

AMERICAN TOWER CORP /MA/  
Form DEF 14A  
April 19, 2017  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**(Rule 14a-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. )**

Filed by the Registrant

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)).**

Definitive Proxy Statement.

Definitive Additional Materials.

Soliciting Material Pursuant to §240.14a-12.

**AMERICAN TOWER 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):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- (2) Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
  
  
  
  
  
  
  
  
  
- (4) Proposed maximum aggregate value of transaction:
  
  
  
  
  
  
  
  
  
  
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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Dear Stockholder:

April 19, 2017

It is my pleasure to invite you to American Tower Corporation's 2017 Annual Meeting of Stockholders, which will be held on Wednesday, May 31, 2017 at 11:00 a.m., local time, in the Tremont Conference Room at the Boston Marriott Copley Place, 110 Huntington Avenue, Boston, MA 02116.

The official notice of meeting; the proxy statement, which describes in detail the matters to be discussed and voted on at the meeting; and the form of proxy are included with this letter.

Your vote is important. You may vote your shares over the Internet; by telephone; by mail, if you received a paper copy of the proxy materials by mail and follow the instructions on the proxy card or voting instruction card; or in person at the meeting. If you vote by proxy prior to the meeting, you may withdraw your proxy and vote in person at the meeting if you wish to do so. Whether or not you plan to attend the meeting in person, I urge you to vote as soon as possible so as to be sure that your shares will be represented at the meeting.

On behalf of all of management and your Board of Directors, I thank you for your continued support.

Sincerely,

**James D. Taiclet, Jr.**

Chairman of the Board, President and

Chief Executive Officer

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Letter from the

Lead Independent Director

April 19, 2017

As the Lead Director, it has been my privilege to serve you and my fellow Board members. As American Tower seeks to lead global connectivity, our Board actively engages in discussion and oversight, including approval of investments in new markets and the exploration of broader opportunities to enhance or extend our shared communications infrastructure business. Throughout this process, we seek to carefully balance potential risks with our desire to optimize stockholder returns.

Our Board understands the important role governance plays in helping us operate effectively, achieve success and build sustainable value for our stockholders. The National Association of Corporate Directors, New England chapter, recognized our Board as the 2016 Public Company Board of the Year. We were honored to receive this award as our Board remains focused on ensuring our corporate governance practices are best in class.

Our relationship with our stockholders is an important part of our Board's corporate governance commitment. We continue to engage in constructive dialogue with our stockholders to provide transparency and be responsive to their perspectives. For instance, after receiving feedback from our stockholders, we have significantly redesigned our compensation program during the last few years, which, among other things, provided for the elimination of stock options, the addition of a performance-based vesting feature in the long-term incentive program and a greater weighting towards quantitative metrics in the annual performance incentive program. In addition, in 2016, we adopted proxy access to give our stockholders an even greater voice in director elections.

We take our role in shaping talent seriously as we stand poised to pursue our vision and long-term strategic plans. Diversity and inclusion are embedded in the American Tower philosophy and guide us in how we relate to one another, how we manage the Company and how we serve our tenants. In addition to our diverse employee base, our Board celebrates its diversity, as we bring together a wealth of different experiences, knowledge and skills that ultimately benefit our Company and stockholders in the long term.

Finally, our Board believes corporate responsibility initiatives inform the sustainable actions we take and help ensure that we are making a positive impact on the communities in which we operate. In addition to the fundamentally green nature of our shared infrastructure model, our teams continue to explore ways of developing power solutions that not only preserve connectivity, but also reduce American Tower's and mobile network operators' reliance on fossil fuels. While also pursuing green initiatives, we strive to make a difference in our communities through, among other things, our signature philanthropic program that promotes technology in education.

On behalf of our Board of Directors, I thank you for your continued support. We appreciate the opportunity to serve American Tower on your behalf.

Sincerely,

**Pamela D.A. Reeve**

Lead Director

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Notice of

2017 Annual Meeting of Stockholders

**Date:** Wednesday, May 31, 2017

**Time:** 11:00 a.m. local time

**Location:** Tremont Conference Room  
Boston Marriott Copley Place,  
110 Huntington Avenue, Boston, MA 02116

**Record Date:** April 5, 2017

At the Annual Meeting you will be asked to:

**Proposal 1** Elect nine Directors for the ensuing year or until their successors are elected and qualified;

**Proposal 2** Ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2017;

**Proposal 3** Approve, on an advisory basis, our executive compensation;

**Proposal 4** Vote, on an advisory basis, on the frequency with which we will hold a stockholder advisory vote on executive compensation; and

Transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

**HOW YOU MAY VOTE**

You may vote if you were a stockholder of record on April 5, 2017 (the record date). To ensure that your shares are represented at the meeting, please vote as soon as possible by one of the following methods:

For more detailed information on voting, please see [How do I cast a vote](#) in the [Questions & Answers](#) section beginning on page 70 of this Proxy Statement.

By order of the Board of Directors,  
**Edmund DiSanto**  
Executive Vice President, Chief Administrative Officer,  
General Counsel and Secretary  
Boston, Massachusetts

April 19, 2017

American Tower Corporation

116 Huntington Avenue

Boston, Massachusetts 02116

**Whether or not you expect to attend the Annual Meeting, please vote as soon as possible to ensure representation of your shares at the Annual Meeting. You may vote your shares over the Internet, by telephone or by mail (as applicable) by following the instructions on the proxy card or voting instruction card.**

**Materials will be made available on or about April 19, 2017.**

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## Proxy Statement Summary

*The following pages provide a summary of important information you will find in this Proxy Statement. As it is only a summary, please review the complete Proxy Statement before submitting your vote.*

**Proposals To Be Voted On**

<b>Proposal</b>	<b>Board's Voting</b>	
	<b>Recommendation</b>	<b>Page Reference</b>
Proposal No. 1 <b>Election of Directors</b>	FOR	60
Proposal No. 2 <b>Approval of Independent Accountant</b>	FOR	66
Proposal No. 3 <b>Advisory Vote on Executive Compensation</b>	FOR	67
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**PROXY STATEMENT SUMMARY**

**Board and Corporate Governance Developments**

Our Board of Directors (Board) is committed to highly effective corporate governance that is responsive to stockholders, ensuring that the Company delivers on its strategic objectives.

**Stockholder Outreach**

We regularly engage with our stockholders to understand their perspectives on corporate governance, executive compensation, sustainability and other matters.

**Timeline of Selected Corporate Governance Events**

**2016 >** *Executive Compensation*

Changed short-term incentive awards to reflect an 80% weighting on quantitative metrics (Company achievement of financial goals) and a 20% weighting on qualitative metrics.

Reduced the annual performance incentive award payout level at threshold to 50% of target.

Eliminated stock options from the long-term incentive program.

Increased the weighting of performance-based restricted stock units (PSUs) as a percentage of our long-term incentive awards.

Included Return on Invested Capital (ROIC) as an additional performance metric for PSU awards in our long-term incentive program to complement the Consolidated Adjusted Funds From Operations (Consolidated AFFO) per Share performance metric.<sup>(1)</sup>

Implemented proxy access at 3%, 3 years, 25% of Board, through an amendment to our Amended and Restated By-Laws (By-Laws), allowing stockholders the ability to nominate directors and have those nominees listed in our proxy statement and on our proxy card.

**2015 >** Introduced Consolidated AFFO per Share as the performance metric for PSU awards in our long-term incentive program.<sup>(1)</sup>

Adopted a formal policy that prohibits our executive officers and Directors from entering into transactions hedging their interests in American Tower common stock (Common Stock).

**2013 >** Amended our By-Laws to reduce the percentage of stockholders required to call a special meeting to 25%.

**2012 >** Adopted stock ownership guidelines for our executive officers and Directors, which are set forth in our Corporate Governance Guidelines.

**2009 >** Amended our By-Laws to provide for a majority vote standard for uncontested elections of directors.

Additional corporate governance features are highlighted beginning on page 8 of this Proxy Statement.

<sup>(1)</sup> ROIC, Consolidated AFFO and Consolidated AFFO per Share are non-GAAP financial measures. Definitions and reconciliations to GAAP can be found in [Appendix A](#).

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**PROXY STATEMENT SUMMARY**

**Corporate Responsibility Highlights**

We understand that the way we conduct our business is an integral component of the continued success of our Company. As a result, our commitment to responsible corporate citizenship is woven into all aspects of our global culture.

Our four strategic pillars of corporate responsibility **ethics, environment, people** and **philanthropy** are rooted in our core values.

**Ethics: Dedication to ethical business practices**

Maintain a diverse and independent Board to promote sound corporate governance practices.

Give our stockholders an even greater voice in director elections through proxy access.

Provide our employees with comprehensive development courses, including courses on our Foreign Corrupt Practices Act and Code of Ethics and Business Conduct policies.

Hold our vendors to high ethical and compliance standards.

**Environment: Preservation of our environment**

Reduce our environmental footprint by col locating multiple tenants on a single structure.

**People: Development of our diverse global teams**

Focus on building an inclusive, diverse and high-performing workforce that reflects the global communities in which we do business.

Assist our employees with their career goals through a range of development tools and resources.

Ensure that we are compliant with health and safety standards through wide-ranging training programs and comprehensive internal audit processes.

**Philanthropy: Focus on giving back to our communities**

Improve educational opportunities in our markets through technology, such as our Digital Village Squares in India.

Maintain a dedicated team to work with regulators to understand and optimize our full compliance with environmental laws.

Provide much-needed technology in rural communities in our global markets.

Develop power solutions to reduce our reliance on fossil fuels, such as our projects in Africa and India to reduce generator hours and increase generator efficiency.

Maintain Company-sponsored volunteer days around the globe and a matching gift program in the U.S., through which employees can have charitable donations matched by the Company.

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**PROXY STATEMENT SUMMARY**

**Executive Compensation Philosophy**

Under our pay for performance philosophy, the vast majority of executive compensation is variable and tied to Company and individual performance. The goal is to reward our executive team for their leadership in meeting key near-term goals and objectives while also positioning the Company to generate sustainable long-term stockholder value.

Our approach to determining executive compensation includes an assessment of:

- Company annual performance relative to pre-established financial goals;
- Individual annual performance relative to pre-established strategic, organizational development and operational goals;
- Company annual financial performance relative to that of competitors and peer group companies; and
- Other relevant considerations, such as benchmarking data and other independent analyses and retention of executives with a multiyear track record of outstanding performance and proven leadership ability.

Other key features of our executive compensation program include:

- Double-Trigger Equity Vesting and No Tax Gross-Ups in a Change of Control;
- Reasonable Retirement and Welfare Benefits and No Pension Arrangements;
- Claw Back Provisions;
- Stock Ownership Guidelines;
- Anti-Insider Trading Policy, including Prohibition on Hedging and Pledging;
- Use of an Independent Compensation Consultant;
- No Repricing or Repurchasing of Stock Options;
- Annual Risk Assessment; and
- Equity Awards Weighted Towards Performance-Based Metrics.

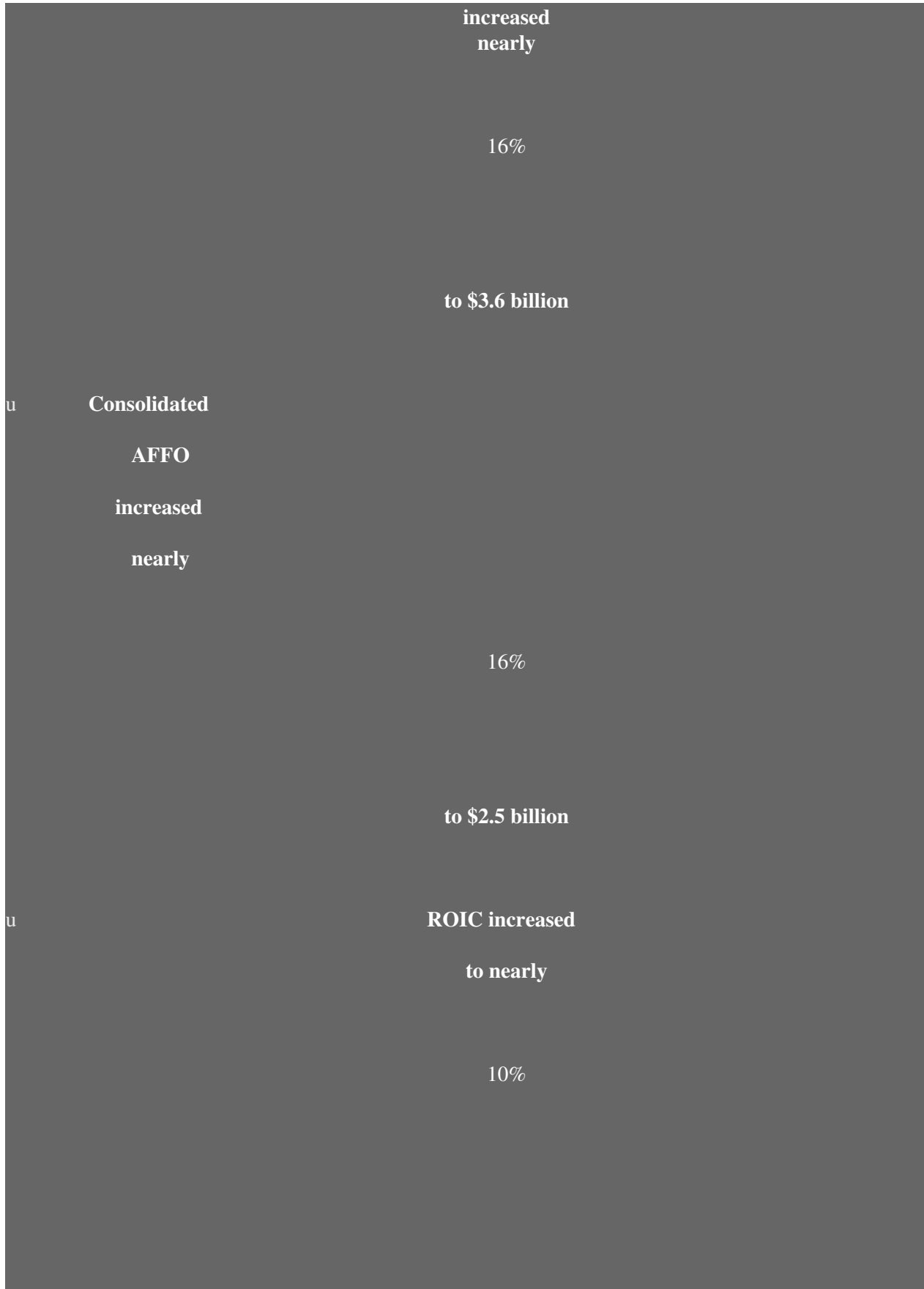
**2016 Business Highlights**

**Key Financial Results<sup>(1)</sup>**



Net income for the year was nearly \$1.0 billion;  
Consolidated AFFO per Share increased more than 14%, to \$5.80;  
Distributed an aggregate of nearly \$924 million in cash dividends to common stockholders, including the dividend paid in January 2017 to stockholders of record as of December 28, 2016;  
Maintained a strong balance sheet, ending the year with \$3.6 billion in liquidity;  
Maintained our investment-grade rating;  
Raised \$3.25 billion in the debt capital markets; and  
Ended the year within our established long-term financial policy of 3-5x leverage.

u	<b>Total property</b>
	<b>revenue increased</b>
	<b>more than</b>
	22%
	<b>to \$5.7 billion</b>
u	<b>Net income increased</b>
	<b>more than</b>
	44%
	<b>to nearly \$1.0 billion</b>
u	<b>Adjusted EBITDA</b>



increased  
nearly

16%

to \$3.6 billion

u Consolidated

AFFO

increased

nearly

16%

to \$2.5 billion

u ROIC increased

to nearly

10%

(1) Definitions of non-GAAP financial measures and reconciliations to GAAP can be found in [Appendix A](#).

AMERICAN TOWER CORPORATION 2017 PROXY STATEMENT

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**PROXY STATEMENT SUMMARY**

**Asset Expansion in Legacy and New Markets**

We expect our 2016 global portfolio expansion efforts in our legacy and new markets to further extend our ability to generate compelling long-term sustainable growth. These transactions included:

Acquisition of a 51% controlling ownership interest in Viom Networks Limited (Viom), a telecommunications infrastructure company that owns and operates approximately 42,000 wireless communications towers and 200 indoor distributed antenna system (DAS) networks in India;

Launch of operations in France (transaction closed in February 2017) through the acquisition of FPS Towers, which owns and operates approximately 2,400 wireless tower sites; and

Launch of operations in Argentina through the acquisition of Comunicaciones y Consumos, S.A., which owns or operates urban telecommunications assets, fiber and the rights to utilize certain existing utility infrastructure for future telecommunications equipment installation.

**CEO's Track Record of Success**

Mr. Taiclet has served as our CEO since 2003. Under his stewardship, American Tower has continued to deliver solid performance while substantially growing its operations and simultaneously returning cash to stockholders. Below are some of the key highlights relating to Mr. Taiclet's tenure with the Company (beginning at the end of 2003 through February 27, 2017):

Completed several transformative transactions, including the acquisition of SpectraSite, Inc. in 2005, the acquisition of MIP Tower Holdings LLC in 2013, the transaction with Verizon Communications Inc. in 2015 and the acquisition of Viom in 2016, all of which strategically positioned the Company as a leader in multitenant communications real estate;

On track to exceed our goal of doubling our 2012 Consolidated AFFO per Share<sup>(1)</sup> by the end of 2017;

Maintained strong annual Consolidated AFFO per Share<sup>(1)</sup> growth throughout that five-year period;

Increased our asset base from approximately 15,000 towers to approximately 147,000 communications sites;

Expanded our geographic footprint from 3 countries to 15 countries, while diversifying our tenant base with well-capitalized global mobile network operators; and

Returned excess capital to stockholders, including through our stock repurchase program and distributions to preferred and common stockholders in the aggregate of \$7.4 billion, including the dividend paid in January 2017.

**Executive Pay Mix**

**CHIEF EXECUTIVE OFFICER**

**AVERAGE OF OTHER FOUR NEOS**

TARGET COMPENSATION

TARGET COMPENSATION

<sup>(1)</sup> Definitions of non-GAAP financial measures and reconciliations to GAAP can be found in Appendix A.

**AMERICAN TOWER CORPORATION 2017 PROXY STATEMENT**

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You are being asked to vote on the election of nine Directors. All Directors are elected annually by a majority of votes cast. Detailed information about each Director's background, skill set and areas of expertise can be found beginning on page 61.

Name and Title	Director		Committee Memberships				
	Age	Since 2003	Independent	Audit <sup>(1)</sup>	Compensation	Nominating	Other Public Company Boards
<b>JAMES D. TAICLET, JR.</b> <i>Chairman, President &amp; CEO,</i> <i>American Tower Corporation</i>	56	2003					None
<b>RAYMOND P. DOLAN</b> <i>President &amp; CEO,</i> <i>Sonus Networks, Inc.</i>	59	2003					Sonus Networks, Inc.
<b>ROBERT D. HORMATS</b> <i>Vice Chairman,</i> <i>Kissinger Associates, Inc.</i>	74	2015					None
<b>GUSTAVO LARA CANTU</b> <i>Former CEO, Monsanto Company (Latin</i> <i>American North Division)</i>	67	2004					None
<b>CRAIG MACNAB<sup>(2)</sup></b> <i>CEO and Chairman,</i> <i>National Retail Properties, Inc.</i>	61	2014					National Retail Properties, Inc.
<b>JOANN A. REED</b> <i>Healthcare consultant and</i>	61	2007		<b>Chair</b>			Mallinckrodt plc; Waters Corporation

former SVP, Finance and CFO,

Medco Health Solutions, Inc.

**PAMELA D.A. REEVE\***

67 2002

Former President and CEO,

Lightbridge, Inc.

**DAVID E. SHARBUTT<sup>(3)</sup>**

67 2006

Former CEO and Chairman,

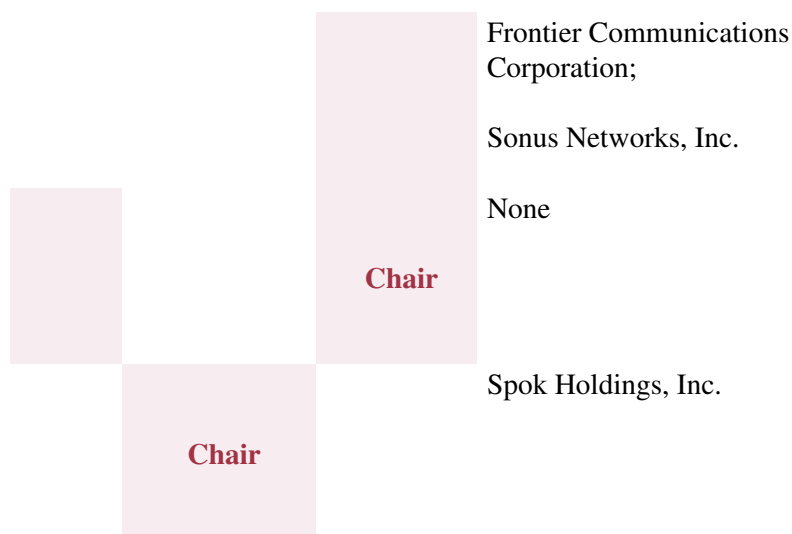
Alamosa Holdings, Inc.

**SAMME L. THOMPSON**

71 2005

President, Telit Associates,

Inc.



Sole Management Director

\* Lead Director

(1) Carolyn F. Katz will not stand for re-election. She will continue to serve on the Audit Committee until the Annual Meeting.

(2) Mr. Macnab will retire from his current roles as Chief Executive Officer, Chairman and director at National Retail Properties, Inc., effective April 28, 2017.

(3) Mr. Sharbutt was appointed to the Audit Committee in April 2017.

**Board of Directors Snapshot for Fiscal Year 2016**

**Number of Directors:** 10

**Average Age:** 64

**Number of Independent Directors:** 9

**Number of Directors Added in Last 3 years:** 2

**Number of Board meetings in 2016:** 10

**Average Director Attendance in 2016:** 94%

(all except our Chairman)

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**PROXY STATEMENT SUMMARY**

**Board Diversity**

While we do not have a specific diversity policy for our Board, our Corporate Governance Guidelines provide for selecting Directors who reflect a diversity of skills, professional and personal backgrounds and experiences. We are proud to have Directors that are highly diverse, including with respect to gender and race. Here are some statistics regarding the composition of our Board in 2016:

Our Board consists of individuals with diverse and complementary business, leadership and financial expertise. Many of our Directors have leadership experience at major domestic and multinational companies, as well as experience on the boards of other companies and organizations, which provide an understanding of different business processes, challenges and strategies. Some Directors have industry and public policy experience that provide insight into issues faced by public companies.

**Key Corporate Governance Best Practices**

Annual Election of All Directors	Stockholders' Right to Act by Written Consent
All Directors Except Chairman Are Independent (Our CEO serves as Chairman and is the only Management Director)	Anti-Insider Trading Policy, including Anti-Hedging and Anti-Pledging Provisions
Lead Independent Director	Claw Back Provisions
Only Independent Directors Serve on Board's Standing Committees	Double-Trigger Equity Vesting and No Tax Gross-Ups in a Change of Control
Majority Voting for Directors	Stockholder Ability to Call Special Meetings (25% Ownership Threshold)
Independent Directors Meet Without Management Present	Annual Risk Assessment
Annual Review of Board Composition and Succession Planning	Review and Approval Policy for Related Party Transactions

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One Vote per Share of Common Stock	Independent Compensation Consultant
Regular Stockholder Engagement	Annual Review of CEO Performance, Under Leadership of Lead Independent Director
Proxy Access (3%, 3 years, 25% of Board)	Directors Attend Continuing Education Programs
Code of Ethics and Business Conduct Policy	Stock Options Are Not Repriced or Repurchased
Corporate Governance Guidelines	
Disclosure Committee for Financial Reporting	
Stock Ownership Requirements for Directors and Executives	
For fiscal year 2016:	

We had no related party transactions;  
There were no transactions that affected our Directors' independence; and  
There were no violations or waivers of our Code of Ethics and Business Conduct Policy (Code of Conduct) with respect to our Directors or executive officers.

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### Corporate Governance

#### **General**

Our Board is committed to strong corporate governance practices and dedicated to ensuring that American Tower is managed for the long-term benefit of our stockholders and other stakeholders. To fulfill this role, the Board and its three standing committees – Audit; Compensation; and Nominating and Corporate Governance – meet throughout the year and engage in meaningful discussions with management to ensure that the Board is informed regarding the Company’s activities, operating plans and strategic initiatives. Our Board was recently recognized by the National Association of Corporate Directors, New England chapter, as the 2016 Public Company Board of the Year.

To promote full and complete compliance with all applicable corporate governance standards and remain aligned with best practices demonstrated by other public companies, the Board has adopted corporate governance principles and procedures, which it reviews and amends as necessary. We also continuously review guidance and interpretations provided by the Securities and Exchange Commission (SEC) and the New York Stock Exchange (NYSE). Furthermore, we engage in meaningful discussions with our stockholders regarding governance issues and potential improvements.

#### **CHANGES TO OUR CORPORATE GOVERNANCE PROGRAM IN 2016**

Effective January 1, 2016, we amended our Code of Conduct to, among other things, clarify the process for reporting violations of the Code of Conduct and publicly disclose our anti-pledging and anti-hedging policies.

In February 2016, after discussions with several of our long-term stockholders and after a review of current market practices and trends, we amended our By-Laws to provide for proxy access, thereby giving our stockholders an even greater voice in Director elections.

You can access our current committee charters, Corporate Governance Guidelines and By-Laws in the Investor Relations section of our website, [www.americantower.com](http://www.americantower.com), and our Code of Conduct in the Corporate Responsibility section of our website. You may also request such documents be mailed to you by writing to: American Tower Corporation, 116 Huntington Avenue, Boston, Massachusetts 02116, Attention: Investor Relations. Each charter is reviewed annually, and in September 2016, the Board made certain revisions to the Nominating and Corporate Governance Committee (Nominating Committee) charter.

#### **Board of Directors**

##### **BOARD LEADERSHIP STRUCTURE**

The Board is led by our President and CEO, James D. Taiclet, Jr., who assumed the role of Chairman of the Board in February 2004 and is the only management Director. Pamela D.A. Reeve is our independent Lead Director, a role she has held since May 2004 when appointed by the independent Directors.

The Nominating Committee frequently reviews the current Board structure, including whether the roles of Chairman and CEO should be separated. The Nominating Committee continues to believe that having a single Chairman and

CEO with a strong Lead Director, complemented by an independent Board, has provided an appropriate balance and has helped contribute to our pursuit of sound corporate governance and Board effectiveness. We believe that having our CEO, the individual most familiar with our day-to-day operations, chair regular Board meetings ensures that key business issues and stockholder interests are brought to the attention of our Board in a timely manner. The Company's growth since Mr. Taiclet was appointed CEO in 2003 demonstrates that

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**CORPORATE GOVERNANCE**

**Board of Directors**

this leadership structure effectively promotes communication between the Board and management, which directly benefits our stockholders and other stakeholders.

**SELECTION OF DIRECTORS AND BOARD REFRESHMENT**

We are committed to ensuring that our Board is made up of Directors who bring a wealth of leadership experience, knowledge and skills that benefit our Company and stockholders. The Nominating Committee reviews the characteristics, skills and experience of the Board as a whole and its individual members on an ongoing basis at each regularly scheduled meeting to assess those traits against the needs identified to benefit the Company, its management and its stockholders. The Board, together with the Nominating Committee, believes that periodic Board refreshment is necessary to optimize the Board's effectiveness. As we expand our operations throughout the world, the Nominating Committee strives to create a Board with the knowledge and skills necessary to oversee a global company effectively.

**Board Succession Planning**

The Nominating Committee works with the Chairman and Lead Director to develop a Board succession plan that effectively promotes the Company's long-term strategic objectives. The Nominating Committee continuously evaluates the Board's composition in light of the Company's strategy and regularly reviews the current tenure of the Board. As a result, the Nominating Committee recommended two new Directors to the Board over the past three years to increase the Board's real estate investment trust (REIT), international and financial expertise.

**Process for Director Nomination / Selection**

In considering candidates for the Board, the Nominating Committee recommends individuals whom it believes can best enhance the success of the business and represent stockholder interests through the exercise of sound judgment using the full Board's experience. To identify and evaluate Director candidates, the Nominating Committee requests recommendations from Board members and others, holds meetings to evaluate biographical information and background material relating to potential candidates and, along with other Board members, interviews selected candidates.

As a stockholder, you may recommend to the Nominating Committee an individual for consideration as a potential Director candidate. To do so, please submit the candidate's name, together with appropriate biographical information and background materials, to David E. Sharbutt, Chairperson of the Nominating and Corporate Governance Committee, c/o General Counsel, American Tower Corporation, 116 Huntington Avenue, Boston, Massachusetts 02116. If the biographical and background material provided for stockholder recommended candidates is appropriate, the Nominating Committee will evaluate the candidate by following substantially the same process, and applying substantially the same criteria, as for candidates submitted by Board members. The Nominating Committee will review each candidate's qualifications in light of the Board's needs, given the current mix of Director attributes.

The Lead Director performs the following responsibilities to co-manage the Board effectively:

Assists the Chairman in communicating with, and assigning tasks to, the other Board members;

Works with the Chairman to establish agendas for upcoming Board meetings and reviews meeting schedules to ensure that there is sufficient time for discussion of all agenda items;

Leads discussions regarding risk management;

Together with the Chairperson of the Compensation Committee, prepares and conducts the annual performance review of the CEO, with input from each Director on the CEO's performance and achievements during the year and from the Compensation Committee on proposed compensation matters; and

Serves as Chairperson of all Board meetings at which the Chairman is not present, including the Board's executive sessions of non-management Directors, as defined under the NYSE rules, which are held at least once per quarter. Any non-management Director, including the Lead Director, may request additional executive sessions.

## **BOARD ACCOUNTABILITY**

The following governance policies provide board accountability to stockholders:

Annual election of the entire Board

Majority voting for Directors

Stockholder right to call special meeting

Stockholder right to act by written consent

Proxy access

Regular stockholder engagement

One vote per share of Common Stock

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**CORPORATE GOVERNANCE**

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Stockholders proposing Director nominations must comply with the advance notice and specific information requirements in our By-Laws, which include, among other things, the disclosure of hedging, derivative interests and other material interests of the nominating stockholder and Director nominee. In addition, each Director nominee proposed by a stockholder must deliver, promptly following the stockholder meeting at which such nominee is elected or re-elected, a statement that he or she agrees to tender an irrevocable advance resignation in accordance with our Corporate Governance Guidelines.

In addition, our By-Laws permit a group of up to 20 stockholders who have owned at least three percent (3%) of American Tower stock continuously for at least three (3) years the ability to submit Director nominees up to twenty-five percent (25%) of the Board for inclusion in our proxy statement if the stockholder(s) and the nominee(s) satisfy the requirements specified in our By-Laws.

Once elected, a new Director is required to participate in a customized Board orientation program at our corporate headquarters that includes information on our corporate governance policies and briefings by each of our senior operational and functional leaders on our business and practices. We also offer customized standing committee orientation programs to Directors upon appointment to a standing committee on which he or she has not previously served.

**BOARD MEETINGS**

During fiscal 2016, our Board held four regular meetings in person and six special meetings by telephone. Each current Director attended at least 75% of the aggregate number of meetings of our Board and the committees on which he or she served. All of the then-current Directors attended our 2016 Annual Meeting of Stockholders. We encourage, but do not require, our Directors to attend each annual meeting of stockholders.

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**CORPORATE GOVERNANCE**

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**DIRECTOR SKILLS AND QUALIFICATIONS CRITERIA**

In considering candidates for inclusion in the Board's slate of recommended Director nominees, the Nominating Committee considers individuals who have the desired skills, capabilities and experiences relevant to a global, publicly traded company and helpful for developing an understanding of our business. As described in our Corporate Governance Guidelines, the Nominating Committee assesses director candidates based on specific criteria. Although the Nominating Committee does not assign specific numeric weights to these skills in its assessments, any Director candidate is expected to possess substantive knowledge or experience in at least several of the following criteria:

**PRIOR EXPERIENCE IN A LEADERSHIP/EXECUTIVE ROLE:**

A Director's leadership experience, especially in an executive role, strongly enhances the Board's ability to manage risk and oversee operations.

**OPERATIONAL AND MANAGEMENT EXPERIENCE:**

Individuals who possess managerial and day-to-day operational experience enhance the Board's ability to understand and effectively oversee each market's operations.

**FINANCE/CAPITAL ALLOCATION EXPERIENCE:**

Directors with finance experience assist in evaluating our financial strategy and capital allocation strategy. Our capital allocation strategy and maintenance of a strong balance sheet require certain of our Directors to have financial literacy to oversee financial decisions, financial results and internal controls.

**WIRELESS AND/OR REIT INDUSTRY EXPERIENCE:**

Directors with experience in our industry have the knowledge needed to leverage business relationships, develop new business and provide operational insight.

**INTERNATIONAL EXPERIENCE:**

Given that we operate in 15 countries across five continents, our Board believes that international experience helps the management team achieve the Company's growth objectives.

**STRATEGIC AND TECHNOLOGY EXPERIENCE:**

Directors with strategic and/or technology experience bring certain unique skills to guide the management team in strategic and operational matters.

**PRIOR BOARD AND GOVERNANCE EXPERIENCE:**

Prior board and governance experience gives our Directors the knowledge and capabilities to perform their duties on the Board effectively.

**THOUGHT LEADERSHIP:**

Directors with experience in working with business and policy thought leaders help further our strategic vision to lead wireless connectivity around the globe.

As noted in the Directors' biographies beginning on page 61, the Nominating Committee also focuses on issues of diversity, including traditional diversity categories such as gender, race and national origin, as well as diversity and

differences in viewpoints and skills. The Nominating Committee seeks to maintain a Board that is strong in its collective knowledge and has a diversity of skills, ability, perspectives and experience that enable the Board to fulfill its responsibilities. The Nominating Committee evaluates each individual Director candidate in the context of the Board as a whole.

In determining whether to recommend a Director for re-election, the Nominating Committee also considers the Director's past attendance at meetings and participation in, and contributions to, the activities of the Board and standing committees.

Because we believe that our Directors should be continually educated regarding corporate governance processes and practices, our business and our industry, we periodically conduct presentations to the Board, often using external experts. The Nominating Committee annually reviews that year's Director training initiatives to determine programs for the upcoming year. Additionally, we encourage each independent Director to attend, annually and at the Company's expense, at least one board education course offered by either an academic institution or a professional service organization.

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