

Edgar Filing: SPECTRASITE INC - Form RW

SPECTRASITE INC
Form RW
May 05, 2005

SpectraSite, Inc.
400 Regency Forest Drive
Cary, NC 27511

May 5, 2005

VIA EDGAR

Securities and Exchange Commission
Division of Corporate Finance
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: SpectraSite, Inc.
Application for Withdrawal of Registration
Statement on Form S-3, File No. 333-123719

Ladies and Gentlemen:

Pursuant to Rule 477 under the Securities Act of 1933, as amended (the "Securities Act"), SpectraSite, Inc. (the "Company") hereby respectfully requests that its Registration Statement on Form S-3, originally filed on March 31, 2005, File No. 333-123719, together with all exhibits thereto (collectively, the "Registration Statement") be withdrawn and that an order of the Securities and Exchange Commission (the "Commission") granting such withdrawal be issued.

The Registration Statement was originally filed with the Commission in connection with the settlement of an accelerated stock buyback agreement (the "ASB"). We are requesting that the Registration Statement be withdrawn because the Company settled the ASB in cash and therefore is no longer contractually obligated to settle the ASB with shares of its common stock. The Registration statement has not been declared effective by the Commission, and, no shares of common stock of the Company have been or will be sold pursuant to the Registration Statement.

The Company respectfully requests, in accordance with Rule 457(p) under the Securities Act, that all fees paid to the Commission in connection with the filing of the Registration Statement be credited to the account of the Company as an offset of all or a portion of the fee due for any subsequent filing.

2

Please forward copies of the order consenting to withdrawal of the Registration Statement to the undersigned at 400 Regency Forest Drive, Cary, NC 27511. If you have any questions regarding the foregoing application for withdrawal, please contact the undersigned at (919) 465-6802 or Raphael M. Russo of Paul, Weiss, Rifkind, Wharton & Garrison LLP at (212) 373-3309.

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Very truly yours,

SpectraSite, Inc.

By: /s/ Mark A. Slaven

Name: Mark A. Slaven

Title: Chief Financial Officer