SBA COMMUNICATIONS CORP
Form S-4
April 13, 2005
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**As filed with the Securities and Exchange Commission on April 13, 2005**

**Registration No. 333-**

# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, D.C. 20549**

# FORM S-4

**REGISTRATION STATEMENT**

***UNDER THE SECURITIES ACT OF 1933***

# SBA COMMUNICATIONS CORPORATION

**(Exact Name of Registrant as Specified in Its Charter)**

| | | |
|---|---|---|
| **Florida** | **1700** | **65-0716501** |
| **(State or Other Jurisdiction of Incorporation or Organization)** | **(Primary Standard Industrial Classification Code Number)** | **(I.R.S. Employer Identification Number)** |

**5900 Broken Sound Parkway NW**

**Boca Raton, FL 33487**

**Phone: (561) 995-7670**

**Fax: (561) 998-3448**

**(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant s Principal Executive Offices)**

**Jeffrey A. Stoops, President and Chief Executive Officer**

**5900 Broken Sound Parkway NW**

**Boca Raton, FL 33487**

**Phone: (561) 995-7670 / Fax: (561) 998-3448**

**(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)**

***Copy To:***

**Kara L. MacCullough, Esq.**

**Akerman Senterfitt**

**One S.E. Third Avenue, 28th Floor**

**Miami, Florida 33131**

**Phone: (305) 374-5600 / Fax: (305) 374-5095**

**Approximate date of commencement of proposed sale of the securities to the public**: as soon as practicable after the effective date of this registration statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box: ¨

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

**Calculation of Registration Fee**

| Title Of Each Class Of Securities To Be Registered | Amount To Be Registered | Proposed Maximum Offering Price Per Unit(1) | Proposed Maximum Aggregate Offering Price(1) | Amount Of Registration Fee |
|---|---|---|---|---|
| 8 1/2% Senior Notes Due 2012 | $ 250,000,000 | 100% | $ 250,000,000 | $ 29,425 |

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f) under the Securities Act of 1933 as the market value of the securities to be cancelled in the exchange.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**Subject to Completion, Dated April 13, 2005**

**PROSPECTUS**

# SBA Communications Corporation

## Exchange Offer for $250,000,000 8 1/2% Senior Notes due 2012

**Exchange Offer**

We will exchange new notes that are registered under the Securities Act for old notes that were sold on December 14, 2004. All old notes that are validly tendered and not validly withdrawn will be exchanged. We will receive no proceeds from the exchange offer.

**Exchange Offer Expiration**

The exchange offer will expire on the earlier of 5:00 p.m., New York City time on [21 business days after commencement of offer] or a later date and time to which it may be extended.

**New Notes**

Identical to the old notes except that the new notes will be registered under the Securities Act. The new notes are expected to trade in the private offerings, resales and trading through automatic linkages market referred to as the PORTAL Market.

Maturity: December 1, 2012.

Change of Control: You can require us to purchase all or part of your notes at 101% of the aggregate principal amount plus accrued and unpaid interest and additional interest, if any, to the date of purchase.

Yield and Interest Payment Dates: Interest on the notes will accrue at a rate of 8 1/2% per annum and will be payable semi-annually on June 1 and December 1 of each year, beginning on June 1, 2005.

Redemption: We may redeem all or part of the notes on or after December 1, 2008. Prior to December 1, 2008, we may redeem all or part of the notes at a redemption price equal to 100% of the principal amount of the notes to be redeemed plus (1) the applicable premium, (2) accrued and unpaid interest, and (3) additional interest, if any, to the redemption date. Prior to December 1, 2007, we may redeem up to 35% of the aggregate principal amount of the notes from the proceeds of certain sales of equity securities. Redemption prices are specified in this prospectus under Description of the Notes Optional Redemption.

Ranking: The notes will be our general unsecured obligations and will not be guaranteed by any of our subsidiaries. The notes will rank *pari passu* in right of payment to our existing and future senior indebtedness, senior in right of payment to our future subordinated indebtedness, if any, effectively junior in right of payment to all of our future secured indebtedness, and structurally junior in right of payment to all existing and future indebtedness and other liabilities of our subsidiaries, including the 9 3/4% senior discount notes due 2011 that we co-issued with SBA Telecommunications, Inc., and SBA Senior Finance, Inc. s obligations under the senior credit facility.

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**Investment in the notes to be issued in the exchange offer involves risks. See the <u>risk factors</u> section beginning on page 15.**

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This prospectus and the accompanying letter of transmittal are first being mailed to holders of outstanding notes on or about , 2005.

**Neither the Securities and Exchange Commission (the Commission ) nor any state securities commission has approved or disapproved of the notes or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

The date of this prospectus is , 2005.

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This prospectus incorporates important business and financial information about us that is not included in or delivered with this prospectus. We will provide you with copies of this information, without charge, upon written or oral request to:

SBA Communications Corporation

5900 Broken Sound Parkway N.W.

Boca Raton, Florida 33487

Attention: Investor Relations

Phone: (561) 995-7670

Fax: (561) 998-3448

In order to receive timely delivery of this information, you should make your request no later than , 2005, which is five business days before the expiration date of the exchange offer. For a more detailed discussion about the information about us that is incorporated by reference into this prospectus, see Where You Can Find More Information; Incorporation by Reference

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## PROSPECTUS SUMMARY

*This summary highlights selected information about us. In addition to reading this summary, you should carefully review the entire prospectus, including the Risk Factors section of this document beginning on page 15, our consolidated financial statements and related notes incorporated by reference herein.*

In this prospectus, other than in Description of the Notes and Description of Other Indebtedness, the terms SBA, SBA Communications, the Company, our company, we, our and us refer collectively to SBA Communications Corporation and its subsidiaries on a consolidated basis. term Telecommunications refers to SBA Telecommunications, Inc. The term SBA Senior Finance refers to SBA Senior Finance, Inc.

## Our Company

We are a leading independent owner and operator of wireless communications towers in the Eastern third of the United States. We generate revenues from our two businesses, site leasing and site development. In our site leasing business, we lease antenna space to wireless service providers on towers and other structures that we own, manage or lease from others. The towers that we own have been constructed by us at the request of a carrier, built or constructed based on our own initiative or acquired. As of December 31, 2004, we owned 3,060 towers in continuing operations, approximately 60% of which we have built ourselves. In our site development business, we offer wireless service providers assistance in developing and maintaining their own wireless service networks. Since our founding in 1989, we have participated in the development of more than 25,000 antenna sites in 49 of the 51 major wireless markets in the United States.

### 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. Our site leasing business generates substantially all of our gross profit. Our activities are focused in the Eastern third of the United States where substantially all of our towers are located. We believe that over the long term our site leasing revenues will continue to grow as wireless service providers lease additional antenna space on our towers due to increasing minutes of network use and network coverage requirements. We lease antenna space on the towers we have constructed, the towers we have acquired, and the towers we lease, sublease and/or manage for third parties. Our site leasing revenue comes from a variety of wireless carrier tenants, including ALLTEL, Cingular, Nextel, Sprint PCS, T-Mobile and Verizon Wireless, and we believe our current tower portfolio positions us to take advantage of wireless carriers antenna and equipment deployment. We believe our site leasing business is characterized by stable and long-term recurring revenues, predictable operating costs and minimal capital expenditures. Due to the relatively young age and mix of our tower portfolio, we expect future expenditures required to maintain these towers will be minimal. Consequently, we expect to grow our cash flows by adding tenants to our towers at minimal incremental costs by using existing tower capacity or requiring carriers to bear all or a portion of the cost of tower modifications. Because our towers are strategically positioned and our customers typically do not re-locate, we have historically experienced low customer churn as a percentage of revenue. Our lease contracts typically have terms of five years or more with multiple term tenant renewal options and provide for annual rent escalators.

During 2004 we announced our intention to re-commence, on a limited basis, our new build program. The towers under our new build program will be constructed either under build-to-suit arrangements or in locations chosen by us. Under our build-to-suit arrangements, we will build towers for a wireless service provider on a location of their direction. We retain ownership of the tower and the exclusive right to co-locate additional tenants on the tower. In addition, we intend on building towers on locations chosen by us. Based on our knowledge of our customers needs, we seek to identify attractive locations for new towers and complete pre-construction procedures necessary to secure the site concurrently with our leasing efforts. Our intent is that each

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of our new builds will have at least one tenant on the day that it is completed and we expect that many will have multiple tenants. We expect to build a total of 50 to 75 new towers during 2005.

The table below provides information regarding the development and status of our tower portfolio over the past five years.

| | As of December 31, | | | | |
|---|---|---|---|---|---|
| | **2000** | **2001** | **2002** | **2003** | **2004** |
| Towers owned at beginning of period | 1,163 | 2,390 | 3,734 | 3,877 | 3,093 |
| Tower constructed | 779 | 667 | 141 | 13 | 10 |
| Towers acquired | 448 | 677 | 53 | | 5 |
| Towers reclassified/disposed of(1) | | | (51) | (797) | (42) |
| Towers owned at end of period | 2,390 | 3,734 | 3,877 | 3,093 | 3,066 |
| Towers held for sale at end of period | 552 | 815 | 837 | 47 | 6 |
| Towers in continuing operations at end of period | 1,838 | 2,919 | 3,040 | 3,046 | 3,060 |
| Towers owned at end of period | 2,390 | 3,734 | 3,877 | 3,093 | 3,066 |

(1) Reclassifications reflect the combination for reporting purposes of multiple acquired tower structures on a single parcel of real estate, which we market and customers view as a single location, into a single owned tower site. Dispositions reflect the sale, conveyance or other legal transfer of owned tower sites.

As of December 31, 2004, we had 7,257 tenants on our 3,060 towers included in continuing operations.

At December 31, 2004, our same tower revenue growth (defined as year over year growth on towers owned at December 31, 2003 that were still owned by us at December 31, 2004) was 14% and our same tower site leasing gross profit growth was 20% on the 3,053 towers we owned as of December 31, 2003 and December 31, 2004 in continuing operations.

The following chart includes details regarding our site leasing revenue and gross profit percentage:

| | For the year ended December 31, | | |
|---|---|---|---|
| | **2002** | **2003** | **2004** |
| | | **(dollars in thousands)** | |
| Site leasing revenue | $ 115,121 | $ 127,852 | $ 144,004 |
| Percentage of total revenue | 53.7% | 66.6% | 62.2% |
| Site leasing gross profit percentage contribution of total | 79.4% | 93.5% | 94.1% |

To help maximize the revenue and profit we earn from our capital investment in our towers, we provide services at our tower locations beyond the leasing of antenna space. The services we provide, or may provide in the future, include generator provisioning, antenna installation, equipment installation, maintenance, and backhaul, which is the transport of the wireless signals transmitted or received by an antenna to a carrier s network. Some of these services are part of our site leasing services (e.g., the generator provisioning) and are recurring in nature, and are contracted for by a wireless carrier or other user in a manner similar to the way they lease antenna space.

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**Site Development Services**

Our site development business consists of two segments, site development consulting and site development construction, through which we provide wireless service providers a full range of end-to-end services. In the consulting segment of our site development business, we offer clients the following services: (1) network pre-design; (2) site audits; (3) identification of potential locations for towers and antennas; (4) support in buying or leasing of the location; and (5) assistance in obtaining zoning approvals and permits. In the construction segment of our site development business we provide a number of services, including, but not limited to the following: (1) tower and related site construction; (2) antenna installation; and (3) radio equipment installation, commissioning and maintenance. During 2004, we completed our previously announced plan to exit the services business in the Western portion of the United States based on our determination that this business was no longer beneficial to our site leasing business. Consequently, our services business is focused in the Northeast and Southeast regions of the U.S. In these regions we are involved in major projects with most of the major wireless communications and services companies. Our site development customers include Bechtel Corporation, Cingular, General Dynamics, Nextel, Sprint PCS, T-Mobile and Verizon Wireless.

**Business Strategy**

Our primary strategy is to capture the maximum benefits from our position as a leading owner and operator of wireless communications towers. Key elements of our strategy include:

*Focusing on Site Leasing Business with Stable, Recurring Revenues*. We intend to continue to focus on and allocate substantially all of our capital resources to 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. The long-term nature of the revenue stream of our site leasing business makes it less volatile than our site development business, which is more reactive to changes in industry conditions. By focusing on our site leasing business, we believe that we can maintain a stable, recurring cash flow stream and reduce our exposure to cyclical changes in customer spending.

*Maximizing Use of Tower Capacity.* We generally have constructed our towers to accommodate multiple tenants and a substantial majority of our towers are high capacity lattice or guyed towers. Most of our towers have significant capacity available for additional antennas and we believe that increased use of our towers can be achieved at a low incremental cost. We actively market space on our towers through our internal sales force.

*Geographically Focusing our Tower Ownership.* We have decided to focus our tower ownership geographically in the Eastern third of the United States. We believe that focusing our site leasing activities in this smaller geographic area, where we have a higher concentration of towers, will improve our operating efficiencies and reduce our overhead expenses and procure higher revenue per tower.

*Disciplined Capital Expenditures While Reducing our Leverage*. Over the last two years, we have successfully reduced our leverage and implemented a disciplined level of capital expenditures. While we plan on selectively investing in new tower builds and/or tower acquisitions that we believe present good business opportunities, we intend that these investments will be consistent with our commitment to proactively manage our level of capital expenditures and reduce our leverage below current levels.

*Using our Local Presence to Build Strong Relationships with Major Wireless Service Providers.* Given the nature of towers as location specific communications facilities, we believe that substantially all of what we do is best done locally. Consequently, we have a broad field organization that allows us to develop and capitalize on our experience, expertise and relationships in each of our local markets, which in turn enhances our customer relationships. Due to our presence in local markets, we believe we are well positioned to capture additional site leasing business and new tower build opportunities in our markets and identify and participate in site development projects across our markets.

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*Capturing Other Revenues That Flow From our Tower Ownership.* To help maximize the revenue and profit we earn from capital investment in our towers, we provide services at our tower locations beyond the leasing of antenna space, including antenna installation and equipment installation. Because of our ownership of the tower, our control of the tower site and experience and capabilities in providing installation services, we believe that we are well positioned to perform more of these services and capture the related revenue.

*Capitalizing on our Management Experience.* Our management team has extensive experience in site leasing and site development services. Management believes that its industry expertise and strong relationships with wireless carriers will allow us to expand our position as a leading provider of site leasing and site development services.

**Principal Executive Offices**

Our principal executive offices are located at 5900 Broken Sound Parkway NW, Boca Raton, Florida 33487. Our telephone number is (561) 995-7670. Our website address is *www.sbasite.com*. The information on our website does not constitute part of this prospectus.

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**The Exchange Offer**

| | |
|---|---|
| Securities Offered | \$250.0 million in aggregate principal amount of 8 1/2% senior notes due 2012. The terms of the new notes and the old notes are identical except for the transfer and registration rights. |
| Issuer | SBA Communications Corporation. |
| Issue Date | December 14, 2004. |
| Maturity Date | December 1, 2012. |
| Issuance of Old Notes | \$250.0 million in aggregate principal amount of 8 1/2% senior notes due 2012 were issued on December 14, 2004 to Lehman Brothers Inc., Deutsche Bank Securities Inc., Friedman, Billings, Ramsey & Co., Inc., Raymond James & Associates, Inc., RBC Capital Markets Corporation and TD Securities (USA) LLC, which placed the old notes with qualified institutional buyers in reliance on Rule 144A and to buyers outside the United States in reliance on Regulation S under the Securities Act. |
| The Exchange Offer | We are offering to exchange \$1,000 principal amount of new notes for each \$1,000 principal amount of old notes. Old notes may only be exchanged in \$1,000 principal amount increments. There is \$250.0 million in aggregate principal amount of old notes outstanding. |
| Conditions to the Exchange Offer | The exchange offer is not conditioned upon any minimum principal amount of old notes being tendered for exchange. However, the exchange offer is subject to customary conditions, which may be waived by us. See The Exchange Offer Conditions to the Exchange Offer. |
| Procedures For Tendering | If you wish to tender your old notes in the exchange offer, you must complete and sign the letter of transmittal for the notes according to the instructions contained in this prospectus. You must then mail, fax or hand deliver the letter of transmittal, together with any other required documents, to the exchange agent, either with the old notes to be tendered or in compliance with the specified procedures for guaranteed delivery of old notes. You should allow sufficient time to ensure timely delivery. Some brokers, dealers, commercial banks, trust companies and other nominees may also effect tenders by book-entry transfer. If you own old notes registered in the name of a broker, dealer, commercial bank, trust company or other nominee, you are urged to contact that person promptly if you wish to tender old notes in the exchange offer. Letters of transmittal and certificates representing the old notes should not be sent to us. These documents should be sent only to the exchange agent. Questions regarding how to tender and requests for information should also be directed to the exchange agent. If you hold old notes through The Depository Trust Company and wish to accept the exchange offer, you must do so pursuant to the book-entry transfer facility s procedures for book entry transfer (or other applicable procedures), contained in this prospectus and the letter of transmittal. See The Exchange Offer Procedures for Tendering Old Notes. |

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|---|---|
| Expiration Date; Withdrawal | The exchange offer will expire on the earlier of 5:00 p.m., New York City time on [21 business days after commencement of offer] or a later date and time to which it may be extended. We will accept for exchange any and all old notes that are validly tendered in the exchange offer prior to 5:00 p.m., New York City time, on the expiration date. The tender of old notes may be withdrawn at any time prior to the earlier of the expiration date or the date when all old notes have been tendered. Any old note not accepted for exchange for any reason will be returned without expense to the tendering holder as promptly as practicable after the expiration or termination of the exchange offer. The new notes issued in the exchange offer will be delivered promptly following the expiration date. See The Exchange Offer Terms of the Exchange Offer; Period for Tendering Old Notes and Withdrawals of Tenders. |
| Guaranteed Delivery Procedures | If you wish to tender your old notes and (1) your old notes are not immediately available or (2) you cannot deliver your old notes together with the letter of transmittal to the exchange agent prior to the expiration date, you may tender your old notes according to the guaranteed delivery procedures contained in the letter of transmittal. See The Exchange Offer Procedures for Tendering Old Notes Guaranteed Delivery Procedures. |
| Tax Considerations | For U.S. federal income tax purposes, the exchange of old notes for new notes should not be considered a sale or exchange or otherwise a taxable event to the holders of notes. |
| Use of Proceeds. | We will receive no proceeds from the exchange offer. |
| Appraisal Rights | Holders of old notes will not have dissenters rights or appraisal rights in connection with the exchange offer. |
| Exchange Agent | U.S. Bank National Association is serving as exchange agent in connection with the exchange offer for the notes. |
| Resales of New Notes | Based on an interpretation by the Commission set forth in no-action letters issued to third parties, we believe that you may resell or otherwise transfer new notes issued in the exchange offer in exchange for old notes without restrictions under the federal securities laws. However, there are exceptions to this general statement. |

You may not freely transfer the new notes if:

you are an affiliate of ours;

you did not acquire the new notes in the ordinary course of your business;

you intend to participate in the exchange offer for the purpose of distributing new notes; or

you are a broker-dealer who acquired the old notes directly from us.

Any holder subject to any of the exceptions above will not be able to rely on the interpretations of the Staff set forth in the above-mentioned

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| | interpretive letters; will not be permitted or entitled to tender old notes in the exchange offer; and must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any sale or other transfer of old notes unless the sale is made pursuant to an exemption from those requirements. |
| | In addition, each participating broker-dealer that receives new notes for its own account in the exchange offer in exchange for old notes that were acquired as a result of market making activities or other trading activities, and not directly from us must comply with the registration and prospectus delivery requirements of the Securities Act in connection with the resale of the new notes. |
| Consequences of Not Exchanging the Old Notes | If you do not tender your old notes or your old notes are not properly tendered, the existing transfer restrictions on the old notes will continue to apply. The old notes are currently eligible for sale pursuant to Rule 144A through the PORTAL Market. Because we anticipate that most holders will elect to exchange old notes for new notes due to the absence of restrictions on the resale of new notes under the Securities Act, we anticipate that the liquidity of the market for any old notes remaining after the consummation of the exchange offer will be substantially limited. See Risk Factors There could be negative consequences to you if you do not exchange your old notes for new notes and The Exchange Offer Consequences of Failure to Exchange Old Notes. |
| Regulatory Requirements | There are no federal or state regulatory requirements that must be complied with or approval obtained in connection with the exchange offer other than the delivery of this prospectus and the registration of the new notes. |

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**Summary Description of the New Notes**

The terms of the new notes and the old notes are identical in all respects, except that the terms of the new notes do not include the transfer restrictions and registration rights relating to the old notes.

| | |
|---|---|
| Notes Offered | $250.0 million in aggregate principal amount of 8 1/2% senior notes due 2012. |
| Maturity Date | December 1, 2012. |
| Yield and Interest Payment Dates | Interest will accrue on the notes and will be payable on June 1 and December 1 of each year, beginning on June 1, 2005. |
| Ranking | The notes are our general unsecured obligations. Accordingly, they rank:<br>*pari passu* in right of payment to our existing and future senior indebtedness;<br>senior in right of payment to our future subordinated indebtedness, if any;<br>effectively junior in right of payment to all of our future secured indebtedness; and<br>structurally junior in right of payment to all existing and future indebtedness and other liabilities of our subsidiaries, including the 9 3/4% senior discount notes that we co-issued with Telecommunications (the 9 3/4% senior discount notes ) and SBA Senior Finance s obligations under the senior credit facility.<br>As of December 31, 2004, as adjusted for the redemption of the 10 1/4% senior notes in February 2005, we (excluding our subsidiaries) would have had total senior indebtedness of approximately $552.4 million (including the notes and the 9 3/4% senior discount notes) and no indebtedness contractually subordinated to the notes.<br>On the same basis, the notes would have been structurally junior to approximately $703.3 million of total liabilities of our subsidiaries, including $323.4 million of indebtedness under the senior credit facility and $302.4 million of the 9 3/4% senior discount notes.<br>As of March 31, 2005, we had drawn down $322.6 million under the senior credit facility and as a result had approximately $36.5 million in availability under the senior credit facility, which would be senior in right of payment to the notes, and had $309.8 million aggregate principal amount at maturity outstanding of the 9 3/4% senior discount notes. |
| Optional Redemption | |

At any time prior to December 1, 2008, we may redeem all or part of the notes at a redemption price equal to 100% of the principal amount of the notes to be redeemed plus (1) the applicable premium, (2) accrued and unpaid interest, and (3) additional interest, if any, to the redemption date. See Description of the Notes Optional Redemption.

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|---|---|
| | On and after December 1, 2008, we may redeem all or part of the notes at the redemption prices set forth under Description of the Notes Optional Redemption. |
| | At any time prior to December 1, 2007, we may redeem up to 35% of the notes with the net cash proceeds of certain equity offerings at the redemption price set forth under Description of the Notes Optional Redemption. |
| Mandatory Offer to Repurchase | If we experience specific kinds of changes in control, we must offer to repurchase the notes at the redemption price set forth under Description of the Notes Purchase at the Option of Holders Change of Control. |
| Covenants | The notes are issued under the indenture, dated December 14, 2004, among the issuer and U.S. Bank National Association, as trustee. The indenture, among other things, restricts our ability to: |

- make certain investments;
- incur or guarantee additional indebtedness or issue preferred stock;
- pay dividends or make other distributions on capital stock;
- redeem or repurchase capital stock;
- create liens;
- allow dividend or other payment restrictions affecting subsidiaries;
- sell assets;
- merge or consolidate with other entities;
- enter into transactions with affiliates;
- enter into sale and leaseback transactions; and

engage in certain business activities.

These covenants are subject to a number of important exceptions and qualifications.

| | |
|---|---|
| Events of Default | Each of the following constitutes an event of default: |

default for 30 days in the payment when due of interest or additional interest on the notes;

default in payment when due of the principal of or premium, if any, on the notes;

failure by us to comply with the provisions described under the caption Certain Covenants Merger, Consolidation or Sale of Assets or failure by us to consummate a Change of Control Offer or Asset Sale Offer (as defined in the indenture) under the provisions of the indenture;

failure by us for 30 days after notice to comply with any of our other agreements in the indenture or the notes;

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|---|---|
| | default under any mortgage, indenture or instrument under which there may be issued or by which there may be secured or evidenced any indebtedness for money borrowed by us or any of our significant subsidiaries (or the payment of which is guaranteed by us or any of our significant subsidiaries) whether such indebtedness or guarantee now exists, or is created after the date of the indenture, which default (a) is caused by a failure to pay principal of or premium, if any, or interest on such indebtedness prior to the expiration of the grace period provided in such indebtedness on the date of such default (a Payment Default ) or (b) results in the acceleration of such indebtedness prior to its stated maturity and, in each case, the principal amount of any such indebtedness, together with the principal amount of any other such indebtedness under which there has been a Payment Default or the maturity of which has been so accelerated, aggregates $10.0 million or more; |
| | failure by us or any of our significant subsidiaries to pay final judgments aggregating in excess of $10.0 million, which judgments are not paid, discharged or stayed for a period of 60 days; or |
| | certain events of bankruptcy or insolvency with respect to us or any of our restricted subsidiaries that is a significant subsidiary. |
| Rights of Holders | If any event of default occurs and is continuing, the trustee or the holders of at least 25% in principal amount of the then outstanding notes may declare all of the notes to be due and payable immediately. Upon any such declaration, the principal and accrued and unpaid interest, if any, shall become due and payable immediately. Notwithstanding the foregoing, in the case of an event of default arising from certain events of bankruptcy or insolvency, with respect to us, all outstanding notes will become due and payable without further action or notice. Holders of the notes may not enforce the indenture or the notes except as provided in the indenture. Subject to certain limitations, holders of a majority in principal amount of the then outstanding notes may direct the trustee in its exercise of any trust or power.<br><br>The holders of a majority in aggregate principal amount of the notes then outstanding by notice to the trustee may on behalf of the holders of all of the notes waive any existing default or event of default and its consequences under the indenture except a continuing default or event of default in the payment of interest on, or the principal of, the notes. |
| No Prior Market | The new notes will be new securities for which there is currently no market. Although the initial purchasers of the old notes have informed us of their intentions to make a market in the new notes, they are not obligated to do so and they may discontinue any market-making at any time without notice. Accordingly we cannot assure you as to the development or liquidity of any market for the notes. |
| Risk Factors | You should carefully consider the information set forth in the section entitled Risk Factors and other information included in this prospectus in deciding whether to exchange your notes. |
| Trustee | U.S. Bank National Association |

For additional information concerning the notes, see Description of the Notes.

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## SUMMARY HISTORICAL FINANCIAL DATA

The following table sets forth summary historical financial data as of and for the years ended December 31, 2002, 2003 and 2004. The financial data for fiscal year ended 2004 have been derived from our audited consolidated financial statements. The financial data for the fiscal years ended 2002 and 2003 have been derived from, and are qualified by reference to, our restated audited consolidated financial statements. These restated financial statements include adjustments for a change in the method of accounting for certain types of ground leases underlying our tower sites. You should read the information set forth below in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the related notes to those consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2004, incorporated by reference into this prospectus.

| | For the year ended December 31, | | |
|---|---|---|---|
| | 2002 as restated | 2003 as restated | 2004 |
| | | (audited) (in thousands except for share data) | |
| Operating Data | | | |
| Revenues: | | | |
| Site leasing | $ 115,121 | $ 127,852 | $ 144,004 |
| Site development | 99,352 | 64,257 | 87,478 |
| Total revenues | 214,473 | 192,109 | 231,482 |
| Cost of revenues (exclusive of depreciation, accretion and amortization shown below): | | | |
| Cost of site leasing | 46,709 | 47,793 | 47,283 |
| Cost of site development | 81,565 | 58,683 | 81,398 |
| Total cost of revenues | 128,274 | 106,476 | 128,681 |
| Gross profit | 86,199 | 85,633 | 102,801 |
| Operating expenses: | | | |
| Selling, general and administrative | 32,740 | 30,714 | 28,887 |
| Restructuring and other charges | 47,762 | 2,094 | 250 |
| Asset impairment charges | 24,194 | 12,993 | 7,092 |
| Depreciation, accretion and amortization | 95,627 | 93,657 | 90,453 |
| Total operating expenses | 200,323 | 139,458 | 126,682 |
| Operating loss from continuing operations | (114,124) | (53,825) | (23,881) |
| Other income (expense): | | | |
| Interest income | 601 | 692 | 516 |
| Interest expense, net of amounts capitalized | (54,822) | (81,501) | (47,460) |
| Non-cash interest expense | (29,038) | (9,277) | (28,082) |
| Amortization of debt issuance costs | (4,480) | (5,115) | (3,445) |
| Write-off of deferred financing fees and loss on extinguishment of other debt | | (24,219) | (41,197) |
| Other | (169) | 169 | 236 |
| Total other expense | (87,908) | (119,251) | (119,432) |
| Loss from continuing operations before cumulative effect of changes in accounting principles | (202,032) | (173,076) | (143,313) |
| Provision for income taxes | (300) | (1,729) | (710) |
| Loss from continuing operations before cumulative effect of change in accounting principle | (202,332) | (174,805) | (144,023) |
| (Loss) gain from discontinued operations, net of income taxes | (4,081) | 202 | (3,257) |

| | | | |
|---|---|---|---|
| Loss before cumulative effect of change in accounting principle | (206,413) | (174,603) | (147,280) |
| Cumulative effect of change in accounting principle(1) | (60,674) | (545) | |
| Net loss | $ (267,087) | $ (175,148) | $ (147,280) |
| Basic and diluted loss per common share amounts: | | | |
| Loss from continuing operations before cumulative effect of change in accounting principle | $ (4.01) | $ (3.35) | $ (2.47) |
| (Loss) gain from discontinued operations | (0.08) | | (0.05) |
| Cumulative effect of change in accounting principle | (1.20) | (0.01) | |
| | $ (5.29) | $ (3.36) | $ (2.52) |
| Basic and diluted weighted average shares outstanding | 50,491 | 52,204 | 58,420 |

| | As of December 31, | | |
|---|---|---|---|
| | 2002 as restated | 2003 as restated | 2004 |
| | (unaudited) | (audited) (in thousands) | (audited) |
| **Balance Sheet Data:** | | | |
| Cash and cash equivalents | $ 61,141 | $ 8,338 | $ 69,627 |
| Short-term investments | | 15,200 | |
| Restricted cash(2) | | 10,344 | 2,017 |
| Property and equipment (net) | 922,392 | 830,145 | 745,831 |
| Total assets | 1,279,267 | 958,252 | 917,244 |
| Total debt(3) | 1,024,282 | 870,758 | 927,706 |
| Total Shareholders equity (deficit) | 161,024 | (1,566) | (88,671) |

| | For the year ended December 31, | | |
|---|---|---|---|
| | 2002 | 2003 | 2004 |
| | | (audited) (in thousands) | |
| **Other Data:** | | | |
| Cash provided by (used in) | | | |
| Operating activities | $ 17,807 | $ (29,808) | $ 14,216 |
| Investing activities | (102,716) | 155,456 | 1,326 |
| Financing activities | 132,146 | (178,451) | 45,747 |
| Ratio of earnings to fixed charges(4) | | | |

| | For the year ended December 31, | | |
|---|---|---|---|
| | 2002 | 2003 | 2004 |
| | | (unaudited) (in thousands) | |
| **Indenture Data for this Offering:** | | | |
| SBA Communications Corporation Adjusted Consolidated Cash Flow(5)(6) | $ 58,472 | $ 66,497 | $ 84,911 |
| SBA Senior Finance, Inc. Adjusted Consolidated Cash Flow(5)(7) | 63,472 | 71,282 | 89,918 |
| **Tower Data:** | | | |
| Tower owned at the beginning of period | 3,734 | 3,877 | 3,093 |
| Towers constructed | 141 | 13 | 10 |
| Towers acquired | 53 | | 5 |
| Towers reclassified/disposed of(8) | (51) | (797) | (42) |
| Total towers owned at the end of period | 3,877 | 3,093 | 3,066 |
| Total towers held for sale at end of period | 837 | 47 | 6 |
| Towers in continuing operations at end of period | 3,040 | 3,046 | 3,060 |
| | 3,877 | 3,093 | 3,066 |

(1) The Company adopted FAS 143, Asset Retirement Obligations effective January 1, 2003 and FAS 142, Goodwill and other Intangible Assets effective January 1, 2002.

(2) Restricted cash of $2.0 million as of December 31, 2004 is related to surety bonds issued for our benefit. Restricted cash of $10.3 million as of December 31, 2003 consists of $7.3 million of cash held by an escrow agent in accordance with certain provisions of the Western tower sale agreement and $3.0 million related to surety bonds issued for our benefit.

(3) Includes deferred gain on interest rate swap of $1.9 million as of December 31, 2004, $4.6 million of December 31, 2003 and $5.2 million as of December 31, 2002, respectively.

(4) For purposes of calculating the ratio of earnings to fixed charges, earnings represent net loss before income taxes, cumulative effect of changes in accounting principles, discontinued operations and dividends on preferred stock. Fixed charges consist of interest expense, the component of rental expense believed by management to be representative of the interest factor thereon, amortization of original issue discount and debt issue costs and preferred dividends. We had a deficiency in earnings to fixed charges of $202.0 million for 2002, $173.1 million for 2003 and $143.3 million for 2004.

(5) SBA Communications Adjusted Consolidated Cash Flow and Senior Finance Adjusted Consolidated Cash Flow are included in this prospectus because covenants in the indenture relating to the notes offered hereby are tied to ratios based on these measures. SBA Communications Adjusted Consolidated Cash Flow and Senior Finance Adjusted Consolidated Cash Flow are not measures of performance under generally accepted accounting principles, or GAAP, and should not be considered as alternatives to net loss as an indicator of our operating performance or any other measure of performance derived in accordance with GAAP. This data should be read in conjunction with our consolidated financial statements and related notes incorporated by reference herein. A reconciliation of SBA Communications Adjusted Consolidated Cash Flow and Senior Finance Adjusted Consolidated Cash Flow to net loss is as follows:

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2002 | 2003 | 2004 |
| | | (unaudited) (in thousands) | |
| Net loss | $ (267,087) | $ (175,148) | $ (147,280) |
| Loss from discontinued operations, net of income taxes | 4,081 | (202) | 3,257 |
| Write-off of deferred financing fees and loss on extinguishment of debt | | 24,219 | 41,197 |
| Cumulative effect of changes in accounting principles | 60,674 | 545 | |
| Provision for income taxes | 300 | 1,729 | 710 |
| Interest expense | 56,494 | 81,571 | 47,460 |
| Non-cash interest expense | 29,038 | 9,277 | 28,082 |
| Amortization of debt issuance costs | 4,480 | 5,115 | 3,445 |
| Depreciation, accretion and amortization | 95,627 | 93,657 | 90,453 |
| Non-cash general and administrative compensation expenses | 2,017 | 803 | 470 |
| Non-cash restructuring and other charges | 43,438 | 1,118 | 247 |
| Asset impairment charges | 24,194 | 12,993 | 7,092 |
| Other expenses | 169 | (169) | (236) |
| Interest income | (601) | (692) | (516) |
| Non cash site leasing revenue | (3,511) | (2,372) | (1,169) |
| Non cash ground rent expense | 6,247 | 5,852 | 5,578 |
| Other permitted cash expenses(a) | | 2,792 | |
| LTM Tower Cash Flow(b) | (71,148) | (83,539) | (101,131) |
| Annualized Tower Cash Flow(c) | 74,060 | 88,948 | 107,252 |
| SBA Communications Adjusted Consolidated Cash Flow | 58,472 | 66,497 | 84,911 |
| Plus: Selling, general and administrative expenses of SBA Communications | 5,000 | 4,661 | 4,711 |
| Plus: Selling, general and administrative expenses of Telecommunications | | 124 | 296 |
| Senior Finance Adjusted Consolidated Cash Flow | $ 63,472 | $ 71,282 | $ 89,918 |

(a) Other permitted cash expenses for the twelve months ended December 31, 2003 were $2,792 which include cash charges for (1) professional fees related to the restatement of our consolidated financial statements for the years ended December 31, 2001 and 2002 of $925, (2) restructuring charges of $976 and (3) professional and advisory fees related to our review of our strategic alternatives and decision to sell a portion of our tower portfolio in the Western tower sale of $891.

(b) LTM Tower Cash Flow is Tower Cash Flow for the twelve month period ended as of the date presented. See the definition of Tower Cash Flow in Description of the Notes Certain Definitions included elsewhere herein. See footnote 5(c) to Selected Historical Data included elsewhere herein for a reconciliation of LTM Tower Cash Flow to Site Leasing Gross Profit for each of the periods presented.

(c) Annualized Tower Cash Flow is Tower Cash Flow for the most recent calendar quarter multiplied by four. See footnote (5)(c) to Selected Historical Financial Data included elsewhere herein for a reconciliation of Annualized Tower Cash Flow to Site Leasing Gross Profit for each of the periods presented.

(6) SBA Communications Consolidated Indebtedness is long-term debt, including the current maturities and excluding deferred gain on interest rate swap, in accordance with GAAP as set forth in our consolidated balance sheets incorporated by reference herein. SBA Communications Total Debt to Adjusted Consolidated Cash Flow Ratio is calculated by dividing SBA Communications Consolidated Indebtedness by SBA Communications Adjusted Consolidated Cash Flow. The indenture requires that SBA Communications Total Debt to Adjusted Consolidated Cash Flow Ratio not exceed 8.5 to 1.0 in order for SBA Communications to be able to incur additional debt, subject to certain exceptions, in accordance with the indenture. For the twelve months ended December 31, 2004, as adjusted for the Transactions, SBA Communications Total Debt to Adjusted Consolidated Cash Flow Ratio under the indenture would have been 10.3 to 1.0.

(7) Senior Finance s Consolidated Indebtedness is included in our long-term debt, including the current maturities, in accordance with GAAP as set forth in our consolidated balance sheets incorporated by reference herein, consisting of amounts related to our senior credit facility loans and our notes payable. Senior Finance s Consolidated Indebtedness does not include the $10\frac{1}{4}$% senior notes nor the $9\frac{3}{4}$% senior discount notes. Senior Finance s Total Debt to Adjusted Consolidated Cash Flow Ratio is calculated by dividing Senior Finance Consolidated Indebtedness by Senior Finance Adjusted Consolidated Cash Flow. The indenture requires that Senior Finance s Total Debt to Adjusted Consolidated Cash Flow Ratio not exceed 5.5 to 1.0 in order for Senior Finance to be able to incur additional debt, subject to certain exceptions, in accordance with the indenture. For the twelve months ended December 31, 2004, as adjusted for the Transactions, Senior Finance s Total Debt to Adjusted Consolidated Cash Flow Ratio under the indenture would have been 3.6 to 1.0.

(8) Reclassifications reflect the combination for reporting purposes of multiple acquired tower structures on a single parcel of real estate, which we market and customers view as a single location, into a single owned tower site. Dispositions reflect the sale, conveyance or other legal transfer of owned tower sites.

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# RISK FACTORS

Holders of old notes should carefully consider the information set forth below and all other information set forth in this prospectus before tendering their old notes in the exchange offer. The risk factors set forth in this prospectus, other than Risk Factors There could be negative consequences to you if you do not exchange your old notes for new notes, are generally applicable to the old notes as well as the new notes.

## Risks Relating to Our Business

***We may not be able to service our substantial indebtedness.***

As indicated below, we have and will continue to have a significant amount of indebtedness relative to our equity.

| | As of December 31, | |
|---|---|---|
| | **2003** | **2004** |
| | **(in thousands)** | |
| Total indebtedness* | $ 866,199 | $ 925,797 |
| Shareholders deficit | $ (1,566) | $ (88,671) |

* Excludes deferred gain on interest rate swap of $1,909 at December 31, 2004 and $4,559 at December 31, 2003.

Our ability to service our debt obligations will depend on our future operating performance. Our earnings were insufficient to cover our fixed charges for the year ended December 31, 2004 by $143.3 million and $173.1 million for the year ended December 31, 2003. Based on our outstanding debt at December 31, 2004 we would require approximately $46.0 million of cash flow from operating activities (before net cash interest expenses) to discharge our cash interest and principal obligations for the year ending December 31, 2005. By comparison, for the year ended December 31, 2004, we generated $93.2 million of cash flow from operating activities (before net cash interest expenses). In order to manage our substantial amount of indebtedness, we may from time to time sell assets, issue equity, or repurchase, restructure or refinance some or all of our debt (all of which we have done at various times in the last two years). In 2003, we sold 784 towers located in the Western two-thirds of the United States and realized gross proceeds of $196.7 million. We may not be able to effectuate any of these alternative strategies on satisfactory terms in the future, if at all. The implementation of any of these alternative strategies may dilute our current shareholders or subject us to additional costs or restrictions on our ability to manage our business and as a result could have a material adverse effect on our financial condition and growth strategy.

We may not have sufficient liquidity or cash flow from operations to repay the remaining amount of our outstanding senior credit facility, our 9 $^{3}/4$% senior discount notes or our 8 $^{1}/2$% senior notes upon their respective maturities. Therefore, prior to the maturity of our outstanding debt we may be required to refinance and/or restructure some or all of this debt. We cannot assure you that we will be able to refinance or restructure this debt on acceptable terms or at all. If we were unable to refinance, restructure or otherwise repay the principal amount of this debt upon its maturity, we may need to sell assets, cease operations and/or file for protection under the bankruptcy laws.

As of December 31, 2004, we had approximately $36.5 million of additional borrowing capacity under our senior credit facility, subject to maintenance covenants, borrowing base limitations and other conditions. Furthermore, we and our subsidiaries may be able to incur significant additional indebtedness in the future, subject to the restrictions contained in our debt instruments, some of which may be secured debt.

***We may not secure as many site leasing tenants as planned or our lease rates on new leases may decline.***

If tenant demand for tower space or our lease rates on new leases decrease, we may not be able to successfully grow our site leasing business. This may have a material adverse effect on our strategy, revenue

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growth and our ability to satisfy our financial and other contractual obligations. Our plan for the growth of our site leasing business largely depends on our management s expectations and assumptions concerning future tenant demand and potential lease rates for independently owned towers.

***If our wireless service provider customers combine their operations to a significant degree, our growth, our revenue and our ability to service our indebtedness could be adversely affected.***

Demand for our services may decline if there is significant consolidation among our wireless service provider customers as they may then reduce capital expenditures in the aggregate because many of their existing networks and expansion plans overlap. In January 2003, the spectrum cap, which previously prohibited wireless carriers from owning more than 45 MHz of spectrum in any given geographical area, expired. Some wireless carriers have consolidated with each other and others may be encouraged to consolidate with each other as a result of this regulatory change and as a means to strengthen their financial condition. Economic conditions have resulted in the consolidation of several wireless service providers and this trend is likely to continue. To the extent that our customers consolidate, they may not renew any duplicative leases that they have on our towers and/or may not lease as many spaces on our towers in the future. This would adversely affect our growth, our revenue and our ability to service our indebtedness. In October 2004, Cingular acquired AT&T Wireless. As of December 31, 2004, Cingular and AT&T were both tenants on 355 of our 3,060 towers. The contractual revenue generated by both of these tenants on these 355 towers at December 31, 2004 was approximately $16 million. If, as a result of this transaction, Cingular were not to renew duplicate leases, we could lose up to 50% of such revenue. The average remaining contractual life of such duplicate leases was approximately two years.

In January 2005, Sprint PCS and Nextel agreed to merge, which is expected to be consummated in the second half of 2005. As of December 31, 2004, Sprint PCS and Nextel were both tenants on 349 of our 3,060 towers. The contractual revenue generated by both of these tenants on the 349 towers at December 31, 2004 was approximately $16 million. If this merger is consummated and either Sprint PCS or Nextel were not to renew duplicate leases, we could lose up to 50% of such revenue. The average remaining contractual life of such duplicate leases was approximately 2 years.

Similar consequences may occur if wireless service providers engage in extensive sharing or roaming or resale arrangements as an alternative to leasing our antenna space. Wireless voice service providers frequently enter into roaming agreements with competitors allowing them to use another s wireless communications facilities to accommodate customers who are out of range of their home provider s services. Wireless voice service providers may view these roaming agreements as a superior alternative to leasing antenna space on communications sites owned or controlled by us or others. The proliferation of these roaming agreements could have a material adverse effect on our revenue.

***We depend on a relatively small number of customers for most of our revenue.***

We derive a significant portion of our revenue from a small number of customers, particularly in our site development services business. The loss of any significant customer could have a material adverse effect on our revenue.

The following is a list of significant customers and the percentage of our total revenues for the specified time periods derived from these customers:

| | Percentage of Total Revenues For the year ended December 31, | | |
|---|---|---|---|
| | 2002 | 2003 | 2004 |
| Cingular (including AT&T Wireless) | 14.5% | 20.3% | 22.7% |
| Sprint PCS | 5.2% | 8.6% | 15.7% |
| Bechtel Corporation* | 13.8% | 10.4% | 6.1% |

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

| | Percentage of Site Leasing Revenues For the year ended December 31, | | |
|---|---|---|---|
| | 2002 | 2003 | 2004 |
| Cingular (including AT&T Wireless) | 16.9% | 28.0% | 27.5% |
| Verizon | 11.7% | 10.0% | 9.5% |
| Nextel | 11.3% | 6.5% | 7.3% |

| | Percentage of Site Development Consulting Revenue For the year ended December 31, | | |
|---|---|---|---|
| | 2002 | 2003 | 2004 |
| Bechtel Corporation* | 46.2% | 40.3% | 24.7% |
| Cingular (including AT&T Wireless) | 16.0% | 4.3% | 26.6% |
| Verizon Wireless | 4.5% | 13.6% | 26.1% |
| Horizon | 13.1% | 1.5% | |

| | Percentage of Site Development Construction Revenue For the year ended December 31, | | |
|---|---|---|---|
| | 2002 | 2003 | 2004 |
| Bechtel Corporation* | 26.2% | 28.9% | 14.5% |
| Sprint PCS | 3.0% | 13.1% | 35.8% |
| Cingular (including AT&T Wireless) | 13.2% | 5.4% | 12.5% |
| T-Mobile | 10.7% | 7.5% | 3.9% |

* Substantially all of the work performed for Bechtel Corporation was for its clients Cingular and AT&T Wireless.

Revenues from these clients are derived from numerous different site leasing contracts and site development contracts. Each site leasing contract relates to the lease of space at an individual tower site and is generally for an initial term of five years renewable for five five-year periods at the option of the tenant. 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.

***Our substantial indebtedness may negatively impact our ability to implement our business plan.***

Our substantial indebtedness may negatively impact our ability to implement our business plan. For example, it could:

limit our ability to fund future working capital, capital expenditures and development costs;

limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;

increase our vulnerability to general economic and industry conditions;

subject us to interest rate risk;

place us at a competitive disadvantage to our competitors that are less leveraged;

require us to sell debt or equity securities or sell some of our core assets, possibly on unfavorable terms, to meet payment obligations; and

limit our ability to borrow additional funds.

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***We are dependent on the financial stability of our customers and any deterioration in their financial condition may reduce the demand for our services which would adversely affect our growth strategy, revenues and financial condition.***

Our business depends on the financial stability of our customers. The economic slowdown and intense competition in the wireless and telecommunications industries over the past several years have impaired the financial condition of some of our customers, certain of which operate with substantial leverage and certain of which have filed or may file for bankruptcy. The financial uncertainties facing our customers could reduce demand for our communications sites, increase our bad debt expense and reduce prices on new customer contracts. This could affect our ability to satisfy our obligations.

In addition, we may be negatively impacted by our customers limited access to debt and equity capital. Recently when capital market conditions were difficult for the telecommunications industry, wireless service providers conserved capital by not spending as much as originally anticipated to finance expansion activities. This decrease adversely impacted demand for our services and consequently our financial condition. As a result, we adjusted our business during 2002 and early 2003 to significantly reduce and subsequently suspend any material investment for new towers and our site development activities. If our customers are not able to access the capital markets in the future, our growth strategy, revenues and financial condition may again be adversely affected.

***Our debt instruments contain restrictive covenants that could adversely affect our business.***

Our senior credit facility and the indentures governing our outstanding notes each contain certain restrictive covenants. Among other things, these covenants restrict our ability to:

- incur additional indebtedness;
- sell assets;
- pay dividends, or repurchase our common stock;
- make certain investments;
- engage in other restricted payments;
- engage in mergers or consolidations;
- incur liens; and
- enter into affiliate transactions.

If we fail to comply with these covenants, it could result in an event of default under one or all of these debt instruments. The acceleration of amounts due under one of our debt instruments would also cause a cross-default under our other debt instruments.

SBA Senior Finance, which owns, directly or indirectly, all of the common stock of our operating subsidiaries, is the borrower under our senior credit facility. The senior credit facility requires SBA Senior Finance to maintain specified financial ratios, including ratios regarding SBA Senior Finance s debt to annualized operating cash flow, debt service, cash interest expense and fixed charges for each quarter. In addition, the senior credit facility contains additional negative covenants that, among other things, restrict our ability to commit to capital expenditures and build towers without anchor tenants. Our ability to meet these financial ratios and tests and comply with these covenants can be affected by events beyond our control, and we may not be able to do so. A breach of any of these covenants, if not remedied within the specified period, could result in an event of default under the senior credit facility.

Upon the occurrence of any default, our senior credit facility lenders can prevent us from borrowing any additional amounts under the senior credit facility. In addition, upon the occurrence of any event of default, other than certain bankruptcy events, senior credit facility lenders, by a majority vote, can elect to declare all amounts of principal outstanding under the senior credit facility, together with all accrued interest, to be immediately due and payable. The acceleration of amounts due under our senior credit facility would cause a cross-default under our indentures, thereby permitting the acceleration of such indebtedness. If the indebtedness under the senior credit facility and/or indebtedness under our outstanding notes were to be accelerated, our current assets would not be sufficient to repay in full the indebtedness. If we were unable to repay amounts that become due under the senior credit facility, the senior credit lenders could proceed against the collateral granted to them to secure that indebtedness. Substantially all of our assets are pledged as security under the senior credit facility. In such an event of default, our assets may not be sufficient to satisfy our obligations under the notes.

***Due to the long-term expectations of revenue from our tenant leases, we are very sensitive to the creditworthiness of our tenants.***

Due to the long-term nature of our tenant leases, we, like others in the tower industry, are dependent on the continued financial strength of our tenants. Wireless service providers often operate with substantial leverage, and financial problems for our customers could result in uncollected accounts receivable, the loss of customers and lower than anticipated lease revenues. During the past three years, a number of our site leasing customers have filed for bankruptcy including almost all of our paging customers. Although these bankruptcies have not had a material adverse effect on our business or revenues, any future bankruptcies may have a material adverse effect on our business, revenues, and/or the collectability of our accounts receivable.

***Our quarterly operating results for our site development services fluctuate and therefore should not be considered indicative of our long-term results.***

The demand for our site development services fluctuates from quarter to quarter and should not be considered as 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, 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 in a timely basis to adjust to market slowdowns.

***We are not profitable and expect to continue to incur losses.***

We are not profitable. The following chart shows the net losses we incurred for the periods indicated:

| | For the year ended December 31, | | |
|---|---|---|---|
| | 2002 as restated | 2003 as restated | 2004 |
| | | (in thousands) | |
| Net Loss | $ (267,087) | $ (175,148) | $ (147,280) |

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Our losses are principally due to significant interest expense and depreciation and amortization in each of the periods presented above. For the year ended December 31, 2004, we recorded an asset impairment charge of $7.1 million and a charge associated with the write-off of deferred financing fees and loss on the extinguishment of debt of $41.2 million. We recorded an asset impairment charge of $13.0 million, a charge associated with the loss from write-off of deferred financing fees and extinguishment of debt of $24.2 million, and a restructuring charge of $2.1 million during the year ended December 31, 2003. We recorded restructuring and other charges of $47.8 million, a $60.7 million charge related to the cumulative effect of a change in accounting principle related to the adoption of SFAS No. 142, and an asset impairment charge of $24.2 million in the year ended December 31, 2002. We expect to continue to incur significant losses which may affect our ability to service our indebtedness.

***Increasing competition in the tower industry may adversely affect us.***

Our industry is highly competitive, particularly with respect to securing quality tower assets and adequate capital to support tower networks. Competitive pressures for tenants on their towers from these competitors could adversely affect our lease rates and services income. In addition, the loss of existing customers or the failure to attract new customers would lead to an accompanying adverse effect on our revenues, margins and financial condition. Increasing competition could also make the acquisition of quality tower assets more costly.

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;
- site development companies that acquire antenna space on existing towers for wireless service providers, manage new tower construction and provide site development services;
- other large independent tower companies; and
- smaller local independent tower operators.

Wireless service providers that own and operate their own tower networks and several of the other tower companies generally are substantially larger and have greater financial resources than we do. 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.

The site development market includes participants from a variety of market segments offering individual, or combinations of, competing services. We believe that a company s experience, track record, local reputation, price and time for completion of a project have been and will continue to be the most significant competitive factors affecting the site development business.

***We may not be able to build and/or acquire as many towers as we anticipate.***

We currently intend to build 50 to 75 new towers during 2005 and to consummate a limited number of tower acquisitions. However, our ability to build these new towers is dependent upon (1) the availability of sufficient capital to fund construction, (2) our ability to locate, and acquire at commercially reasonable prices, attractive locations for such towers and (3) our ability to obtain the necessary zoning and permits.

Our ability to consummate tower acquisitions is also subject to risks. Specifically, these risks include (1) our ability to identify those towers that would be attractive to our clients and accretive to our revenues, (2) our ability to negotiate and consummate agreements to acquire such towers and (3) sufficient capital to fund such acquisitions. Due to these risks, it may take longer to complete our new tower builds than anticipated, the costs of constructing or acquiring these towers may be higher than we expect or we may not be able to add as many towers as we had planned in 2005. If we are not able to increase our tower portfolio as anticipated, it could negatively impact our ability to make our goals for site leasing revenue.

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***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 Senior Vice President and Chief Operating Officer, and Thomas P. Hunt, our Senior Vice President and General Counsel. 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.

***New technologies and their use by carriers may have a material adverse effect on our growth rate and results of operations.***

The emergence of new technologies could reduce the demand for space on our towers. For example, the development of and use of products that would permit multiple wireless carriers to use a single antenna, share networks or increase the range and capacity of an antenna could reduce the number of antennas needed by our customers. In addition, the deployment of WiFi and WiMax technologies could impact the network needs of our existing customers providing wireless telephony services. This could have a material adverse effect on our growth rate and results of operations.

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

The government imposes requirements and other guidelines on our towers relating 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. If we were subject to claims relating to RF energy, even if such claims were not ultimately found to have merit, our financial condition could be materially and adversely affected.

***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. In particular, both the Federal Communications Commission ( FCC ) and Federal Aviation Administration ( FAA ) regulate the construction and maintenance of antenna towers and structures that support wireless communications and radio and television antennas. In addition, the FCC separately licenses and regulates wireless communications equipment and television and radio stations operating from such towers and structures. FAA and FCC regulations govern construction, lighting, painting and marking of towers and structures and may, depending on the characteristics of the tower or structure, require registration of the tower or structure. Certain proposals to construct new towers or structures or to modify existing towers or structures are reviewed by the FAA to ensure that the tower or structure will not present a hazard to air navigation.

Antenna tower owners and antenna structure owners may have an obligation to mark or paint towers or structures or install lighting to conform to FAA standards and to maintain such marking, painting and lighting.

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Antenna tower owners and antenna structure 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 antenna towers and structures are also reviewed by the FCC to ensure compliance with environmental impact requirements. 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 antenna tower and structure owners to obtain approval from local officials or community standards organizations prior to tower or structure construction or modification. Local regulations can delay, prevent, or increase the cost of new construction, co-locations, or site upgrade projects, 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. These factors could have a material adverse effect on our future growth and operations.

***Our towers are subject to damage from natural disasters.***

Our towers are subject to risks associated with natural disasters such as tornadoes and hurricanes. 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 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 make significant capital expenditures and may have a material adverse effect on our operations or financial condition.

***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 sites, 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.

***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 asset is and is expected to be the outstanding capital stock of our subsidiaries. We conduct, and expect to conduct, all of our business operations through our subsidiaries. Accordingly, our ability to pay our obligations, including the principal and interest, premium, if any, and additional interest, if any, on our outstanding 9 $^{3}/4$% senior discount notes and our 8 $^{1}/2$% senior notes, is dependent upon dividends and other distributions from our subsidiaries to us. Other than amounts required to make interest and principal payments on the notes, we currently expect that the earnings and cash flow of our subsidiaries will be retained and used by them in their operations, including servicing their debt obligations. Our operating subsidiaries are separate and distinct legal entities and have no obligation, contingent or otherwise to pay the principal, interest and other amounts on the notes or make any

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funds available to us for payment. The ability of our operating subsidiaries to pay dividends or transfer assets to us may be restricted by applicable state law and contractual restrictions, including the terms of the senior credit facility. Although the indenture governing the notes will limit the ability of our operating subsidiaries to enter into consensual restrictions on their ability to pay dividends to us, these limitations are subject to a number of significant qualifications and exceptions.

**Risks Relating to the Notes**

***The notes will be structurally subordinated to the debt of our subsidiaries, including our senior credit facility.***

We have no operations of our own and derive substantially all of our revenue from the operations of our subsidiaries. Our subsidiaries are not guarantors of the notes. In the event of our bankruptcy or the bankruptcy of any of our subsidiaries, the holders of their liabilities, including indebtedness, and trade creditors of our subsidiaries would generally be entitled to payment of their claims from the assets of the affected subsidiaries before those assets were made available for distribution to us. As a result, the claims of holders of the notes will effectively rank junior to the claims of all of the creditors of our subsidiaries, including trade creditors and the lenders under our senior credit facility. If any indebtedness of our subsidiaries were to be accelerated, we cannot assure you that the assets of the subsidiaries remaining after payment of such indebtedness would be sufficient to repay our indebtedness in full, including the notes. As of December 31, 2004, the notes would have been structurally junior to approximately $703.3 million of total liabilities of our subsidiaries, including $323.4 million of indebtedness under the senior credit facility and $302.4 million of the 9 $^{3}/4$% senior discount notes. As of March 31, 2005, we had drawn down $322.6 million under the senior credit facility and as a result had approximately $36.5 million in availability under the senior credit facility, which would be senior in right of payment to the notes, and had $309.8 million aggregate principal amount at maturity outstanding of the 9 $^{3}/4$% senior discount notes. Furthermore, our subsidiaries may be able to incur significant additional indebtedness in the future, subject to the restrictions contained in our debt instruments, some of which may be secured debt.

***The notes will be structurally subordinated to our secured indebtedness.***

The notes will not be secured by any of our assets. The senior credit facility is secured by a lien on substantially all of our assets and the assets of our domestic subsidiaries and a pledge of all of the outstanding capital stock of each of our domestic subsidiaries. If we become insolvent or are liquidated, or payment under indebtedness is accelerated, our lenders would be entitled to exercise the remedies as secured lenders under applicable law and will have a claim on such assets that would rank senior to the holders of the notes. The liquidation value of our assets remaining after payment of such secured indebtedness may not be sufficient to repay in full our unsecured indebtedness, including the notes.

***We are a holding company and are dependent on our subsidiaries for cash flow.***

We are a holding company with no business operations of our own. Our only significant asset is the outstanding capital stock of our subsidiaries. We conduct all of our business operations through our subsidiaries. Accordingly, our ability to pay the principal and interest, premium, if any, and additional interest, if any, on the notes, is dependent upon the earnings of our subsidiaries and their distribution of funds to us. None of our subsidiaries will have any obligation, contingent or otherwise, to make any funds available to us for payment of principal or interest on the notes. We may not be able to access cash generated by our subsidiaries in order to pay principal and interest on the notes. We may not be able to access cash generated by our subsidiaries in order to pay principal and interest, premium, if any, and additional interest, if any, on the notes or fulfill other cash commitments. The ability of our subsidiaries to pay dividends or transfer assets may be restricted under the terms of the senior credit facility. Although the indenture governing the notes will limit the ability of our subsidiaries to enter into consensual restrictions on their ability to pay dividends to us, such limitations are subject to a number of significant qualifications and exceptions. Our right or the right of our creditors, including holders of the notes, to participate in the assets of any subsidiary upon the liquidation or reorganization of that subsidiary will be subject to the prior claims of that subsidiary s creditors, including holders of its indebtedness and trade creditors.

***We may not have sufficient funds to repurchase the notes upon a change in control as required by the indenture.***

If a change of control (as defined in the indenture for the notes and the 9 3/4% senior discount notes) of SBA Communications occurs, we will be required, subject to certain conditions, to offer to purchase all outstanding notes and all outstanding 9 3/4% senior discount notes at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest thereon to the date of purchase.

As of December 31, 2004, we did not have sufficient funds available to purchase all of the notes and all outstanding 9 3/4% senior discount notes if they were tendered in a change of control offer. The source of funds for any purchase of these notes will be our available cash or cash generated from our operations or other sources, including borrowings, sales of assets or sales of equity. If we do not have sufficient cash on hand, we could seek to obtain a waiver from the lenders under the senior credit facility or the holders of the notes and the 9 3/4% senior discount notes, and/or refinance the debt under the senior credit facility and/or the notes and the 9 3/4% senior discount notes. We may not, however, be able to obtain a waiver or refinance our debt on satisfactory terms, or at all.

Our failure to purchase the notes would be a default under the indentures for the notes and the 9 3/4% senior discount notes, which would in turn be a default under the senior credit facility. In addition, a change of control will constitute an event of default under the senior credit facility. A default under the senior credit facility would result in an event of default under the indentures if the senior credit lenders were to accelerate the debt under the senior credit facility. Furthermore, if the holders of the notes or the holders of the 9 3/4% senior discount notes exercise their right to require us to repurchase their respective notes, the financial effect of this repurchase could cause a default under our other debt, even if the event itself would not cause a default.

***No public market currently exists for the notes and an active trading market may not develop for the notes, which may limit your ability to resell them.***

The notes constitute a new class of securities for which there is no established trading market and we do not intend to list the notes on any securities exchange or seek their admission to be quoted on any automated dealer quotation system. However, the notes are eligible for trading in the PORTAL Market.

Although the initial purchasers have advised us that they intend to make a market in the notes, they are not obligated to do so, and they may cease to do so at any time without notice. Accordingly, we cannot assure you that an active market will develop for the notes or, if a trading market develops, that it will continue. The lack of an active trading market for the notes would have a material adverse effect on the market price and liquidity of the notes. If a market for the notes develops, they may trade at a discount from their initial offering price. Future trading prices of the notes will depend on many factors, including:

- our operating performance and financial condition;
- our ability to complete the offer to exchange the old notes for new notes;
- prevailing interest rates; and

the market for similar securities.

Historically, the market for non-investment grade debt has been subject to disruptions that have caused substantial volatility in prices. The market for the notes, if any, may be subject to similar disruptions. Any such disruptions may adversely affect the value of the notes and your ability to dispose of the notes, regardless of our prospects or performance.

***There could be negative consequences to you if you do not exchange your old notes for new notes.***

Any old notes tendered and exchanged in the exchange offer will reduce the aggregate principal amount of old notes outstanding. Because we anticipate that most holders will elect to exchange their old notes for new

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notes due to the absence of most restrictions on the resale of new notes, we anticipate that the liquidity of the market for any old notes remaining outstanding after the exchange offer may be substantially limited. Following the consummation of the exchange offer, holders who did not tender their old notes generally will not have any further registration rights under the registration rights agreement, and these old notes will continue to be subject to restrictions on transfer. The old notes are currently eligible for sale under Rule 144A through the PORTAL Market.

As a result of making the exchange offer, we will have fulfilled our obligations under the registration rights agreement relating to the old notes. Holders who do not tender their old notes generally will not have any further registration rights or rights to receive the liquidated damages specified in the registration rights agreement for our failure to register the new notes.

Any old notes that are not exchanged for new notes will remain restricted securities. Accordingly, the old notes may be resold only:

- to us or one of our subsidiaries;
- to a qualified institutional buyer;
- to an institutional accredited investor;
- to a party outside the United States under Regulation S under the Securities Act;
- under an exemption from registration provided by Rule 144 under the Securities Act; or
- under an effective registration statement.

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**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus and the documents incorporated by reference in this prospectus contain forward-looking statements. Discussions containing forward-looking statements may be found in the material set forth in the section entitled Summary, and throughout this prospectus.

our estimates regarding our liquidity, capital expenditures and sources of both, and our ability to fund operations and meet our obligations as they become due;

our ability to sell those towers accounted for in discontinued operations and the timing of such sales;

our belief that we will experience continued long-term growth of our site leasing revenues due to increasing minutes of network use and network coverage and capacity requirements;

our strategy to focus our business on the site leasing business, and the consequential shift in our revenue stream and gross profits from project driven revenues to recurring revenues, predictable operating costs and minimal capital expenditures;

our belief that focusing our site leasing activities in the Eastern third of the United States will improve our operating efficiencies, reduce overhead expenses and procure higher revenue per tower;

our expectation of growing our cash flows by using existing tower capacity or requiring carriers to bear all or a portion of the cost of tower modifications;

our belief that our towers have significant capacity to accommodate additional tenants and increased use of our towers can be achieved at a low incremental cost;

our intention to selectively invest in new tower builds and/or tower acquisitions;

our expectations regarding our new build program and our intent to build 50-75 new towers in 2005;

our intent that each new build will at least have one tenant upon completion and our expectation that many will have multiple tenants;

our belief regarding our position to capture additional site leasing business in our markets and identify and participate in site development projects across our markets;

our estimates regarding our annual debt service and cash interest requirements in 2005 and thereafter; and

our estimates regarding cash savings in debt service and amortization payments in 2005 as a result of our debt refinancing activities.

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:

- our inability to sufficiently increase our revenues and maintain or decrease expenses and cash capital expenditures to permit us to fund operations and meet our obligations as they become due;

- the inability of our clients to access sufficient capital or their unwillingness to expend capital to fund network expansion or enhancements;

- our ability to continue to comply with covenants and the terms of our senior credit facility and to access sufficient capital to fund our operations;

- our ability to secure as many site leasing tenants as planned;
- our ability to expand our site leasing business and maintain or expand our site development business;
- our ability to successfully build 50-75 new towers in 2005;
- our ability to successfully implement our strategy of having at least one tenant on each new build upon completion;
- our ability to successfully address zoning issues;
- our ability to retain current lessees on our towers;
- the actual amount and timing of services rendered and revenues received under our contract with Sprint;
- our ability to realize economies of scale from our tower portfolio; and
- the continued use of towers and dependence on outsourced site development services by the wireless communications industry.

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## USE OF PROCEEDS

We will not receive any proceeds from the issuance of the new notes offered in the exchange offer. In consideration for issuing the new notes, we will receive in exchange old notes in like principal amount, the terms of which are identical in all respects to the new notes, except for the transfer restrictions and registration rights. The old notes surrendered in exchange for new notes will be retired and canceled and cannot be reissued. Accordingly, issuance of the new notes will not result in any increase in our indebtedness.

The net proceeds of the sale of the old notes was approximately $244.8 million, after deducting transaction fees and expenses payable by us. We used the net proceeds from this offering to fund payments made in connection with the tender offer for the repurchase of $186.5 million aggregate principal amount of our outstanding 10 1/4% senior notes. The offering of the notes was not conditioned on the repurchase of any minimum amount of 10 1/4% senior notes in the tender offer. On February 1, 2005, the remaining 10 1/4% senior notes became redeemable at our option, in whole or in part, at a premium of 105.125%, plus accrued and unpaid interest, if any, to the redemption date. We used the remaining net proceeds to redeem the remaining $50.0 million 10 1/4% senior notes on February 1, 2005.

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**SELECTED FINANCIAL DATA**

The following table sets forth selected historical financial data as of and for each of the five years ended December 31, 2004. The financial data for fiscal year ended 2004 have been derived from our audited consolidated financial statements. The financial data for the fiscal years ended 2003 and 2002 have been derived from, and are qualified by reference to, our restated audited consolidated financial statements. These restated financial statements include adjustments for a change in the method of accounting for certain types of ground leases underlying our tower sites. The financial data as of and for the fiscal years ended 2001 and 2000 have been derived from our restated unaudited consolidated financial statements. The unaudited financial data as of and for the year ended December 31, 2001 and 2000, have been derived from our books and records without audit and, in the opinion of management, include all adjustments, (consisting only of normal, recurring adjustments) that management considers necessary for a fair statement of results for these periods. The following consolidated financial statements have been reclassified to reflect the discontinued operations treatment of our western site development services and reclassification of 14 towers previously classified as discontinued operations into continuing operations. You should read the information set forth below in conjunction with our Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the related notes to those consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2004, incorporated by reference into this prospectus.

| | For the year ended December 31, | | | | |
|---|---|---|---|---|---|
| | 2000 as restated | 2001 as restated | 2002 as restated | 2003 as restated | 2004 |
| | (unaudited) | (unaudited) | (audited) (in thousands) | (audited) | (audited) |
| Operating Data | | | | | |
| Revenues: | | | | | |
| Site leasing | 44,332 | $ 85,519 | $ 115,121 | $ 127,852 | $ 144,004 |
| Site development | 103,677 | 115,773 | 99,352 | 64,257 | 87,478 |
| Total revenues | 148,009 | 201,292 | 214,473 | 192,109 | 231,482 |
| Cost of revenues (exclusive of depreciation, accretion and amortization shown below): | | | | | |
| Cost of site leasing | 19,676 | 35,537 | 46,709 | 47,793 | 47,283 |
| Cost of site development | 81,630 | 92,755 | 81,565 | 58,683 | 81,398 |
| Total cost of revenues | 101,306 | 128,292 | 128,274 | 106,476 | 128,681 |
| Gross profit | 46,703 | 73,000 | 86,199 | 85,633 | 102,801 |
| Operating expenses: | | | | | |
| Selling, general and administrative | 26,482 | 39,697 | 32,740 | 30,714 | 28,887 |
| Restructuring and other charges | | 24,399 | 47,762 | 2,094 | 250 |
| Asset impairment charges | | | 24,194 | 12,993 | 7,092 |
| Depreciation, accretion and amortization | 29,901 | 73,390 | 95,627 | 93,657 | 90,453 |
| Total operating expenses | 56,383 | 137,486 | 200,323 | 139,458 | 126,682 |
| Operating loss from continuing operations | (9,680) | (64,486) | (114,124) | (53,825) | (23,881) |
| Other income (expense): | | | | | |
| Interest income | 6,252 | 7,058 | 601 | 692 | 516 |
| Interest expense, net of amounts capitalized | (4,879) | (47,713) | (54,822) | (81,501) | (47,460) |

| | | | | | |
|---|---|---|---|---|---|
| Non-cash interest expense | (23,000) | (25,843) | (29,038) | (9,277) | (28,082) |
| Amortization of debt issuance costs | (3,006) | (3,887) | (4,480) | (5,115) | (3,445) |
| Write-off of deferred financing fees and loss on extinguishment of other debt | | (5,069) | | (24,219) | (41,197) |
| Other | 66 | (56) | (169) | 169 | 236 |
| Total other expense | (24,567) | (75,510) | (87,908) | (119,251) | (119,432) |

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| | For the year ended December 31, | | | | |
|---|---|---|---|---|---|
| | **2000 as restated** | **2001 as restated** | **2002 as restated** | **2003 as restated** | **2004** |
| | **(unaudited)** | **(unaudited)** | **(audited) (in thousands)** | **(audited)** | **(audited)** |
| Loss from continuing operations before cumulative effect of changes in accounting principles | (34,247) | (139,996) | (202,032) | (173,076) | (143,313) |
| Provision for income taxes | (954) | (1,489) | (300) | (1,729) | (710) |
| Loss from continuing operations before cumulative effect of change in accounting principle | (35,201) | (141,485) | (202,332) | (174,805) | (144,023) |
| (Loss) gain from discontinued operations, net of income taxes | 323 | 74 | (4,081) | 202 | (3,257) |
| Loss before cumulative effect of change in accounting principle | (34,878) | (141,411) | (206,413) | (174,603) | (147,280) |
| Cumulative effect of change in accounting principle(1) | | | (60,674) | (545) | |
| Net loss | $ (34,878) | $ (141,411) | $ (267,087) | $ (175,148) | $ (147,280) |
| Basic and diluted loss per common share amounts: | | | | | |
| Loss from continuing operations before cumulative effect of changes in accounting principle | $ (0.86) | $ (2.99) | $ (4.01) | $ (3.35) | $ (2.47) |
| (Loss) gain from discontinued operations | 0.01 | | (0.08) | | (0.05) |
| Cumulative effect of change in accounting principle | | | (1.20) | (0.01) | |
| | $ (0.85) | $ (2.99) | $ (5.29) | $ (3.36) | $ (2.52) |
| Basic and diluted weighted average shares outstanding | 41,156 | 47,321 | 50,491 | 52,204 | 58,420 |

| | As of December 31, | | | | |
|---|---|---|---|---|---|
| | **2000 as restated** | **2001 as restated** | **2002 as restated** | **2003 as restated** | **2004** |
| | **(unaudited)** | **(unaudited)** | **(unaudited) (in thousands)** | **(audited)** | **(audited)** |
| **Balance Sheet Data:** | | | | | |
| Cash and cash equivalents | $ 14,980 | $ 13,904 | $ 61,141 | $ 8,338 | $ 69,627 |
| Short-term investments | | | | 15,200 | |
| Restricted cash(2) | | | | 10,344 | 2,017 |
| Property and equipment (net) | 762,644 | 975,662 | 922,392 | 830,145 | 745,831 |
| Total assets | 945,285 | 1,394,280 | 1,279,267 | 958,252 | 917,244 |
| Total debt(3) | 248,273 | 845,453 | 1,024,282 | 870,758 | 927,706 |
| Total Shareholders equity (deficit) | 529,406 | 424,369 | 161,024 | (1,566) | (88,671) |

| | For the year ended December 31, | | | | |
|---|---|---|---|---|---|
| | **2000** | **2001** | **2002** | **2003** | **2004** |
| | **(unaudited)** | **(unaudited)** | **(audited) (in thousands)** | **(audited)** | **(audited)** |
| **Other Data:** | | | | | |
| Cash provided by (used in): | | | | | |

| | | | | | |
|---|---|---|---|---|---|
| Operating activities | $ 47,516 | $ 28,753 | $ 17,807 | $ (29,808) | $ 14,216 |
| Investing activities | (445,280) | (554,700) | (102,716) | 155,456 | 1,326 |
| Financing activities | 409,613 | 524,871 | 132,146 | (178,451) | 45,747 |
| Ratio of earnings to fixed charges(4) | 0.12x | | | | |

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| | For the year ended December 31, | | |
|---|---|---|---|
| | 2002 | 2003 | 2004 |
| | | (unaudited) (in thousands) | |
| **Indenture Data for this Offering:** | | | |
| SBA Communications Corporation Adjusted Consolidated Cash Flow(5)(6) | $ 58,472 | $ 66,497 | $ 84,911 |
| SBA Senior Finance, Inc. Adjusted Consolidated Cash Flow(5)(7) | 63,472 | 71,282 | 89,918 |

| | For the year ended December 31, | | | | |
|---|---|---|---|---|---|
| | 2000 | 2001 | 2002 | 2003 | 2004 |
| | | | (unaudited) | | |
| Tower owned at the beginning of period | 1,163 | 2,390 | 3,734 | 3,877 | 3,093 |
| Towers constructed | 779 | 667 | 141 | 13 | 10 |
| Towers acquired | 448 | 677 | 53 | | 5 |
| Towers reclassified/disposed of(8) | | | (51) | (797) | (42) |
| Total towers owned at the end of period | 2,390 | 3,734 | 3,877 | 3,093 | 3,066 |
| Total held for sale at end of period | 552 | 815 | 837 | 47 | 6 |
| Towers in continuing operations at end of period | 1,838 | 2,919 | 3,040 | 3,046 | 3,060 |
| | 2,390 | 3,734 | 3,877 | 3,093 | 3,066 |

(1) The Company adopted FAS 143, Asset Retirement Obligations effective January 1, 2003 and FAS 142, Goodwill and other Intangible Assets effective January 1, 2002.

(2)