests (including the asset and income tests) and the REIT-related opinions that would be required from counsel. As part of its discussion, the Board considered the timing of any such REIT election. Although SBA currently expects to have NOLs covering its taxable income through 2020, the Board took into consideration that SBA expected to have positive E&P beginning in 2017 which would have been required to be distributed in connection with any REIT conversion for the 2017 or any subsequent tax year. The board considered that, by electing to be subject to tax as a REIT before we are in a positive E&P position, we can preserve our flexibility to allocate capital in the manner that we believe will provide our shareholders the best long-term return. In addition, the board was advised that, by electing to be taxed as a REIT commencing with the taxable year ending December 31, 2016, we would be subject to a five-year built-in gains recognition period, rather than the ten-year built-in gains recognition period that may be applicable to entities that elect to be subject to be taxed as a REIT after June 7, 2016. The board discussed their desire to ensure the ability of our shareholders to fully realize the benefits that are currently expected to be realized when SBA elects to be treated as a REIT and to get ahead of any changes that may arise as a result of the November elections. Finally, the board considered the benefit of placing our shareholders in a similar position to shareholders in our public company competitors, American Tower Corporation and Crown Castle International, both of which currently operate as REITs. Senior management stated that it was in favor of the REIT conversion and recommended

that the board of directors approve the REIT conversion and the election to be subject to tax as a REIT commencing with the taxable year ending December 31, 2016.

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In addition, the directors and senior management reviewed and discussed the proposed merger and the potential terms of the SBA REIT Articles. The directors discussed that, although the REIT rules do not require the completion of the merger, the merger of SBA into SBA REIT will facilitate our continued compliance with the REIT rules by ensuring the effective adoption of the REIT Ownership and Transfer Restrictions. Representatives of Greenberg were present and reviewed with the board of directors, among other things, the procedures and timeline for implementing the merger as well as the board of directors fiduciary duties in connection with the merger.

On October 3, 2016, the board of directors unanimously approved resolutions directing senior management to take all necessary steps in order for SBA to be subject to tax as a REIT for U.S. federal income tax purposes commencing with our taxable year ending December 31, 2016. In addition, the board of directors unanimously (i) approved the merger, (ii) adopted the merger agreement and (iii) recommended that SBA s shareholders vote their shares in favor of approving the merger agreement at the special meeting.

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OUR REASONS FOR THE REIT CONVERSION

The SBA board of directors has unanimously determined that the REIT conversion and the related transactions are fair to, and in the best interests of, SBA and its shareholders. In reaching this determination, the board of directors consulted with senior management, as well as its legal advisors. The factors considered by the board of directors in reaching its determination included, but were not limited to, the following:

To increase shareholder value: As a REIT, we believe we will be able to increase the long-term value of SBA REIT Class A common stock by increasing future distributions to shareholders from increased cash flows resulting from reduced corporate level taxes on REIT eligible revenue. We believe required distributions to our shareholders and increased cash flows may decrease our cost of equity and therefore lower our overall cost of capital;

To establish regular distributions to shareholders: We believe our shareholders will benefit from our future commencement of regular cash distributions, resulting in a yield-oriented stock;

To expand our base of potential shareholders: Most of our revenues and operating profits are derived from leasing revenue from real property, primarily in the form of tenant leases from wireless service providers on towers that we own or operate. As a real estate company that will, at such time as our board of directors determines, make cash distributions to our shareholders, our shareholder base may expand to include investors attracted by yield and/or specifically to REITs, which may improve the liquidity of SBA REIT Class A common stock and provide a broader shareholder base;

To be comparable to our competitors who are REITs: Both of our U.S. public tower company competitors have converted to REITs, and we believe that by converting to a REIT, investors and the market will be better able to compare our operating results with those of our competitors ; and

To facilitate our continued compliance with the REIT qualification rules: The merger will facilitate our continued compliance with the REIT rules by ensuring the effective adoption of the REIT Ownership and Transfer Restrictions.

In addition, by electing to be subject to tax as REIT commencing with the 2016 taxable year, SBA will be able to recognize additional structural and financial benefits, including by converting before such time as we would be required to make a distribution of E&P, thereby preserving our flexibility to allocate capital in the manner that we believe will provide our shareholders the best long-term return.

To review the background of the REIT conversion in greater detail and the related risks associated with the reorganization, please see the sections titled, Background of the REIT Conversion beginning on page 43 and Risks Factors beginning on page 19. The SBA board of directors also considered, among others, the following potential disadvantages and potential risks of the REIT conversion:

an increased dependence on the capital markets to fund our liquidity requirements under the REIT rules;

the potential limitations imposed on our activities under the REIT structure;

the need to comply with the complicated REIT qualification provisions, which may hinder our ability to pursue otherwise attractive asset acquisition opportunities, including investments in the businesses to be conducted by our TRSs;

to the extent we have REIT taxable income and have utilized our NOLs, the requirement to pay distributions in order to comply with the REIT rules, which will limit our ability to retain earnings as we will be required each year to distribute to our shareholders at least 90% of our REIT taxable income after the utilization of our NOLs (determined without regard to the dividends paid deduction and by excluding any net capital gain);

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concerns regarding investor perception and the potential significant changes to our shareholder base; and

the REIT Ownership and Transfer Restrictions, which have the potential effect of delaying, deferring or preventing a transaction or a change in control of us that might involve a premium price for our capital stock or otherwise be in the best interest of our shareholders.

In addition, the SBA board of directors considered the potential risks discussed in Risk Factors Risks Related to the REIT Conversion. The foregoing discussion does not include all of the information and factors considered by the board of directors. The board of directors did not quantify or otherwise assign relative weights to the particular factors considered, but conducted an overall analysis of the information presented to and considered by it in reaching its determination.

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TERMS OF THE MERGER

The following is a summary of the material terms of the merger agreement. For a complete description of all of the terms of the merger, you should refer to the copy of the merger agreement that is attached to this proxy statement/prospectus as Annex A and incorporated by reference herein. You should read carefully the merger agreement in its entirety as it is the legal document that governs the merger.

Structure and Completion of the Merger

SBA REIT is currently a wholly owned subsidiary of SBA. The merger agreement provides that SBA will merge with and into SBA REIT, at which time the separate corporate existence of SBA will cease and SBA REIT will be the surviving entity of the merger. Upon the effectiveness of the merger, the outstanding shares of common stock of SBA will be converted into the right to receive the same number of shares of SBA REIT Class A common stock, and SBA REIT will change its name to SBA Communications Corporation and will succeed to and continue to operate the existing business of SBA.

The board of directors of SBA and the board of directors of SBA REIT have adopted the merger agreement, subject to shareholder approval. The merger will become effective at the time the articles of merger are submitted for filing and accepted by the Secretary of State of the State of Florida in accordance with the Florida Business Corporation Act or at such later time as specified in the articles of merger. We anticipate that the merger will be completed as soon as practicable, following our shareholders approval of the merger agreement at the special meeting and the satisfaction or waiver of the other conditions to the merger as described in Conditions to Completion of the Merger. However, the board of directors of SBA reserves the right to cancel or defer the merger even if its shareholders approve the merger agreement and the other conditions to the completion of the merger are satisfied or waived, if it determines that the merger is no longer in the best interests of SBA and its shareholders.

Exchange of Stock Certificates

Surrender of Certificates. Computershare Trust Company, N.A., SBA s transfer agent, will act as exchange agent for the merger. As soon as reasonably practicable after the completion of the merger, Computershare will mail to each registered holder of a certificate of SBA Class A common stock a letter of transmittal containing instructions for surrendering such holder s certificate. Holders who properly submit a letter of transmittal and surrender their certificates to the exchange agent will receive a certificate representing shares of SBA REIT Class A common stock equal to that number of shares reflected in the surrendered certificate. The surrendered certificates will thereafter be cancelled. Upon the effectiveness of the merger, each certificate representing shares of SBA Class A common stock will be deemed for all purposes to evidence a right to receive the same number of shares of SBA REIT Class A common stock until such certificate is exchanged for a certificate representing an equal number of shares of SBA REIT Class A common stock. If you currently hold shares of SBA Class A common stock in uncertificated form, you will receive a notice of the completion of the merger and your shares of SBA REIT Class A common stock received in connection with the merger will continue to exist in uncertificated form.

Lost Certificates. If any SBA certificate is lost, stolen or destroyed, the owner of the certificate must provide an appropriate affidavit of that fact to the exchange agent and, if required by SBA REIT, post a reasonable bond as indemnity against any claim that may be made against SBA REIT with respect to such lost certificate.

Stock Transfer Books. At the completion of the merger, SBA will close its stock transfer books, and no subsequent transfers of common stock will be recorded on such books.

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Other Effects of the Merger

We expect the following to occur in connection with the merger:

Charter Documents of SBA REIT. The Articles of Incorporation and Bylaws of SBA REIT will be amended in connection with the merger. Copies of the form of the SBA REIT Articles and SBA REIT Bylaws, reflecting those amendments, are set forth in Annex B-1 and Annex B-2, respectively, of this proxy statement/prospectus. See also the section entitled Description of SBA REIT Capital Stock.

Directors and Officers. The directors and officers of SBA serving as directors and officers of SBA immediately prior to the effective time of the merger will be the directors and officers of SBA REIT immediately after the merger.

Stock Incentive Plans and Employee Stock Purchase Plan. SBA REIT will assume the SBA Communications Corporation 2001 Equity Participation Plan as amended and restated, the SBA Communications Corporation 2010 Performance and Equity Incentive Plan, as amended and the SBA Communications Corporation 2008 Employee Stock Purchase Plan, as amended, which we refer to collectively as the Plans, and each, a Plan, and all rights of participants to acquire shares of common stock under any Plan will be converted into rights to acquire shares of SBA REIT Class A common stock in accordance with the terms of the Plans.

Listing of SBA REIT Class A common stock. We expect that the SBA REIT Class A common stock will trade on the NASDAQ Global Select Market under our current symbol SBAC following the completion of the merger.

Conditions to Completion of the Merger

The board of directors of SBA has the right to cancel or defer the merger even if shareholders of SBA approve the merger agreement and the other conditions to the completion of the merger are satisfied or waived, if it determines that the merger is no longer in the best interests of SBA and its shareholders. The respective obligations of SBA and SBA REIT to complete the merger require the satisfaction or, where permitted, waiver, of the following conditions:

approval of the merger agreement by the requisite vote of the shareholders of SBA and SBA REIT;

receipt by SBA from its special REIT tax counsel, Skadden, of an opinion to the effect that the merger qualifies as a reorganization within the meaning of section 368(a) of the Code and that each of SBA and SBA REIT is a party to a reorganization within the meaning of section 368(b) of the Code;

SBA REIT will have amended and restated its articles of incorporation to read in substantially the form attached hereto as Annex B-1;

SBA REIT will have amended its Bylaws to read substantially in the form attached hereto as Annex B-2;

approval for listing on the NASDAQ Global Select Market of SBA REIT Class A common stock, subject to official notice of issuance;

the effectiveness of the Registration Statement, of which this proxy statement/prospectus is a part, without the issuance of a stop order or initiation of any proceeding seeking a stop order by the SEC;

the determination by the board of directors of SBA, in its sole discretion, that no legislation or proposed legislation with a reasonable possibility of being enacted would have the effect of substantially (a) impairing the ability of SBA REIT to qualify as a REIT, (b) increasing the federal tax liabilities of SBA or of SBA REIT resulting from the REIT conversion or (c) reducing the expected benefits to SBA REIT resulting from the REIT conversion; and

receipt of all governmental approvals and third-party consents to the merger, except where the failure to obtain such approvals or consents as would not reasonably be expected to materially and adversely affect the business, financial condition or results of operations of SBA REIT.

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Termination of the Merger Agreement

The merger agreement provides that it may be terminated and the merger abandoned at any time prior to its completion, before or after approval of the merger agreement by the shareholders of SBA, by either:

- the mutual written consent of the board of directors of SBA and the board of directors of SBA REIT; or
- the board of directors of SBA in its sole discretion.

We have no current intention of abandoning the merger subsequent to the special meeting if shareholder approval is obtained and the other conditions to the merger are satisfied or waived. However, the board of directors of SBA reserves the right to cancel or defer the merger even if shareholders of SBA approve the merger agreement and the other conditions to the completion of the merger are satisfied or waived, if it determines that the merger is no longer in the best interests of SBA and its shareholders.

Regulatory Approvals

We are not aware of any federal, state, local or foreign regulatory requirements that must be complied with or approvals that must be obtained prior to completion of the merger pursuant to the merger agreement, other than compliance with applicable federal and state securities laws, the filing of articles of merger as required under the Florida Business Corporation Act and various state governmental authorizations.

Absence of Appraisal Rights

Pursuant to Section 607.1302 of the Florida Business Corporation Act, the shareholders of SBA will not be entitled to appraisal rights as a result of the merger.

Restrictions on Sales of SBA REIT Class A Common Stock Issued Pursuant to the Merger

The shares of SBA REIT Class A common stock to be issued in connection with the merger will, subject to the REIT Ownership and Transfer Restrictions, be freely transferable under the Securities Act, except for shares issued to any shareholder who may be deemed to be an affiliate of SBA REIT for purposes of Rule 144 under the Securities Act. Persons who may be deemed to be affiliates include individuals or entities that control, are controlled by, or are under the common control with, SBA and may include the executive officers, directors and significant shareholders of SBA.

Accounting Treatment of the Merger

For accounting purposes, the merger of SBA with and into SBA REIT will be treated as a transfer of assets and exchange of shares between entities under common control. The accounting basis used to initially record the assets and liabilities in SBA REIT is the carryover basis of SBA. Shareholders equity of SBA REIT will be that carried over from SBA.

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DISTRIBUTION POLICY

REITs are required to distribute annually at least 90% of their REIT taxable income after the utilization of any available NOLs (determined before the deduction for dividends paid and excluding any net capital gain). At such time as we have REIT taxable income (after utilization of our NOLs), we expect to distribute all or substantially all of our REIT taxable income so as to not be subject to income or excise tax on undistributed REIT taxable income (or, if sooner, at such time as our board of directors determines). We estimate that we had approximately $1.2 billion in NOLs as of December 31, 2015. We currently expect to have NOLs covering our taxable income through 2020. We may, at our discretion, use these NOLs to offset our REIT taxable income, and thus the required distributions to shareholders may be reduced or eliminated until such time as our NOLs have been fully utilized. See the section titled United States Federal Income Tax Considerations.

The amount of future distributions will be determined, from time to time, by the board of directors to balance our goal of increasing long-term shareholder value and retaining sufficient cash to implement our current capital allocation policy, which prioritizes investment in quality assets that meet our return criteria, and then stock repurchases when we believe our stock price is below its intrinsic value. The actual amount, timing and frequency of future distributions, will be at the sole discretion of the board of directors and will be declared based upon various factors, many of which are beyond our control, including:

- our financial condition and operating cash flows;
- our retention of cash to pursue tower portfolio growth;
- our operating and other expenses;
- debt service requirements;
- capital expenditure requirements;
- our stock repurchase program;
- the amount required to maintain REIT status and avoid income and excise taxes that we otherwise would be required to pay;
- limitations on distributions in our existing and future debt instruments;
- our ability to utilize NOLs to offset our distribution requirements;

limitations on our ability to fund distributions using cash generated through our TRSs; and

other factors that the board of directors may deem relevant.

We anticipate that distributions will generally be paid from cash from operations after debt service requirements and non-discretionary capital expenditures. To the extent that our cash available for distribution is insufficient to allow us to satisfy the REIT distribution requirements, we may be required to borrow funds to make distributions consistent with this policy. Our ability to fund distributions through borrowings is subject to continued compliance with debt covenants, as well as the availability of borrowing capacity under our lending arrangements. If our operations do not generate sufficient cash flows and we are unable to borrow, we may be unable to make, or may be required to reduce, the required quarterly distributions. Our distribution policy enables us to review the alternative funding sources available to us for distributions from time to time. For information regarding risk factors that could materially adversely affect our actual results of operations, please see the section titled Risk Factors.

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OUR BUSINESS

Set forth below is a description of the business of SBA. SBA REIT, a wholly owned subsidiary of SBA, was incorporated in Florida on September 21, 2016 to succeed to and continue the business of SBA, which is described below, upon completion of the merger of SBA with and into SBA REIT. Effective at the time of the merger, SBA REIT will be renamed SBA Communications Corporation. and will continue to operate SBA s current business.

Unless otherwise indicated or the context otherwise requires, when used in this proxy statement/prospectus, the terms SBA, we, our, and us refer to SBA Communications Corporation and our subsidiaries.

General

We are a leading independent owner and operator of wireless communications tower structures, rooftops and other structures that support antennas used for wireless communications, which we collectively refer to as towers or sites. Our principal operations are in the United States and its territories. In addition, we own and operate towers in Canada, Central America, and South America. Our primary business line is our site leasing business, which contributed 98.5% of our total segment operating profit for the nine months ended September 30, 2016. In our site leasing business, we (1) lease antenna space to wireless service providers on towers that we own or operate and (2) manage rooftop and tower sites for property owners under various contractual arrangements. As of September 30, 2016, we owned 25,878 towers, a substantial portion of which have been built by us or built by other tower owners or operators who, like us, have built such towers to lease space to multiple wireless service providers. We also managed or leased approximately 5,500 actual or potential towers, approximately 500 of which were revenue producing as of September 30, 2016. Our other business line is our site development business, through which we assist wireless service providers in developing and maintaining their own wireless service networks.

Site Leasing Services

Our primary focus is the leasing of antenna space on our multi-tenant towers to a variety of wireless service providers under long-term lease contracts in the United States, Canada, Central America, and South America. We receive site leasing revenues primarily from wireless service provider tenants, including AT&T, Sprint, T-Mobile, Verizon Wireless, Claro, Digicel, Oi S.A., and Telefonica. Wireless service providers enter into tenant leases with us, each of which relates to the lease or use of space at an individual site. Our site leasing business generates substantially all of our total segment operating profit, representing 96.2% or more of our total segment operating profit for the past three fiscal years. Our site leasing business is classified into two reportable segments, domestic site leasing and international site leasing.

Domestic Site Leasing

As of September 30, 2016, we owned 15,845 towers in the United States and its territories. For the nine months ended September 30, 2016, we generated 83.1% of our total site leasing revenue from these sites. We receive domestic site leasing revenues primarily from AT&T, Sprint, T-Mobile, and Verizon Wireless. In the United States, wireless service providers typically enter into tenant leases with us, each of which relates to the lease or use of space at an individual tower. Our tenant leases in the United States are generally for an initial term of five to ten years with five 5-year renewal periods at the option of the tenant. These tenant leases typically contain specific rent escalators, which typically average 3-4% per year, for both the initial and renewal option periods. Our ground leases in the United States are generally for an initial term of five years or more with multiple renewal terms of 5-year periods, at our option, and provide for rent escalators which typically average 2-3% annually.

International Site Leasing

We continue to focus on growing our international site leasing business through the acquisition and development of towers. We believe that we can create substantial value by expanding our site leasing services

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into select international markets which we believe have a high-growth wireless industry and relatively stable political and regulatory environments. As of September 30, 2016, we owned 10,033 towers in our international markets, including Canada, Central America and South America. Approximately 27% of our total towers are located in Brazil and less than 3% of our total towers are located in each of our other international markets. We receive international site leasing revenues primarily from Oi S.A., Claro, Digicel, Telefonica and TIM. Our operations in these countries are solely in the site leasing business, and we expect to continue to expand operations through new builds and acquisitions.

Our tenant leases in Canada typically have similar terms and conditions as those in the United States with an initial term of five to ten years with five 5-year renewal periods at the option of the tenant. These tenant leases typically contain specific rent escalators, which average 3-4% per year. Tenant leases in our Central American and South American markets typically have an initial term of ten years with multiple five-year renewal periods. In Central America, we have similar rent escalators to that of leases in the United States and Canada while our leases in South America typically escalate in accordance with a standard cost of living index. In Brazil, site leases are typically governed by master lease agreements, which provide for the material terms and conditions that will govern the terms of the use of the site. Site leases in South America typically provide for a fixed rental amount and a pass-through charge for the underlying ground lease rent. Our ground leases in Canada, Central America and South America generally have similar terms and conditions as those in the United States, except that the annual escalators in our South American ground leases are based on a cost of living index. Our operations in Central America and Ecuador are primarily denominated in United States Dollars, while our operations in Canada and the remainder of South America are denominated in local currencies.

Domestic and International Expansion

We expand our tower portfolio, both domestically and internationally, through the acquisition of towers from third parties and through the construction of new tower structures. In our tower acquisition program, we pursue towers that meet or exceed our internal guidelines regarding current and future potential returns. For each acquisition, we prepare various analyses that include projections of a five-year unlevered internal rate of return, review of available capacity, future lease up projections, and a summary of current and future tenant/technology mix.

The majority of our international markets typically have less mature wireless networks with limited wireline infrastructure and lower wireless data penetration rates than those in the United States. Accordingly, our expansion in these markets is primarily driven by (i) wireless service providers seeking to increase the quality and coverage of their networks, (ii) increased consumer mobile data traffic, such as media streaming, mobile apps and games, web browsing, and email, and (iii) incremental spectrum auctions, which have resulted in new market entrants, as well as incremental voice and data network deployments. Since we first entered the Central and South American markets, we have built or acquired 9,767 towers as of September 30, 2016 and continue to expand in these markets to respond to growing demand.

We consider various factors when identifying a market for our international expansion, including:

Country analysis We consider the country s political stability, and whether the country s general business, legal and regulatory environment is conducive to the sustainability and growth of our business.

Market potential We analyze the expected demand for wireless services, and whether a country has multiple wireless service providers who are actively seeking to invest in deploying voice and data networks, as well as spectrum auctions that have occurred or that are anticipated to occur.

Risk adjusted return criteria We consider whether buying or building towers in a country, and providing our management and leasing services, will meet our return criteria. As part of this analysis, we consider the risk of entering into an international market (for example, the impact of foreign currency exchange ra