SBA COMMUNICATIONS CORP

Form 4

March 09, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Krouse George R Jr

2. Issuer Name and Ticker or Trading

Symbol

SBA COMMUNICATIONS CORP

(Check all applicable)

5. Relationship of Reporting Person(s) to

[SBAC]

(Last) (First) (Middle)

(Month/Day/Year) 03/07/2017

_X__ Director 10% Owner Officer (give title _ Other (specify

C/O SBA COMMUNICATIONS CORPORATION, 8051 CONGRESS

AVENUE

1 701/1

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Applicable Line)

Issuer

X Form filed by One Reporting Person Form filed by More than One Reporting

BOCA RATON, FL 33487

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	equired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Di	spose	d of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A									
Common	03/07/2017		M	681	Α	\$ 32.81	9.681	D	
Stock						7	,,,,,,	_	
Stock									
Class A						\$			
Common	03/07/2017		S	681	D	115.42	9.000	D	
Stock			~		_	(1)	,,,,,,		
Stock						``			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

7. Nature of Indirect

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displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	De Sec Ac (A) Dis of (In	Number rivative curities quired or sposed (D) sstr. 3, 4	Expiration (Month/Da	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	′ (A) (D)	Date Exercisabl	Expiration e Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 32.81	03/07/2017		M		681	(2)	05/06/2017	Class A Common Stock	681	
Stock Options (Right to Buy)	\$ 37.76						(2)	05/04/2018	Class A Common Stock	1,343	
Stock Options (Right to Buy)	\$ 50.35						(2)	05/17/2019	Class A Common Stock	1,643	
Stock Options (Right to Buy)	\$ 79.67						(2)	05/09/2020	Class A Common Stock	1,999	
Stock Options (Right to Buy)	\$ 96.8						<u>(3)</u>	05/08/2021	Class A Common Stock	2,202	
Restricted Stock Units	<u>(4)</u>						<u>(5)</u>	<u>(5)</u>	Class A Common Stock	303	
Stock Options (Right to Buy)	\$ 113.55						<u>(6)</u>	05/21/2022	Class A Common Stock	1,899	
	<u>(4)</u>						<u>(7)</u>	<u>(7)</u>		498	

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Restricted Stock Units			Class A Common Stock	
Stock Options (Right to Buy)	\$ 100	(<u>8)</u> 05/13/2023	Class A Common Stock	2,308
Restricted Stock Units	<u>(4)</u>	<u>(9)</u> <u>(9)</u>	Class A Common Stock	907

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Krouse George R Jr

C/O SBA COMMUNICATIONS CORPORATION
8051 CONGRESS AVENUE

BOCA RATON, FL 33487

Signatures

/s/Thomas P. Hunt, Attorney-in-Fact 03/09/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents the weighted average price of the shares sold. The prices of the shares sold pursuant to the transaction ranged from \$115.41 to (1) \$115.42 per share. The Reporting Person, upon request, will provide the Securities and Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price.
- (2) These options are immediately exercisable.
- These options vest in accordance with the following schedule: 734 vest on the earlier of May 8, 2015 or the day immediately prior to the (3) 2015 annual meeting of shareholders; 734 vest on the earlier of May 8, 2016 or the day immediately prior to the 2016 annual meeting of shareholders; and 734 vest on the earlier of May 8, 2017 or the day immediately prior to the 2017 annual meeting of shareholders.
- (4) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
- These restricted stock units vest in accordance with the following schedule: 303 vest on the earlier of May 8, 2015 or the day immediately prior to the 2015 annual meeting of shareholders; 303 vest on the earlier of May 8, 2016 or the day immediately prior to the 2016 annual meeting of shareholders; and 303 vest on the earlier of May 8, 2017 or the day immediately prior to the 2017 annual meeting of shareholders.
- These options vest in accordance with the following schedule: 633 vest on the earlier of May 21, 2016 or the day immediately prior to the 2016 annual meeting of shareholders; 633 vest on the earlier of May 21, 2017 or the day immediately prior to the 2017 annual meeting of shareholders; and 633 vest on the earlier of May 21, 2018 or the day immediately prior to the 2018 annual meeting of shareholders.
- These restricted stock units vest in accordance with the following schedule: 249 vest on the earlier of May 21, 2016 or the day immediately prior to the 2016 annual meeting of shareholders; 249 vest on the earlier of May 21, 2017 or the day immediately prior to the 2017 annual meeting of shareholders; and 249 vest on the earlier of May 21, 2018 or the day immediately prior to the 2018 annual meeting of shareholders.

Reporting Owners 3

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- These options vest in accordance with the following schedule: 769 vest on the earlier of May 13, 2017 or the day immediately prior to the 2017 annual meeting of shareholders; 769 vest on the earlier of May 13, 2018 or the day immediately prior to the 2018 annual meeting of shareholders; and 770 vest on the earlier of May 13, 2019 or the day immediately prior to the 2019 annual meeting of shareholders.
- These restricted stock units vest in accordance with the following schedule: 302 vest on the earlier of May 13, 2017 or the day immediately prior to the 2017 annual meeting of shareholders; 302 vest on the earlier of May 13, 2018 or the day immediately prior to the 2018 annual meeting of shareholders; and 303 vest on the earlier of May 13, 2019 or the day immediately prior to the 2019 annual meeting of shareholders.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.