BERNSTEIN STEVEN E

Form 4

March 05, 2018

FORM 4

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

OMB Number:

3235-0287

2005

0.5

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Section 16.

January 31, Expires:

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Form 4 or Form 5 obligations may continue.

See Instruction

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 *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

BERNSTEIN STEVEN E

Symbol SBA COMMUNICATIONS CORP

(Check all applicable)

[SBAC]

(Last) (First) (Middle) 3. Date of Earliest Transaction

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

(Month/Day/Year) 03/01/2018

below) below) Chairman

C/O SBA COMMUNICATIONS CORPORATION, 8051 CONGRESS

(Street)

AVENUE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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 Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Securities Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

D

Reported (A) Code V Amount (D)

Transaction(s) (Instr. 3 and 4) Price

Class A Common

Stock

03/01/2018

2,015 M

A

30,241

Class A Common

Stock

165,142

See I

Footnote (1)

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

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SEC 1474 (9-02)

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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. Transacti Code (Instr. 8)	Secur Acqui (A) or	rivative ities ired seed of3, 4,	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 Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 37.76	03/01/2018		M		2,015	(2)	05/04/2018	Class A Common Stock	2,015
Stock Options (Right to Buy)	\$ 50.35						(2)	05/17/2019	Class A Common Stock	1,643
Stock Options (Right to Buy)	\$ 79.67						<u>(2)</u>	05/09/2020	Class A Common Stock	1,999
Stock Options (Right to Buy)	\$ 96.8						<u>(2)</u>	05/08/2021	Class A Common Stock	2,202
Stock Options (Right to Buy)	\$ 113.55						(3)	05/21/2022	Class A Common Stock	1,899
Restricted Stock Units	<u>(4)</u>						<u>(5)</u>	<u>(5)</u>	Class A Common Stock	249
Stock Options (Right to Buy)	\$ 100						<u>(6)</u>	05/13/2023	Class A Common Stock	2,308
Restricted Stock	<u>(4)</u>						<u>(7)</u>	<u>(7)</u>	Class A Common	605

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Units			Stock	
Stock Options (Right to Buy)	\$ 132	<u>(8)</u> 05/18/202	Class A 4 Common Stock	1,977
Restricted Stock Units	<u>(4)</u>	<u>(9)</u> <u>(9)</u>	Class A Common Stock	807

Relationships

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BERNSTEIN STEVEN E

C/O SBA COMMUNICATIONS CORPORATION 8051 CONGRESS AVENUE

BOCA RATON, FL 33487

Chairman

Signatures

/s/ Thomas P. Hunt, Attorney-in-Fact 03/05/2018

**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).
- (1) These shares are held by Bernstein Limited Partnership II, an entity controlled, in part, by the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
- (2) These options are exercisable immediately.
- 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 (3) 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.
- (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: 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.
- 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.
- (8) These options vest in accordance with the following schedule: 659 vest on May 1, 2018; 659 vest on May 1, 2019; and 659 vest on May 1, 2020.

(9)

Reporting Owners 3

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These restricted stock units vest in accordance with the following schedule: 269 vest on May 1, 2018; 269 vest on May 1, 2019; and 269 vest on May 1, 2020.

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