

Krouse George R Jr
 Form 4
 May 03, 2019

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Krouse George R Jr

2. Issuer Name and Ticker or Trading Symbol
 SBA COMMUNICATIONS CORP
 [SBAC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O SBA COMMUNICATIONS CORPORATION, 8051 CONGRESS AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 05/01/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 BOCA RATON, FL 33487

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 03/21/2019 | | G ⁽¹⁾ | 50 | D \$ 0 | 10,481 | D |
| Class A Common Stock | 05/01/2019 | | M | 269 | A (2) | 10,750 | D |
| Class A Common Stock | 05/01/2019 | | M | 200 | A (3) | 10,950 | D |

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| | | | | | | | |
|----------------------------|------------|---|--------------------|---|----------------------------|--------|---|
| Class A Common Stock | 05/01/2019 | F | 165 ⁽⁴⁾ | D | \$ 203.73 | 10,785 | D |
| Class A Common Stock | 05/02/2019 | M | 1,899 | A | \$ 113.55 | 12,684 | D |
| Class A Common Stock | 05/02/2019 | S | 1,899 | D | \$ <u>(5)</u> 204.16 | 10,785 | D |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 113.55 | 05/02/2019 | | M | 1,899 | <u>(6)</u> 05/21/2022 | Class A Common Stock | 1,899 | |
| Stock Options (Right to Buy) | \$ 100 | | | | | <u>(7)</u> 05/13/2023 | Class A Common Stock | 770 | |
| Restricted Stock Units | <u>(8)</u> | | | | | <u>(9)</u> <u>(9)</u> | Class A Common Stock | 303 | |
| Stock Options (Right to Buy) | \$ 132 | | | | | <u>(10)</u> 05/18/2024 | Class A Common Stock | 1,977 | |
| | <u>(8)</u> | 05/01/2019 | | M | 269 | <u>(11)</u> <u>(11)</u> | | 269 | |

| | | | | | | | | | |
|------------------------------|-----------|------------|---|-----|------|------------|--|----------------------|-------|
| Restricted Stock Units | | | | | | | | Class A Common Stock | |
| Stock Options (Right to Buy) | \$ 157.51 | | | | (12) | 05/17/2025 | | Class A Common Stock | 1,411 |
| Restricted Stock Units | (8) | 05/01/2019 | M | 200 | (13) | (13) | | Class A Common Stock | 200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Krouse George R Jr C/O SBA COMMUNICATIONS CORPORATION 8051 CONGRESS AVENUE BOCA RATON, FL 33487 | X | | | |

Signatures

/s/Thomas P. Hunt, 05/03/2019
Attorney-in-Fact

**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 Reporting Person gifted these shares to a 501(c)(3) charitable organization in an exempt transaction pursuant to Rule 16b-5 of the Securities Exchange Act of 1934, as amended.
- (2) On May 1, 2019, 269 of the Reporting Person's restricted stock units were settled for an equal number of Class A Common Stock.
- (3) On May 1, 2019, 200 of the Reporting Person's restricted stock units were settled for an equal number of Class A Common Stock.
- (4) Shares withheld for tax liability.
Represents the weighted average price of the shares sold. The prices of the shares sold pursuant to the transaction ranged from \$204.14 and \$204.19 per share. The Reporting Person, upon request, will provide the Securities and Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price.
- (6) These options are immediately exercisable.
These options vest in accordance with the following schedule: 769 vest on the earlier of May 13, 2017 or the day immediately prior to the 2017 annual meeting of shareholders; 769 vest on the earlier of May 13, 2018 or the day immediately prior to the 2018 annual meeting of shareholders; and 770 vest on the earlier of May 13, 2019 or the day immediately prior to the 2019 annual meeting of shareholders.
- (8) 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: 302 vest on the earlier of May 13, 2017 or the day immediately prior to the 2017 annual meeting of shareholders; 302 vest on the earlier of May 13, 2018 or the day immediately prior to the 2018 annual meeting of shareholders; and 303 vest on the earlier of May 13, 2019 or the day immediately prior to the 2019 annual meeting of shareholders.
- (9)

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- (10) These options vest in accordance with the following schedule: 658 vest on May 1, 2018; 659 vest on May 1, 2019; and 660 vest on May 1, 2020.
- (11) These restricted stock units vest in accordance with the following schedule: 268 vest on May 1, 2018; 269 vest on May 1, 2019; and 270 vest on May 1, 2020.
- (12) These options vest in accordance with the following schedule: 470 vest on May 1, 2019; 470 vest on May 1, 2020; and 471 vest on May 1, 2021.
- (13) These restricted stock units vest in accordance with the following schedule: 200 vest on May 1, 2019; 201 vest on May 1, 2020; and 201 vest on May 1, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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