SBA COMMUNICATIONS CORP

Form 4/A August 19, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue.

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

SECURITIES

burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Lazarus Brian D

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

SBA COMMUNICATIONS CORP

(Check all applicable)

[SBAC]

(Last) (First) (Middle)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

(Month/Day/Year)

below) 04/28/2015 SVP & Chief Accounting Officer

C/O SBA COMMUNICATIONS CORPORATION, 8051 CONGRESS

(Street)

AVENUE

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

04/30/2015

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

6. Individual or Joint/Group Filing(Check

BOCA RATON, FL 33487

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if

(Month/Day/Year)

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

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

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Class A

Stock

Common 04/28/2015

454 (1) A M

6,163

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	onof Deri Secu Acq (A) Disp of (I	ivative urities uired or posed D) tr. 3, 4,	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 19.68						(2)	03/05/2016	Class A Common Stock	892
Stock Options (Right to Buy)	\$ 31.09	04/28/2015		M		454	(2)	09/12/2015	Class A Common Stock	454
Stock Options (Right to Buy)	\$ 35.71						(2)	03/04/2017	Class A Common Stock	3,157
Stock Options (Right to Buy)	\$ 42.15						(2)	03/04/2018	Class A Common Stock	6,006
Stock Options (Right to Buy)	\$ 47.52						(3)	03/06/2019	Class A Common Stock	9,480
Restricted Stock Units	<u>(4)</u>						<u>(5)</u>	<u>(5)</u>	Class A Common Stock	699
Stock Options (Right to Buy)	\$ 72.99						<u>(6)</u>	03/06/2020	Class A Common Stock	17,245
Restricted Stock Units	<u>(4)</u>						<u>(7)</u>	<u>(7)</u>	Class A Common Stock	1,129
Stock	\$ 95.53						(8)	03/06/2021	Class A	21,607

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Options (Right to Buy)			Common Stock	
Restricted Stock Units	<u>(4)</u>	<u>(9)</u> <u>(9)</u>	Class A Common Stock	1,644
Stock Options (Right to Buy)	\$ 124.59	<u>(10)</u> 03/05/2022	Class A Common Stock	21,478
Restricted Stock Units	<u>(4)</u>	<u>(11)</u> <u>(11)</u>	Class A Common Stock	2,149

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Lazarus Brian D C/O SBA COMMUNICATIONS CORPORATION 8051 CONGRESS AVENUE BOCA RATON, FL 33487

SVP & Chief Accounting Officer

Signatures

/s/ Thomas P. Hunt, Attorney-in-Fact

08/19/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reported exercise was inadvertently omitted from the previous Form 4, which reported a sale of long shares rather than an exercise of the options reported by this amended Form 4 and a subsequent sale of the shares received upon such exercise.
- (2) These options are immediately exercisable.
- (3) These options vest in accordance with the following schedule: 3,160 vest on each of the first through fourth anniversaries of the grant date (March 6, 2012).
- (4) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
- These restricted stock units vest in accordance with the following schedule: 698 vest on the first anniversary of the grant date and 699 vest on each of the second through fourth anniversaries of the grant date (March 6, 2012).
- These options vest in accordance with the following schedule: 4,311 vest on each of the first through third anniversaries of the grant date and 4,312 vest on the fourth anniversary of the grant date (March 6, 2013).
- These restricted stock units vest in accordance with the following schedule: 564 vest on each of the first and third anniversaries of the grant date and 565 vest on each of the second and fourth anniversaries of the grant date (March 6, 2013).
- (8) These options vest in accordance with the following schedule: 5,401 vest on the first anniversary of the grant date and 5,402 vest on each of the second through fourth anniversaries of the grant date (March 6, 2014).

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- (9) These restricted stock units vest in accordance with the following schedule: 548 vest on each of the first through fourth anniversaries of the grant date (March 6, 2014).
- These options vest in accordance with the following schedule: 5,369 vest on each of the first and third anniversaries of the grant date and 5,370 vest on each of the second and fourth anniversaries of the grant date (March 5, 2015).
- (11) These restricted stock units vest in accordance with the following schedule: 537 vest on each of the first through third anniversaries of the grant date and 538 vest on the fourth anniversary of the grant date (March 5, 2015).

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