

AMERICAN TOWER CORP /MA/
Form DEF 14A
April 10, 2019
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement.

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).

Definitive Proxy Statement.

Definitive Additional Materials.

Soliciting Material Pursuant to §240.14a-12.

AMERICAN TOWER CORPORATION

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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Dear Stockholder:

April 10, 2019

It is my pleasure to invite you to American Tower Corporation's 2019 Annual Meeting of Stockholders, which will be held on Tuesday, May 21, 2019 at 11:00 a.m., local time, in the Braemore/Kenmore Room at the Colonnade Hotel, 120 Huntington Avenue, Boston, Massachusetts 02116.

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

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

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

Sincerely,

James D. Taiclet

Chairman of the Board, President and

Chief Executive Officer

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Letter from the

Lead Independent Director

April 10, 2019

Dear Fellow Stockholders,

I appreciate the opportunity to serve as American Tower's Lead Director, working with a group of dedicated and insightful colleagues, and engaging with you, our valued stockholders. As Directors, it is essential that we guide management in the pursuit of our mutual objective to create long-term value for our stockholders through providing independent oversight of the Company's leadership team, engaging in constructive dialogue concerning business strategy and potential risks facing the Company, assuring development of our people and requiring commitment to sound ethics, governance, social and environmental responsibility.

Independent Board Leadership; CEO Evaluation Process As a Company with a culture of strong performance, having Jim serve as both Chairman and CEO of American Tower drives long-term value creation for our stockholders. It ensures that management and the Board are aligned in our view of opportunities and risks, while driving consistent focus on strategy and execution that support American Tower's role as a leader in the telecommunications industry. As Lead Director, I ensure that we maintain an active dialogue regarding business, financial and governance matters, and I also preside over executive sessions of independent Directors, so that we may guide the alignment of business decisions with the Company's overall strategic direction and determine what adjustments may be needed in terms of considering key matters on the meeting agendas. I also interact with stockholders, when appropriate, to discuss governance related matters and ensure that their viewpoints are represented in the boardroom.

The primary responsibility of the Board is to foster the long-term success of the Company, and a key element in fulfilling this responsibility is establishing our leadership structure. The Nominating and Corporate Governance Committee regularly reviews the current Board structure, including whether the roles of Chairman and CEO should be separated and the duties of the Lead Director, and values the flexibility of determining the best leadership structure based on the Company's needs at the time.

Risk Management The Board oversees the management of the Company's risk exposure. As Directors, we are individually and collectively dedicated to our role as your representatives and we believe that our diverse skills and backgrounds reflect the expertise essential for effective oversight of the business. The Board uses its deep knowledge in areas such as business leadership, operational, industry and global experience to oversee the Company's risk profile, including its approach to capital allocation, its operational footprint and its investment decisions. The Board considers the breadth of the Company's risk management framework when approving its strategy and risk tolerance, and verifies that strategic plans are commensurate with our ability to identify, manage and measure risk appropriately.

Human Capital Our continued commitment to employees was recognized by Forbes, which included us in its list of America's Best Mid-Size Employers and, more recently, in its list of America's Best Employers for Diversity. We strive to attract and retain the very best talent and empower our employees through training and extensive

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opportunities for development. Our robust employee performance review process paired with comprehensive succession planning ensures long-term success of the Company through seamless leadership transitions. In 2018, as a result of our talent management program, two internal successor candidates were promoted to the leadership team after management retirements: Steve Vondran became our new Executive Vice President and President, U.S. Tower Division, and Olivier Puech became our new Executive Vice President and President, Latin America and EMEA. In addition, during the year, as part of our long-term compensation planning efforts, we revised our executive retirement benefits and guidelines to provide for full vesting of performance-based restricted stock unit awards subject to certain conditions being met.

Commitment to Sustainability We published our first standalone sustainability report in 2018 to provide our stakeholders with insight into our achievements and initiatives related to environmental, social and governance matters around the globe. The reduced footprint of shared infrastructure is a key element in achieving a green business model. We have set aspirational goals as a Company to reduce our emissions and are pursuing several hybrid-energy initiatives and renewable energy solutions throughout our markets. Through the American Tower Foundation, we have provided numerous grants to charitable organizations, matched employee donations and donated to natural disaster relief efforts.

We value your support, and we encourage you to share your opinions with us. We are committed not only to delivering solid results, but also to representing your interests in 2019 and beyond. Thank you for your continued support. On behalf of our Board of Directors, we look forward to seeing you at the Annual Meeting.

Sincerely,

Pamela D.A. Reeve

Lead Director

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Notice of

2019 Annual Meeting of Stockholders

Date:	Tuesday, May 21, 2019
Time:	11:00 a.m. local time
Location:	Braemore/Kenmore Room The Colonnade Hotel 120 Huntington Avenue Boston, Massachusetts 02116
Record Date:	March 27, 2019

At the Annual Meeting you will be asked to:

- Proposal 1** Elect ten Directors for the ensuing year or until their successors are elected and qualified;
- Proposal 2** Ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2019;
- Proposal 3** Approve, on an advisory basis, our executive compensation;
- Proposal 4** Consider a stockholder proposal to adopt a policy requiring an independent Board Chairman;
- Proposal 5** Consider a stockholder proposal to require periodic reports on political contributions and expenditures; and

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

HOW YOU MAY VOTE

You may vote if you were a stockholder of record on March 27, 2019 (the record date). To ensure that your shares are represented at the meeting, please vote as soon as possible by one of the following methods:

For more detailed information on voting, please see [How do I cast a vote?](#) in the [Questions & Answers](#) section beginning on page 79 of this Proxy Statement.

By order of the Board of Directors,

Edmund DiSanto
Executive Vice President, Chief Administrative Officer,
General Counsel and Secretary
Boston, Massachusetts

April 10, 2019

American Tower Corporation

116 Huntington Avenue

Boston, Massachusetts 02116

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

Materials will be made available on or about April 10, 2019.

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Proxy Statement Summary

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

Proposals To Be Voted On

Proposal	Board's Voting Recommendation	Page Reference
Proposal No. 1 <u>Election of Directors</u>	FOR each nominee	63
Proposal No. 2 <u>Approval of Independent Accountant</u>	FOR	70
Proposal No. 3 <u>Advisory Vote on Executive Compensation</u>	FOR	71
Proposal No. 4 <u>Stockholder Proposal to Adopt a Policy Requiring an Independent Board Chairman</u>	AGAINST	73
Proposal No. 5 <u>Stockholder Proposal to Require Periodic Reports on Political Contributions and Expenditures</u>	AGAINST	77

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PROXY STATEMENT SUMMARY

Corporate Responsibility Highlights

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

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

Ethics

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

Conduct trainings on our Code of Ethics and Business Conduct Policy (Code of Conduct) and Foreign Corrupt Practices Act.

Hold our vendors to high ethical and compliance standards.

Provide our employees and other stakeholders the ability to report a violation through our anonymous, confidential, third-party hotline.

People

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

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

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

Environment

Philanthropy

Reduce the environmental footprint of communications infrastructure by colocating multiple tenants on a single structure.

Focus on education and using technology to empower students, teachers and communities in need through grants from the American Tower Foundation, which we launched in 2017.

Focus on energy and power management solutions to reduce our reliance on fossil fuels and increase usage of renewable energy sources through our Innovation Council.

Provide technology in rural communities in our global markets, such as our Digital Village Squares in India, Nigeria, Ghana and Uganda.

Install advanced batteries at select sites without grid power for energy conservation and efficiency.

Maintain Company-sponsored volunteer days around the globe and a matching gift program in the U.S. through which the American Tower Foundation matches employees' charitable donations.

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

Performance

Consistently deliver strong financial growth across our key operating metrics in order to optimize return to stockholders.

Invest in new and innovative communications real estate solutions in order to retain a competitive position in the wireless industry.

Serve as a thought leader to help ensure that a functioning global Internet of Things ecosystem serves to further key sustainable development goals.

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Executive Compensation Philosophy

Under our pay for performance philosophy, 92% of our Chief Executive Officer s (CEO s) compensation and 88% of our other executives' compensation is variable and tied to Company and individual performance. Our goal is to reward our executive team for their leadership in meeting key near-term goals and objectives while also positioning the Company to generate sustainable long-term stockholder value.

We Reward Based On

Company annual and three-year performance relative to pre-established financial goals;

Company annual financial performance relative to that of competitor and peer group companies; and

Other relevant considerations, such as retention of executives with a multiyear track record of outstanding performance and proven leadership ability.

Key Features

Double-Trigger Equity Vesting and No Tax Gross-Ups in the event of a Change of Control;

Equity Awards Weighted Toward Long-Term Performance-Based Metrics;

Reasonable Retirement and Welfare Benefits and No Pension Arrangements;

Claw Back Provisions;

Stock Ownership Guidelines;

Anti-Insider Trading Policy, including Prohibition on Hedging and Pledging;

Use of an Independent Compensation Consultant; and

Annual Risk Assessment of Compensation Programs.

2018 Business Highlights

Key Financial Results⁽¹⁾

Achieved net income for the year of nearly \$1.3 billion;

Increased Consolidated Adjusted Funds From Operations (Consolidated AFFO) per Share⁽²⁾ by nearly 19% to \$7.99;

Declared an aggregate of nearly \$1.4 billion in cash dividends to common stockholders, including the dividend paid in January 2019 to stockholders of record as of December 27, 2018;

Repurchased over 1.6 million shares of Common Stock for a total of \$232.8 million;

Maintained a strong balance sheet, ending the year with \$4.3 billion in liquidity;

Maintained our investment grade rating;

Raised nearly \$2.6 billion⁽³⁾ in the debt capital markets; and

Ended the year within our established long-term financial policy of 3-5x net leverage ratio.

u

Total property

revenue

increased

more than

11%

to \$7.3 billion

u

**Net income
increased**

more than

3%

to \$1.3 billion

u

Adjusted EBITDA⁽⁴⁾

increased

more than

14%

to \$4.7 billion

u Consolidated

AFFO

increased

22%

to \$3.5 billion

u Return on Invested Capital (ROIC)⁽²⁾ increased to more than

11%

- (1) Definitions of non-GAAP financial measures and reconciliations to GAAP can be found in [Appendix A](#). These results are inclusive of the positive impacts of the Company's settlement with Tata Teleservices Limited and related entities (Tata).
- (2) Performance metric under the performance-based restricted stock unit (PSU) program.
- (3) Includes \$500.0 million of Euro-denominated notes issued in May 2018, based on the Euro/U.S. dollar exchange rate on the date of issuance, as well as a senior unsecured term loan of \$1.5 billion and securitized debt of \$500.0 million.

(4) Performance metric under the annual performance incentive program.

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Asset Expansion in Legacy and New Markets

We expect our 2018 global portfolio expansion efforts in our legacy and new markets to further extend our ability to generate compelling, long-term, sustainable growth. These transactions included:

Continued expansion of our communications site portfolio in existing markets through the acquisition of nearly 20,000 tower sites in India from Vodafone India Limited and Vodafone Mobile Services Limited (together, Vodafone India), and Idea Cellular Infrastructure Services Limited (Idea Cellular) and a total of 1,335 sites in the United States, Colombia, Mexico, Paraguay and Peru in various transactions;
Launch of operations in a new market through our acquisition of over 700 communications sites in Kenya from Telkom Kenya Limited (TKL); and
Expansion of product lines and innovation, such as the acquisition of a portfolio of fiber assets and the right to use certain telecommunications poles in Brazil from Cia Energetica de Minas Gerais SA (Cia Energetica).

Chairman and CEO's Track Record of Success

Mr. Taiclet has served as our Chairman and CEO since 2004. Under his stewardship, American Tower has delivered solid performance while substantially growing its operations and simultaneously returning cash to stockholders. Below are some of the key highlights relating to Mr. Taiclet's tenure with the Company (beginning in February 2004 through December 31, 2018):

Completed several transformative transactions, including the acquisition of SpectraSite, Inc. in 2005, the acquisition of MIP Tower Holdings LLC in 2013, the transaction with Verizon Communications Inc. (Verizon) in 2015, the acquisition of Viom Networks Limited (Viom) in 2016, the acquisition of FPS Towers in 2017, and in 2018, acquisitions of sites from Idea Cellular and Vodafone India in India, all of which strategically extended the Company's position as a global leader in multitenant communications real estate;
Expanded our geographic footprint from three countries to 17 countries, while diversifying our tenant base with well-capitalized global mobile network operators;
Secured rankings in the Fortune 500 and Forbes list of America's Best Mid-Size Employers; and
Deployed cash to stockholders, including through our stock repurchase program and distributions to preferred and common stockholders in an aggregate of nearly \$11.0 billion, including the dividend paid in January 2019.

Executive Pay Structure

ANNUAL BASE SALARY

American Tower provides a competitive level of compensation to its executive officers to attract and retain highly qualified executive talent and reward sustained performance over time. The base salary is determined on an annual basis.

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PROXY STATEMENT SUMMARY

ANNUAL PERFORMANCE INCENTIVE PROGRAM

For 2018, 100% of the target bonus awards for each of the executive officers, other than the CEO, was tied to achievement of the Company's pre-established financial goals. The CEO's target award, however, was 80% tied to achievement of the Company's pre-established financial goals and 20% tied to achievement of pre-established individual performance goals. See Compensation Discussion and Analysis beginning on page 27.

Other Executive Officers

CEO Annual Performance

Annual Performance

LONG-TERM INCENTIVE (LTI) PLAN

For 2018, the targeted grant date award value for each executive officer was allocated 60% to PSUs and 40% to restricted stock units (RSUs). Each RSU grant vests 25% annually over four years, commencing one year from the date of grant. See Compensation Discussion and Analysis beginning on page 27.

LTI Plan Composition

The number of PSUs earned is based on achievement of pre-established performance goals: cumulative Consolidated AFFO per Share and average ROIC⁽¹⁾ for a three-year performance period. 70% of the PSU award is based on Consolidated AFFO per Share and 30% is based on ROIC. The actual payout is based on performance levels against these goals. The chart below highlights the payout levels.

PSU Vesting Performance Matrix

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

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PROXY STATEMENT SUMMARY

Our Director Nominees

You are being asked to vote on the election of ten Directors. All Directors are elected annually by a majority of votes cast. Detailed information about each Director's background, skill set and areas of expertise can be found beginning on page 64.

Name	Committee Memberships ⁽¹⁾						
	Age	Director Since	Independent	Audit	Compensation	Nominating	Other Public Com
MCLELLAN <i>President & CEO, American Tower Corporation</i>	58	2003					Lockheed Martin C
DOLAN <i>CEO, Cohere Technologies, Inc.</i>	61	2003					None
FORMATS <i>President, Formats, Inc.</i>	75	2015					None
RA CANTU	69	2004					None

Monsanto Company

(North Division)

EBLEIN

58 2017

Global Quality

ors

Southwest Airlines
Honeywell Internat

NAB

63 2014

d Chairman,

Properties, Inc.

VICI Properties, In

ED

63 2007

consultant and

ance and CFO,

olutions, Inc.

Mallinckrodt plc;

Waters Corporation

REEVE*

69 2002

ent and CEO,

.

Frontier Communic
Corporation

ARBUTT

69 2006

d Chairman,

gs, Inc.

None

THOMPSON

73 2005

Associates,

Spok Holdings, Inc

(1) As of December 31, 2018

Sole Management Director

* Lead Director

Member

Chair

Audit Committee Financial Expert

Board of Directors Snapshot for Fiscal Year 2018

Number of Directors: 10

Number of Directors Added in Last Five years: 3

Average Age: 66

Number of Board Meetings in 2018: 6

Number of Independent Directors: 9

Average Independent Director Attendance in 2018:
96%

(all except our Chairman)

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Board Diversity

While we do not have a specific diversity policy for our Board of Directors (Board), our Corporate Governance Guidelines provide for selecting Directors who reflect a diverse set of skills, professional and personal backgrounds and experiences. We are proud to have Directors who are highly diverse, including with respect to gender, ethnicity, experience and independence.

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

	Diversity	Independence
Director Skills and Qualifications	50% (30% Women; 20% Ethnic Minorities)	90% Independent
Leadership		
Operational and Management		
Finance/Capital Allocation		
Financial Literacy		
Human Capital		
Wireless Industry		
Real Estate Investment Trust (REIT)		
International		
Prior Board and Governance		
Thought Leadership		
Government and Public Policy		
Key Corporate Governance Best Practices		

Annual Election of All Directors

Stockholders Right to Act by Written Consent

All Directors Except Chairman are Independent (Our CEO serves as Chairman and is the only Management Director)

Anti-Insider Trading Policy, including Anti-Hedging and Anti-Pledging Provisions

Lead Independent Director

Claw Back Provisions

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Only Independent Directors Serve on Board's Standing Committees	Double-Trigger Equity Vesting and No Tax Gross-Ups in a Change of Control
Majority Voting for Directors	Stockholder Ability to Call Special Meetings (25% Ownership Threshold)
Independent Directors Meet Without Management Present	Annual Enterprise Risk Assessment
Annual Review of Board Composition and Succession Planning	Review and Approval Policy for Related Party Transactions
One Vote per Share of Common Stock	Independent Compensation Consultant
Regular Stockholder Engagement	Annual Review of CEO Performance, Overseen by our Lead Independent Director
Proxy Access (3%, 3 years, 25% of Board)	Onboarding Program for New Directors
Code of Conduct	Continuing Education Programs for Directors
Corporate Governance Guidelines	No Stockholder Rights Plans
Disclosure Committee for Financial Reporting	Annual Advisory Vote on Executive Compensation
Stock Ownership Requirements for Directors and Executives	

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Related Party Transactions, Director Independence and Code of Conduct

For fiscal year 2018, there were:

- NO** related party transactions
- NO** transactions that affected our Directors' independence
- NO** violations or waivers of our Code of Conduct with respect to our Directors or executive officers

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Corporate Governance

General

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

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

You can access the charters for each of our current committees, our Corporate Governance Guidelines, and Amended and Restated By-Laws (By-Laws) in the Investor Relations section of our website, www.americantower.com, and our Code of Conduct in the Corporate Responsibility Ethics section of our website. You may also request such documents to be mailed to you by writing to: American Tower Corporation, 116 Huntington Avenue, Boston, Massachusetts 02116, Attention: Investor Relations. Each committee charter, our Corporate Governance Guidelines and our Code of Conduct are reviewed annually.

Board of Directors

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

BOARD LEADERSHIP STRUCTURE

The Board is led by our President and CEO, Mr. Taiclet, who assumed the role of Chairman of the Board in February 2004 and is the only management Director. Ms. Reeve is our independent Lead Director, a role she has held since May 2004 when appointed by the independent Directors. All Directors, other than the CEO, are independent and all members of the three standing committees are independent.

The Nominating Committee regularly reviews the current Board structure, including the roles of Chairman and CEO and the duties of the Lead Director. The Nominating Committee continues to believe that having a single Chairman and CEO with a strong independent Lead Director, complemented by an independent Board, has provided an appropriate balance and has contributed to our pursuit of sound corporate governance and Board effectiveness. We believe that having our CEO, the individual most familiar with our day-to-day operations, chair regular Board meetings ensures that key business issues and stockholder interests are brought to the attention of our Board in a timely manner. Mr. Taiclet’s dual role has been advantageous to the Company as he has demonstrated the leadership necessary to focus the Board’s time and attention on the most critical matters and facilitate constructive dialogue among Board members. His role also provides a unified vision for the Company and fosters effective strategic execution, allowing the Board to be responsive to industry trends and stakeholder interests with direct input from Mr. Taiclet. In addition, the Company’s growth and strong performance since Mr. Taiclet was appointed Chairman in 2004 demonstrates that this leadership structure has been effective. The Board recognizes that the combined Chairman and CEO role has worked well and that an introduction of a split board leadership structure would not be in the best

interests of the Company (see the Board's Statement in Opposition to Proposal 4 on page 74 for additional insight).

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CORPORATE GOVERNANCE

Board of Directors

Consistent with our Corporate Governance Guidelines, the Lead Director performs the following responsibilities to co-manage the Board effectively while providing independent oversight:

Assisting the Chairman and executive management on communications with Directors regarding strategic, business, financial and governance matters;

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

After obtaining input from the other independent Directors, working with the Chairman to approve agendas, materials and schedules for upcoming Board meetings and reviewing meeting schedules to ensure that there is sufficient time for discussion of all agenda items;

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

Serving as Chairperson of all Board meetings at which the Chairman is not present, including the Board's executive sessions of independent Directors, which are held at least once per quarter.

Other duties include:

Engaging in consultation and direct communication with major stockholders, including responding to inquiries, as appropriate;

Assuring that a succession plan is in place for the CEO;

Meeting with the CEO frequently to discuss strategy and meeting regularly with senior management other than the CEO;

Serving as liaison for, and facilitating, a working relationship between the independent Directors and the CEO;

Soliciting direct feedback from independent Directors;

Calling meetings of the independent Directors at any time, as necessary;

Leading discussions regarding risk management;

Participating in the interview process for prospective Directors;

Ensuring timely and appropriate information flow to the Board; and

Performing such other duties as the Board may from time to time designate.

SELECTION OF DIRECTORS AND BOARD REFRESHMENT

In order to maintain sustained growth of the Company, it is important we continue to have a Board with the requisite competencies to provide sound stewardship to the Company. We are committed to ensuring that our Board is made up of Directors who bring a wealth of leadership experience, diverse viewpoints, knowledge and skills that benefit our Company and stockholders. The Nominating Committee reviews the characteristics, skills, background and experience of the Board as a whole and its individual members on an ongoing basis to assess those traits against the needs identified to benefit the Company, its management and its stockholders.

Our Board consists of Directors with a range of tenure, with our longer-serving Directors providing important institutional knowledge and experience and our newer Directors bringing fresh perspectives to deliberations. The Board, including the Nominating Committee, believes that periodic Board refreshment is necessary to optimize the Board's effectiveness. As we expand our operations throughout the world, the Nominating Committee strives to maintain a Board with the knowledge and skills necessary to oversee a global company effectively.

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CORPORATE GOVERNANCE

Board of Directors

Board Succession Planning

The Nominating Committee works with the Chairman and Lead Director to develop a Board succession plan that effectively promotes the Company's long-term strategic objectives. The Nominating Committee continuously evaluates the Board's composition in light of the Company's strategy and regularly reviews the current tenure of the Board. The Nominating Committee selects Directors who will prove to be strategic assets capable of assessing and addressing risks, trends and opportunities for the Company in the future.

Process for Director Selection / Nomination

On a quarterly basis, the Nominating Committee reviews the size and composition of the Board using a rigorous matrix of identified skills, experience and other criteria relevant to a global, publicly traded company in the mobile telecommunications infrastructure industry. As described in our Corporate Governance Guidelines, the Nominating Committee assesses director candidates based on specific criteria as outlined under the section "Director Skills and Qualifications Criteria" on page 12 below. Although the Nominating Committee does not assign specific numeric weights to these skills in its assessments, any Director candidate is expected to possess substantive knowledge or experience in several of the areas specified in the criteria. In addition, our Board believes it is important to review its effectiveness and that of its standing committees on an annual basis and, accordingly, engages with an outside independent consultant to conduct that evaluation and provide critical feedback. The feedback generated from this process assists the Board, and particularly the Nominating Committee, in determining the composition and skill set required for our Board to function effectively and oversee management's implementation of the Company's strategic goals and priorities.

In considering candidates for inclusion in the Board's slate of recommended Director nominees, the Nominating Committee recommends individuals whom it believes can best enhance the success of the business and represent stockholder interests through the exercise of sound judgment in light of the full Board's experience. The Nominating Committee considers diversity to be a key criterion in searching for new director candidates. To identify and evaluate Director candidates, the Nominating Committee requests recommendations from Board members and others, reviews and discusses biographical information and background material relating to potential candidates and, along with other Board members, interviews selected potential candidates. The Nominating Committee may then choose to present such candidates to the Board for consideration.

Upon selection of a candidate, the individual is interviewed by members of the Board and an analysis is prepared to further assess the suitability of the candidate to address the needs of the Board. If the candidate is selected for recommendation to the Board, a review of his or her independence and potential conflicts is conducted.

As a stockholder, you may recommend to the Nominating Committee an individual for consideration as a potential Director candidate. To do so, please submit the candidate's name, together with appropriate biographical information

and background materials, to: David E. Sharbutt, Chairperson of the Nominating and Corporate Governance Committee, c/o General Counsel, American Tower Corporation, 116 Huntington Avenue, Boston, Massachusetts 02116. If the biographical and background material provided for a stockholder recommended candidate is appropriate, the Nominating Committee will evaluate the candidate by following substantially the same process, and applying substantially the same criteria, as for candidates submitted by Board members. The Nominating Committee will review each candidate's qualifications in light of the Board's needs, given the current mix of Director attributes.

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

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Board of Directors

DIRECTOR SKILLS AND QUALIFICATIONS CRITERIA

As demonstrated in the Directors' biographies beginning on page 64 and the Board Diversity section in the Proxy Statement Summary on page 7, the Nominating Committee focuses on diversity, including traditional diversity categories such as gender, race and national origin, as well as diversity in experience and skills. The Nominating Committee actively seeks out qualified women, persons of color and other individuals from minority groups to include in the pool from which new candidates are selected. The Nominating Committee incorporates this broad view of diversity into its nomination process and seeks to maintain a Board that is strong in its collective knowledge and has a diversity of skills, ability, perspectives and experience. The Nominating Committee evaluates each individual Director candidate in the context of the Board as a whole, based on the following criteria:

Director Skills/Qualifications	Relevance to American Tower
PRIOR EXPERIENCE IN A LEADERSHIP/ EXECUTIVE ROLE	Directors with leadership experience, especially in an executive role, strongly enhance the Board's ability to manage risk and oversee operations.
OPERATIONAL AND MANAGEMENT EXPERIENCE	Individuals who possess managerial and day-to-day operational experience enhance the Board's ability to understand the development, implementation and assessment of our operations and business strategy.
FINANCE/CAPITAL ALLOCATION EXPERIENCE	Directors with finance experience assist in evaluating our financial vision and capital allocation strategy.

FINANCIAL LITERACY

Directors with financial literacy allow effective oversight and understanding of financial reporting, financing transactions, complex acquisitions and internal controls.

HUMAN CAPITAL EXPERIENCE

Directors with human capital experience are valuable to help attract, motivate and retain top candidates for positions at the Company and implement effective succession planning.

WIRELESS INDUSTRY EXPERIENCE

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

REIT EXPERIENCE

Directors from the REIT space provide the Board insight as to optimizing the execution of effective business strategies with the REIT structure while understanding the qualifications to maintain REIT status and promote the Company's position with REIT investors.

INTERNATIONAL EXPERIENCE

Given that we operate in 17 countries across five continents, international experience helps with understanding and anticipating opportunities and challenges worldwide.

PRIOR BOARD AND GOVERNANCE EXPERIENCE

Corporate governance experience supports our goals of strong Board and management accountability, transparency and protection of stockholder interests.

THOUGHT LEADERSHIP

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

**GOVERNMENT AND PUBLIC
POLICY**

Directors with governmental and public policy experience help us understand and work with governments and regulatory agencies across our global footprint.

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CORPORATE GOVERNANCE

Board of Directors

STOCKHOLDER OUTREACH

We believe that regular, transparent stockholder engagement is essential to American Tower’s long-term success. In 2018, we continued our practice of engaging with stockholders to understand their perspectives on corporate governance, executive compensation, sustainability and other matters. We made presentations at financial and industry conferences, met with financial analysts and investment firms, held in-person meetings with institutional stockholders and responded to inquiries from our stockholders. Through these discussions, we received valuable feedback from our stockholders, which, among other things, impacted our compensation design and corporate governance practices. For instance, in our compensation design, we received feedback from certain of our stockholders to assure that we were closely aligning the annual incentive bonus award payouts to clear, transparent goals for purposes of evaluating pay for performance. Accordingly, at the beginning of 2018, the Committee redesigned the annual incentive program for each of our executive officers, other than the CEO, so that 100% of the target award would be tied solely to achievement of pre-established Company financial goals. In addition, in response to investor feedback and internal drivers, we published our first sustainability report in 2018 to provide greater transparency in our environmental, social and governance initiatives. In 2017, we implemented proxy access, to give our stockholders a significant voice in director elections.

Proxy Access

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

Holders of at least

3% of AMT stock

held by up to 20 stockholders

Holding the stock
continuously for at least
3
years

Can nominate up to
25%

of the Board for election at an annual
meeting of stockholders

BOARD MEETINGS

During fiscal year 2018, our Board held four regular meetings in person and two special meetings by telephone. Each current Director attended at least 75% of the aggregate number of meetings of our Board and the committees on which he or she served. All of our Directors attended our 2018 Annual Meeting of Stockholders. We encourage, but do not require, our Directors to attend each annual meeting of stockholders.

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

DIRECTOR ONBOARDING AND CONTINUING EDUCATION

To familiarize new Directors with American Tower's business, strategies and policies, and to assist new Directors in developing Company and industry knowledge to optimize their service on the Board, we conduct a robust orientation program for new

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Board of Directors

Directors, which includes, among other things, a presentation on our business and wireless infrastructure sector, each of our regional markets, our capital structure, board and committee responsibilities, corporate responsibility (including the American Tower Foundation), legal and risk management, corporate governance guidelines and policies and securities trading and reporting. Because we believe that our Directors should be continually educated regarding corporate governance processes and practices, our business and our industry, we periodically conduct Board education sessions, often using external experts. The Nominating Committee annually reviews that year's Director training initiatives to determine programs for the upcoming year. Additionally, we encourage each independent Director to attend, annually and at the Company's expense, at least one board education course offered by either an academic institution or a professional service organization.

DIRECTOR INDEPENDENCE

The NYSE rules effectively create a two-step process for determining whether a Director qualifies as independent. First, a Director must satisfy the bright-line standards for independence established by the NYSE. Second, the Board must affirmatively determine that the Director has no material relationship with the Company, either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company.

As set forth in our Corporate Governance Guidelines, the Board has established guidelines to help it determine whether a Director has a material relationship with the Company. Under these guidelines, a Director is not considered to have a material relationship with the Company solely on the grounds that he or she:

is an executive officer or employee, or has an immediate family member who is an executive officer, of a company that makes payments to, or receives payments from, us for property or services, unless the amount of such payments or receipts, in any of the three fiscal years preceding the determination, exceeded the greater of \$1 million or two percent (2%) of such other company's consolidated gross revenues;

is an executive officer of another company that is indebted to us, or to which we are indebted, unless the total amount of either company's indebtedness to the other is more than five percent (5%) of the total consolidated assets of the company at which he or she serves as an executive officer;

is a director of another company that does business with us, provided that he or she owns less than five percent (5%) of the outstanding capital stock of the other company and recuses himself or herself from any deliberations of our Board with respect to such other company; or

serves as an executive officer of any charitable organization, unless our charitable contributions to the organization, in any of the three fiscal years preceding the determination, exceeded the greater of \$1 million or two percent (2%) of such charitable organization's consolidated gross revenues.

In addition, ownership of a significant amount of our Common Stock, by itself, does not constitute a material relationship.

For relationships not covered by these guidelines, the other independent Directors will determine whether a material relationship exists, based upon the recommendation of the Nominating Committee. No immediate family relationship exists between any of our Directors or executive officers and any other Directors or executive officers. The Board has determined that, based on his or her compliance with the Board's established guidelines, each of American Tower's non-management Directors has no material relationship with us and is independent under Section 303A.02 of the NYSE listing standards. In making its assessment, the Board determined that each of Messrs. Hormats and Lara and Ms. Reed had no relationship with the Company, other than being a Director or stockholder. The Board also noted that Mr. Dolan currently serves as an advisor to the enterprise business at Verizon. While Mr. Dolan is not a director or executive officer of Verizon, he will recuse himself if transactions involving or relating to the Verizon enterprise business are discussed at Board meetings. With respect to Messrs. Macnab, Sharbutt and Thompson and Ms. Reed,

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Lieblein and Reeve, the Board determined that relationships that existed with the Company were immaterial. Specifically, the Board considered that each of Messrs. Macnab, Sharbutt and Thompson and Mses. Lieblein and Reeve served or currently serves as a director (or executive officer in the case of Mr. Macnab) of a company that does business with us, as follows: Mr. Macnab served as a director and executive officer of National Retail Properties, Inc. until April 2017; Mr. Sharbutt currently serves as a director of Flat Wireless, LLC; Mr. Thompson currently serves as a director of Spok Holdings, Inc.; Ms. Lieblein currently serves as a director of Southwest Airlines Co.; and Ms. Reeve currently serves as a director and chair of Frontier Communications Corporation. In each case, the Board determined that such service was in accordance with the NYSE listing standards and our Corporate Governance Guidelines in that none of these Directors beneficially owns five percent (5%) or more of the outstanding capital stock of the applicable company, each recuses himself or herself from any deliberations of the Board with respect to the applicable company and, in each case, payments made to or received from each applicable company were less than \$1 million or two percent (2%) of both the Company's or the applicable company's revenue in fiscal year 2018.

BOARD COMMITTEES

Our Board has three standing committees: the Audit Committee, the Compensation Committee and the Nominating Committee. Only independent Directors serve on the standing committees.

Audit Committee**Members:**

JoAnn A. Reed (Chair)

Grace D. Lieblein

Craig Macnab

Meetings in 2018: 8**Key Responsibilities:**

Oversees management's financial reporting processes.

Meets with our independent registered public accounting firm, outside the presence of management, to discuss our financial reporting, including internal accounting controls and policies and procedures.

Approves all fees related to audit and non-audit services provided by the independent public accounting firm.

Has the sole authority to appoint, retain, terminate and determine the compensation of our independent registered public accounting firm.

Oversees our systems of internal accounting and financial controls.

Reviews the global internal audit plan, including the annual fraud risk assessment.

Reviews the annual independent audit of our financial statements.

Reviews our financial disclosures.

Reviews and implements our Code of Conduct in conjunction with oversight by the Ethics Committee.

Oversees the establishment and implementation of whistle-blowing procedures.

Oversees risk, litigation, cybersecurity and other compliance matters.

Each member of the Audit Committee is an audit committee financial expert under SEC rules and has the accounting or related financial-management expertise required under NYSE rules. In addition, each member is independent under the additional independence requirements of Rule 10A-3 under the Securities Exchange Act of 1934, as amended (Exchange Act). No Audit Committee member serves on the audit committee of more than two other public companies.

The Audit Committee's meetings in 2018 were designed to facilitate and encourage communication among the members of the Audit Committee, management, our internal auditors and our independent registered public accounting firm, Deloitte & Touche LLP. Prior to each earnings release, the Audit Committee met with management and our auditors to review the financial results.

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CORPORATE GOVERNANCE

Board of Directors

Compensation Committee

Members:

Samme L. Thompson
(Chair)

Gustavo Lara Cantu

Raymond P. Dolan

Craig Macnab

Meetings in 2018: 6

Key Responsibilities:

Leads the Board in establishing compensation policies for our executive officers and the Board, including approving employment agreements or arrangements with executive officers.

Reviews and approves individual and overall corporate goals and objectives related to executive compensation; evaluates executive performance in light of those goals and objectives; and determines executive compensation levels based on this evaluation, including as it relates to our CEO.

Regularly assesses our compensation plans to determine whether any elements create an inappropriate level of risk.

Administers our equity incentive plans, approving any proposed amendments or modifications.

Reviews our compensation programs.

Oversees our stock ownership guidelines.

Regularly reviews executive compensation market trends, recommending changes to programs or processes accordingly.

Reviews Compensation Committee reports for inclusion in appropriate regulatory filings.

For more information on the Compensation Committee's role and our processes and procedures for determining executive compensation, see "Compensation Discussion and Analysis" beginning on page 27.

Nominating and Corporate Governance Committee

Members

David E. Sharbutt (Chair)

Robert D. Hormats

Pamela D.A. Reeve

Meetings in 2018: 4

Key Responsibilities:

Identifies and recommends individuals to serve on the Board and its committees.

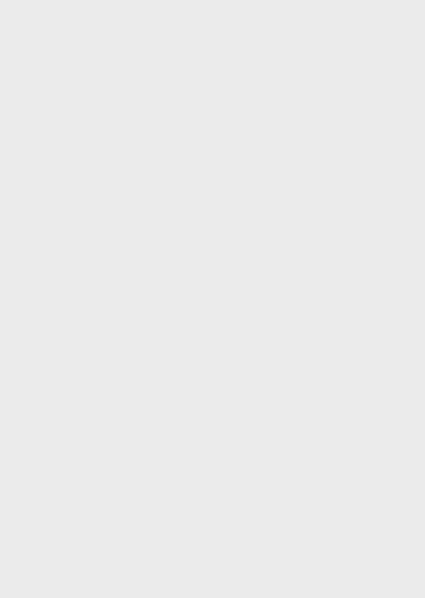
Develops and makes recommendations with respect to our Corporate Governance Guidelines, including the appropriate size, composition and responsibilities of the Board and its committees.

Reviews corporate governance best practices and market trends.

Reviews and approves or ratifies any related party transactions.

Reviews any contemplated outside directorships of current Board members.

Establishes performance criteria for the annual evaluation of the Board and its committees, and oversees the annual self-evaluation by Board members.



Responds to stockholder requests and inquiries.

Reviews and recommends Director training initiatives, and reviews Director onboarding program.

Oversees the sustainability reports.

Advises the Board with respect to Board committee charters, composition and protocol, including the current Board structure.

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CORPORATE GOVERNANCE

Board of Directors

ANNUAL EVALUATION

To identify areas that are effective and areas for improvement, our Board, with oversight by the Nominating Committee, conducts annual evaluations of its performance and that of each of its three standing committees. The Board recognizes that a robust and constructive evaluation process is essential to good governance and effectiveness. The table below summarizes the process followed in 2018. We expect to conduct a similar Board and committee self-evaluation process in 2019.

Identification of Third-Party Consultant: Information Gathering

The Nominating Committee hired an independent consultant to conduct the Director self-evaluation process. The consultant used a variety of evaluation formats, including:

interviews and discussion sessions with each committee members, individual Directors, the full Board and members of senior management who interact with the Board;

surveys of each Board member to facilitate an objective, independent assessment of the effectiveness of the Board and applicable committees; and

meetings of the Board and each committee to assess the Board and committee performance firsthand.

This process was intended to encourage candid feedback from Directors regarding the actions of the Board and

the standing committees. Information gathered included Board and committee effectiveness and performance, agenda topics, materials, skills, leadership and strategy. Board members were also invited to discuss the performance of the Lead Director.

Review and Assessment: Report to Nominating Committee and Board

The independent consultant:

aggregated the results of its observations, interviews, feedback and surveys regarding Director performance, Board dynamics and effectiveness of the Board and the committees; and

presented the findings to our Nominating Committee and full Board.

The data identified any themes or issues that had emerged and included suggestions for areas of improvements for each committee and the Board and an action plan for implementation of the changes suggested. The full Board reviewed the results of the consultant's assessment and each committee reviewed its results.

Action by the Nominating Committee

The Nominating Committee:

used these results to review and assess the Board's and each committee's composition and required skill sets, responsibilities, structure, processes and effectiveness; and

assessed the responsive actions to be taken to address areas of improvement in the performance of the Board and each of the committees.

This included succession planning and an assessment as to the need for specific skills, experience, and perspectives which would benefit the Board in the future. The findings were compared against the strategic objectives of the Company and the skills matrix in order to address future needs of the business.

DIRECTOR COMPENSATION

As of December 31, 2018, our standard compensatory arrangement with our non-management Directors included the following:

annual retainer of \$85,000;

annual payment of \$10,000 for each committee on which a Director serves (except that members of the Audit Committee receive \$15,000);

annual payment of \$10,000 to the Chairperson of the Nominating Committee and \$15,000 to the Chairpersons of the Audit and Compensation Committees; and

annual payment of \$30,000 to the Lead Director of the Board.

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On March 12, 2018, based on their performance in the prior year and expected future contributions to the Company, we granted each of the non-management Directors 1,241 RSUs, which will fully vest and settle in shares of Common Stock on the one-year anniversary of the grant.

The following table provides information regarding the compensation of each non-management Director who served on our Board during the year ended December 31, 2018. Information regarding the compensation of Mr. Taiclet may be found under [Executive Compensation](#) beginning on page 52.

DIRECTOR COMPENSATION FOR 2018

Name	Fees Earned or		Total(\$)
	Paid in Cash	Stock Awards	
(a)	(\$) (b)	(\$) ⁽¹⁾⁽²⁾ (c)	(h)
Raymond P. Dolan	\$ 95,000	\$180,044	\$ 275,044
Robert D. Hormats	\$ 95,000	\$180,044	\$ 275,044
Gustavo Lara Cantu	\$ 95,000	\$180,044	\$ 275,044
Grace D. Lieblein	\$100,000	\$180,044	\$ 280,044

Craig Macnab	\$105,000	\$180,044	\$ 285,044
JoAnn A. Reed	\$115,000	\$180,044	\$ 295,044
Pamela D.A. Reeve	\$125,000	\$180,044	\$ 305,044
David E. Sharbutt	\$112,500	\$180,044	\$ 292,544
Samme L. Thompson	\$110,000	\$180,044	\$ 290,044

- (1) The amount in column (c) reflects the aggregate grant date fair value of awards granted for the fiscal year ended December 31, 2018. The aggregate grant date fair value of the awards was calculated by multiplying the number of shares of Common Stock underlying the RSU awards by \$145.08, the closing market price of shares of our Common Stock on the grant date, March 12, 2018.
- (2) No stock option awards were granted during the fiscal year ended December 31, 2018. As of December 31, 2018, each non-management Director who served on our Board during 2018 held the following shares of Common Stock underlying the RSU awards and outstanding options to purchase Common Stock. As of December 31, 2018, all of the following options were fully vested and exercisable.

Name	Number of Shares Underlying Restricted Stock Unit Award (#)	Market Value of Unvested Shares Underlying Unvested Restricted Stock Units (\$) ⁽ⁱ⁾	RSU Underlying Grant Date	Number of Securities Outstanding Options (#)	Option Exercise Price (\$)	Option Grant Date
Raymond P. Dolan				3,653	\$50.78	3/10/2011

		3,590	\$62.00	3/12/2012	
		3,239	\$76.90	3/11/2013	
		5,054	\$81.18	3/10/2014	
		4,971	\$94.57	3/10/2015	
	1,241	\$196,314		3/12/2018	
Robert D. Hormats	1,241	\$196,314		3/12/2018	
Gustavo Lara Cantu	1,241	\$196,314		3/12/2018	
Grace D. Lieblein	1,241	\$196,314		3/12/2018	
Craig Macnab			5,953	\$94.57	3/10/2015
	1,241	\$196,314		3/12/2018	

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CORPORATE GOVERNANCE

Risk Oversight

Name	Number of Unvested Shares Underlying Restricted Stock Unit Award (#)	Market Value of Unvested Shares Underlying Unvested Restricted Stock Units (\$) ⁽ⁱ⁾	RSU Underlying Grant Date	Number of Securities Outstanding Options (#)	Option Exercise Price (\$)	Option Grant Date
JoAnn A. Reed				7,152	\$28.39	3/10/2009
				4,167	\$43.11	3/10/2010
				3,653	\$50.78	3/10/2011
				3,590	\$62.00	3/12/2012
				3,239	\$76.90	3/11/2013
				5,054	\$81.18	3/10/2014

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				4,971	\$94.57	3/10/2015
	1,241	\$196,314	3/12/2018			
Pamela D.A. Reeve				4,167	\$43.11	3/10/2010
				3,653	\$50.78	3/10/2011
				3,590	\$62.00	3/12/2012
				3,239	\$76.90	3/11/2013
				5,054	\$81.18	3/10/2014
				4,971	\$94.57	3/10/2015
	1,241	\$196,314	3/12/2018			
David E. Sharbutt				3,239	\$76.90	3/11/2013
				5,054	\$81.18	3/10/2014
				4,971	\$94.57	3/10/2015
	1,241	\$196,314	3/12/2018			
Samme L. Thompson				3,652	\$28.39	3/10/2009
				4,167	\$43.11	3/10/2010

	3,653	\$50.78	3/10/2011
	3,590	\$62.00	3/12/2012
	3,239	\$76.90	3/11/2013
	5,054	\$81.18	3/10/2014
	4,971	\$94.57	3/10/2015
1,241	\$196,314		3/12/2018

- (i) The value of the unvested shares of Common Stock underlying the RSU award was calculated by multiplying the number of unvested shares of Common Stock by \$158.19, the closing market price of shares of our Common Stock on December 31, 2018.

Risk Oversight

The Board oversees the management of the Company's risk exposure through the following framework:

Each year, management conducts a comprehensive enterprise risk assessment that identifies the most significant existing and emerging risks to the successful achievement of the Company's strategic and operational goals, along with the procedures and initiatives in place to address those risks. The results of each year's assessment are then presented to the full Board for discussion, thereby enabling the Board to successfully oversee the Company's risk management activities.

In addition, at each quarterly Board meeting, management provides updated information concerning the strategic, operational and emerging risks to the Company's ability to achieve its business goals and initiatives, for each geographic area and functional group, along with updates to the mitigation activities under way to address the risks.

The Lead Director regularly discusses management's assessment of its risks in executive sessions with the other independent Directors and determines whether further review or action by the full Board or a particular committee would be appropriate.

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Corporate Responsibility at American Tower

The Board is responsible for understanding the Company's most significant risks and ensuring that management responds appropriately with risk-informed strategic decisions. The Board monitors risk exposure to ensure that it is in line with the Company's overall tolerance for, and ability to manage, risk.

Our standing committees, which are made up solely of independent Directors, most of whom have extensive experience in providing strategic and advisory guidance and assessments to other public companies, assist the Board in evaluating the specific risks the Company faces in the areas of finance, compensation and governance, as outlined below, as well as our policies for risk management and assessment. At each regularly scheduled Board meeting, each committee's Chairperson reports on, among other things, any identified risks associated with that committee's principal areas of focus.

The Audit Committee:

Has primary responsibility for reviewing financial risk for the Company.

Considers audit, accounting, financial reporting and compliance risk, including material litigation instituted against the Company, cybersecurity issues and reviews the resolution of issues raised through our Ethics Committee process.

Holds, at each regularly scheduled meeting, separate executive sessions to identify and assess audit, accounting, financial reporting, compliance and legal risks and oversee the methodologies that management implements to address those risks. These executive sessions often include representatives from our independent registered public accounting firm, as well as from our internal audit, finance and legal departments.

The Compensation Committee:

Reviews and balances risk in our compensation practices, programs and policies.

Regularly assesses, with its independent compensation consultant and management, the Company's compensation programs to determine if any elements of these plans create an inappropriate level of risk and to evaluate management's methods to mitigate any potential risks.

The Nominating Committee:

Oversees risks associated with Board and Committee composition, including the current Directors' skill sets and the Company's anticipated future needs.

Oversees risks associated with the Company's corporate governance structure and related party transactions. The Board's role in risk oversight complements our leadership structure, with senior management responsible for assessing, managing and mitigating our risk exposure and the Board and its committees overseeing those efforts. We believe that this is an effective approach to addressing the risks we face and supports our current Board leadership structure. It allows our independent Directors to evaluate our risks and our risk management and assessment policies through fully independent Board committees, with ultimate oversight by the full Board as led by our Chairman/CEO and our independent Lead Director.

Corporate Responsibility at American Tower

In 2018, we published our first standalone sustainability report which summarized our key accomplishments in the areas of environmental, social and governance practices across our markets. We focus on promoting the highest standards of environmental performance, social responsibility, corporate governance and ethical behavior across our global operations, while maintaining our strong commitment to supporting the communities in which we operate. Through our establishment of the American Tower Foundation, we seek to enhance long-standing relationships with many local organizations in our served markets to improve education and technology opportunities, while also building new relationships with groups interested in using technology to address educational needs.

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CORPORATE GOVERNANCE

Executive Succession Planning

Our corporate responsibility program consists of five core pillars: ethics, people, environment, philanthropy and performance. We believe in doing business ethically, hiring good people and positioning them for professional success, being respectful of our environment and supporting the communities where we live and work. At the same time, we continue to manage our business to achieve the best possible performance without compromising these corporate responsibility goals. This approach has enabled us to understand how risks and opportunities in innovation and thought leadership, as well as environmental, social and governance matters, can impact our profitability and, more importantly, our communities. Our commitment to corporate responsibility is unwavering and plays a critical role in our business strategy.

Cybersecurity

We are committed to properly addressing the growing threat of cybersecurity we face in today's global business environment. The Audit Committee is responsible for overseeing the Company's cybersecurity risks and controls. The Board believes that a strong cyber strategy is vital to protect our business, tenants and assets. A dedicated team of technology professionals work throughout the year to monitor all matters of risk relating to cybersecurity. In addition to ensuring that adequate safeguards are in place to minimize the chance of a successful cyber attack, this team has established robust response procedures to effectively address any cyber threat that may occur despite these safeguards. The response procedures are designed to identify, analyze, contain and remediate such cyber incidents in an expeditious manner. Employees are provided with compulsory training that enables them to detect and report malware, ransomware and other malicious software or social engineering attempts that may compromise the Company's information technology systems. Employees are also required to complete compulsory training on data privacy. As the cyber landscape evolves, both in our technology systems and in the broader context of the internet and expanding connectivity, management continually updates its cybersecurity approach to safeguard the Company's sensitive information and assets.

The Audit Committee periodically evaluates our cyber strategy to ensure its effectiveness and, if appropriate, includes a review from third-party experts.

Stock Ownership Guidelines

To further align the interests of our leadership with those of our stockholders and promote our commitment to sound corporate governance, our Corporate Governance Guidelines include stock ownership guidelines. Each executive officer and Director is expected to beneficially own American Tower stock equal in market value to a specified multiple of his or her annual base salary or annual cash retainer, as applicable. The guideline for the CEO is six (6) times his or her annual base salary and for each of the other executive officers is three (3) times his or her annual base salary. The guideline for each non-management Director is five (5) times the annual cash retainer. Each executive officer and non-management Director has five years from the date of hire/appointment to reach his or her ownership target. Additionally, each executive officer is required to retain at least 50% of shares net of tax obligations

until he or she meets the ownership requirements.

To determine compliance with these guidelines, we count actual shares, unvested time-based RSUs, in-the-money value of vested options and unvested PSUs (at target). The Compensation Committee administers these stock ownership guidelines and may modify their terms and grant hardship exceptions at its discretion. As of March 27, 2019, each executive officer and Director was in compliance with the guidelines and, except for Ms. Lieblein, who joined the Board in June 2017, each exceeded his or her applicable stock ownership requirement.

Executive Succession Planning

The Board recognizes that succession planning is a key component of our continued success. Pursuant to our Corporate Governance Guidelines, on an annual basis, the Board, in its executive sessions, considers and reviews succession candidates for the CEO and

AMERICAN TOWER CORPORATION 2019 PROXY STATEMENT

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CORPORATE GOVERNANCE

Approval of Related Party Transactions

other executive leadership positions for both near- and long-term planning. The Board reviews potential candidates for succession planning purposes in light of their performance, leadership qualities and ability to manage additional responsibilities. The Board also considers potential risks regarding the retention of our current executive officers and succession candidates, the timeline for implementing each succession plan, and the extent of disruption likely to be caused as a result of unplanned attrition. In addition, as part of its risk management process, the Board has developed an interim emergency succession plan.

In 2018, as part of the Board's succession planning, two internal candidates, Steve Vondran and Olivier Puech were promoted to Executive Vice President and President, U.S. Tower Division, and Executive Vice President and President, Latin American and EMEA, respectively, as a result of management retirements.

Communications from Stockholders and Other Interested Parties

The Board gives attention to written communications submitted by stockholders and other interested parties and will respond if and as appropriate. The Board has designated the Nominating Committee to consider, and determine responses to, communications from stockholders and other interested parties. If you wish to send communications on any topic to the Board and its non-management Directors, address your communications to: David E. Sharbutt, Chairperson of the Nominating and Corporate Governance Committee, c/o General Counsel, American Tower Corporation, 116 Huntington Avenue, Boston, Massachusetts 02116. Stockholders proposing Director nominations or any other business for consideration at a meeting of stockholders must comply with the proxy access provisions or the advance notice and related provisions in our By-Laws, as applicable.

Under most circumstances, the Chairperson of the Nominating Committee is, with the assistance of our General Counsel, primarily responsible for monitoring communications from stockholders and for providing copies or summaries of such communications to the other Directors as he or she considers appropriate. Communications that relate to substantive matters and include suggestions or comments that the Chairperson of the Nominating Committee considers to be important for the Directors to consider will be forwarded to all Directors. In general, communications relating to corporate governance and long-term corporate strategy are more likely to be forwarded than are communications relating to ordinary business affairs or matters that are personal or otherwise not relevant to the Company, including mass mailings and repetitive or duplicative communications.

Approval of Related Party Transactions

Our Corporate Governance Guidelines include a policy for the review and approval of all transactions involving the Company and related parties. Under the policy, related parties means our executive officers, Directors and stockholders owning more than five percent (5%) of our Common Stock, as well as any such person's immediate family members. The policy also covers entities that are owned or controlled by related parties, or entities in or of which related parties have a substantial ownership interest or control. The policy does not cover any transaction that is

available to employees or Directors generally or any transaction involving less than \$120,000.

Under the policy, management must present to the Nominating Committee the proposed terms of any related party transaction that it wishes to enter into, including the value of the proposed transaction. After reviewing the transaction, the Nominating Committee will approve or disapprove it, and management must continue to update the Nominating Committee of any material change to any approved transaction. If management enters into a related party transaction before the Nominating Committee approves it, the Nominating Committee must ratify the transaction or management must make all reasonable efforts to cancel or annul the transaction.

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The table below sets forth certain information known to us as of March 27, 2019, regarding shares of Common Stock beneficially owned as of such date by:

each member of our Board;

each executive officer named in the Summary Compensation Table, which can be found on page 52 in this Proxy Statement;

all Directors and executive officers as a group; and

each person known to beneficially own more than 5% of our outstanding Common Stock.

We determined the number of shares of Common Stock beneficially owned by each person under rules promulgated by the SEC. The information is not necessarily indicative of beneficial ownership for any other purpose. Under these rules, beneficial ownership includes any shares to which the individual or entity has sole or shared voting power or investment power and also any shares that the individual or entity had the right to acquire within 60 days of March 27, 2019. Accordingly, the numbers of shares shown below include shares underlying stock options and RSUs that are vested or are expected to vest prior to May 26, 2019, which we collectively refer to below as presently vested equity. All percentages with respect to our Directors and executive officers are based on the shares of Common Stock outstanding as of March 27, 2019. Except as noted below, each holder has sole voting and investment power with respect to all shares of Common Stock listed as beneficially owned by that holder.

Name of Beneficial Owner	Number of Shares	Percent of Common Stock
Directors and Named Executive Officers		

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James D. Taiclet ⁽¹⁾	1,419,809	*
Thomas A. Bartlett ⁽²⁾	146,575	*
Edmund DiSanto ⁽³⁾	498,648	*
Raymond P. Dolan ⁽⁴⁾	27,263	*
William H. Hess ⁽⁵⁾	284,570	*
Robert D. Hormats	5,097	*
Gustavo Lara Cantu	9,219	*
Grace D. Lieblein	1,241	*
Craig Macnab ⁽⁶⁾	13,368	*
Steven C. Marshall ⁽⁷⁾	433,997	*
JoAnn A. Reed ⁽⁸⁾	66,042	*
Pamela D.A. Reeve ⁽⁹⁾	38,673	*
David E. Sharbutt ⁽¹⁰⁾	16,223	*
Amit Sharma ⁽¹¹⁾	585,993	*
Samme L. Thompson ⁽¹²⁾	43,299	*
All Directors and executive officers as a group (17 persons) ⁽¹³⁾	3,297,714	*

Five-Percent Stockholders

The Vanguard Group ⁽¹⁴⁾ 100 Vanguard Blvd., Malvern, PA 19355	56,220,489	12.72%
BlackRock, Inc. ⁽¹⁵⁾ 55 East 52nd Street, New York, NY 10055	29,727,193	6.73%
Wellington Management Group LLP ⁽¹⁶⁾ 280 Congress Street, Boston, MA 02210	29,181,673	6.60%

* Less than 1%

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CORPORATE GOVERNANCE

Security Ownership of Certain Beneficial Owners and Management

- (1) Includes 355,448 shares of Common Stock beneficially owned by Mr. Taiclet and presently vested equity with respect to an aggregate of 1,064,361 shares of Common Stock.
- (2) Includes 116,174 shares of Common Stock beneficially owned by Mr. Bartlett and presently vested equity with respect to an aggregate of 30,401 shares of Common Stock.
- (3) Includes 148,957 shares of Common Stock beneficially owned by Mr. DiSanto and presently vested equity with respect to an aggregate of 349,691 shares of Common Stock.
- (4) Includes 13,999 shares of Common Stock beneficially owned by Mr. Dolan and presently vested equity with respect to an aggregate of 13,264 shares of Common Stock.
- (5) Includes 55,149 shares of Common Stock beneficially owned by Mr. Hess and presently vested equity with respect to an aggregate of 229,421 shares of Common Stock.
- (6) Includes 7,415 shares of Common Stock beneficially owned by Mr. Macnab and presently vested equity with respect to an aggregate of 5,953 shares of Common Stock.
- (7) Mr. Marshall retired from his position effective October 31, 2018. The number of shares is based on information disclosed in a Form 4 filed by Mr. Marshall on November 1, 2018 and is adjusted for the accelerated vesting of 30,401 stock options and 32,596 RSUs pursuant to the terms of the applicable award agreements. The amount also includes 46,500 shares received upon vesting of PSUs on March 10, 2019.
- (8) Includes 45,535 shares of Common Stock beneficially owned by Ms. Reed and presently vested equity with respect to an aggregate of 20,507 shares of Common Stock.
- (9) Includes 13,999 shares of Common Stock beneficially owned by Ms. Reeve and presently vested equity with respect to an aggregate of 24,674 shares of Common Stock.

- (10) Includes 2,959 shares of Common Stock beneficially owned by Mr. Sharbutt and presently vested equity with respect to an aggregate of 13,264 shares of Common Stock.
- (11) Includes 163,410 shares of Common Stock beneficially owned by Mr. Sharma and presently vested equity with respect to an aggregate of 422,583 shares of Common Stock.
- (12) Includes 18,625 shares of Common Stock beneficially owned by Mr. Thompson and presently vested equity with respect to an aggregate of 24,674 shares of Common Stock.
- (13) Includes presently vested equity with respect to an aggregate of 2,312,576 shares of Common Stock. Mr. Marshall retired from his position effective October 31, 2018 and, accordingly, is not included in this group.
- (14) Based on a Schedule 13G/A filed on February 11, 2019, The Vanguard Group had sole voting power over 623,632 shares of Common Stock, shared voting power over 214,686 shares of Common Stock, sole dispositive power over 55,479,367 shares of Common Stock, shared dispositive power over 741,122 shares of Common Stock and beneficial ownership of 56,220,489 shares of Common Stock.
- (15) Based on a Schedule 13G/A filed on March 18, 2019, BlackRock, Inc. had sole voting power over 26,284,373 shares of Common Stock and sole dispositive power over 29,727,193 shares of Common Stock and beneficial ownership of 29,727,193 shares of Common Stock.
- (16) Based on a Schedule 13G/A filed on February 12, 2019, Wellington Management Group LLP, Wellington Group Holdings LLP and Wellington Investment Advisors Holdings LLP had shared voting power over 11,894,167 shares of Common Stock and shared dispositive power over 29,181,673 shares of Common Stock and beneficial ownership of 29,181,673 shares of Common Stock. Wellington Management Company LLP had shared voting power over 10,085,930 shares of Common Stock and shared dispositive power over 25,912,603 shares of Common Stock and beneficial ownership of 25,912,603 shares of Common Stock. Wellington Investment Advisors Holdings LLP is owned by Wellington Group Holdings LLP. Wellington Group Holdings LLP is owned by Wellington Management Group LLP.

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CORPORATE GOVERNANCE

Audit Committee Report

Audit Committee Report

Management is responsible for the Company's financial reporting process, including its system of internal controls, and for the preparation of consolidated financial statements in accordance with generally accepted accounting principles. The Company's independent registered public accounting firm, Deloitte & Touche LLP, is responsible for performing an independent audit of the Company's financial statements in accordance with standards of the U.S. Public Company Accounting Oversight Board (PCAOB) and issuing a report on those financial statements and the effectiveness of the Company's internal control over financial reporting. The Audit Committee is also responsible for monitoring and reviewing these processes.

The Audit Committee reviewed the Company's audited financial statements for fiscal year 2018 (ended December 31, 2018) and discussed with the Company's management these financial statements, including the acceptability and quality of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements. The Audit Committee also reviewed and discussed with Deloitte & Touche LLP the audited financial statements and the matters required by PCAOB Auditing Standard No. 1301 (Communications with Audit Committees). Deloitte & Touche LLP provided the Audit Committee with the written disclosures and the letter required by applicable requirements of the PCAOB regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence. The Audit Committee has discussed with Deloitte & Touche LLP its independence and has considered whether the firm's provision of other non-audit related services to the Company is compatible with maintaining such auditors' independence.

Based on its discussions with, and its review of information provided by, management and Deloitte & Touche LLP, the Audit Committee recommended to the Company's Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

By the Audit Committee of the Board of Directors of American Tower Corporation.

AUDIT COMMITTEE

JoAnn A. Reed, Chairperson

Grace D. Lieblein

Craig Macnab

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CORPORATE GOVERNANCE

Independent Auditor Fees and Other Matters

Independent Auditor Fees and Other Matters

The following table presents the aggregate fees billed for services rendered by Deloitte & Touche LLP for the fiscal years ended December 31, 2018 and 2017 (\$ in thousands):

	2018	2017
Audit Fees	\$6,437	\$6,188
Audit-Related Fees	2,275	2,040
Tax Fees	1,250	1,050
Total Fees	\$9,962	\$9,278

Audit Fees. These fees relate to professional services rendered in connection with the annual audit of our consolidated financial statements and internal control over financial reporting; the reviews of the condensed consolidated financial statements performed in connection with each of our Quarterly Reports on Form 10-Q; and consultations regarding the accounting, financial reporting and audits of subsidiaries, including statutory audits required by foreign jurisdictions and audits required by the agreements related to our securitizations.

Audit-Related Fees. These include fees for valuation reviews and audit services performed in connection with our acquisitions, due diligence services and other services performed in connection with our financing activities. In 2018 and 2017, the valuation review and audit service fees included in the total audit-related fees were \$1.0 million and \$1.1 million, respectively.

Tax Fees. These include fees for consulting services related to potential acquisitions, tax planning, advice and assistance with international and other tax matters.

Audit Committee Pre-approval Policy and Procedures. The Audit Committee has adopted policies and procedures relating to the approval of all audit and non-audit services to be performed by our independent registered public accounting firm. This policy requires that we do not engage our independent registered public accounting firm to render audit or non-audit services unless the Audit Committee specifically approves the service in advance or the engagement is entered into pursuant to one of the pre-approval procedures described below.

From time to time, the Audit Committee may pre-approve specified types of services that we expect our independent registered public accounting firm to provide during the next 12 months. The Audit Committee may also authorize any Audit Committee member to approve any audit or non-audit services that our independent registered public accounting firm provides. Any approval of services by an Audit Committee member pursuant to this delegated authority is to be reported at the next meeting of the Audit Committee.

The Audit Committee approved all the services described above in accordance with its pre-approval policies and procedures.

AMERICAN TOWER CORPORATION 2019 PROXY STATEMENT

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Compensation and Other Information

Concerning Directors and Officers

Compensation Discussion And Analysis

In this section we summarize our philosophy and objectives regarding the compensation of our named executive officers (NEOs), including our policies on how we determine the elements and amounts of executive compensation. We encourage you to read this discussion and analysis in conjunction with our compensation tables beginning on page 52 and the report of the Compensation Committee of our Board on page 51 of this Proxy Statement. All references to the Committee in this section refer to the Compensation Committee.

Our NEOs for 2018 were:

James D. Taiclet, Chairman of the Board, President and Chief Executive Officer

Thomas A. Bartlett, Executive Vice President and Chief Financial Officer

Edmund DiSanto, Executive Vice President, Chief Administrative Officer, General Counsel and Secretary

William H. Hess, Executive Vice President and Chairman of Latin America and EMEA

Steven C. Marshall, former Executive Vice President and President, U.S. Tower Division

Amit Sharma, Executive Vice President and President, Asia

Mr. Marshall stepped down from his position as Executive Vice President and President, U.S. Tower Division, on August 1, 2018, and retired from the Company on October 31, 2018. Mr. Hess stepped down from his position as Executive Vice President, International Operations and President, Latin America and EMEA, effective October 1, 2018, and as part of his transition plan, is serving in the role of Executive Vice President and Chairman of Latin America and EMEA.

Mr. Sharma joined the Company in September 2007 and this is the first time that he has been included in the Company's Proxy Statement.

For a complete list of our current executive officers, see Part III, Item 10 in our Annual Report on Form 10-K for the year ended December 31, 2018 (Form 10-K).

EXECUTIVE SUMMARY

Our Business

We are one of the largest global REITs and a leading independent owner, operator and developer of multitenant communications real estate. Our primary business is the leasing of space on communications sites to wireless service providers, radio and television broadcast companies, wireless data providers, government agencies and municipalities and tenants in a number of other industries. We also offer tower-related services in the United States, including site acquisition, zoning and permitting and structural analysis, which primarily support our site leasing business, including the addition of new tenants and equipment to our sites.

In 2018, our senior leadership team continued its focus on our key operational priorities: (i) increase the occupancy of our existing communications real estate portfolio to support global connectivity; (ii) invest in and selectively grow our communications real estate portfolio to meet our tenants' needs; (iii) further improve upon our operational performance and efficiency, including through innovation; and (iv) maintain a strong balance sheet.

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COMPENSATION AND OTHER INFORMATION CONCERNING DIRECTORS AND OFFICERS

Compensation Discussion and Analysis

Business Highlights

We achieved strong financial performance and completed significant strategic initiatives in 2018. In addition, the Committee determined that each of our NEOs exceeded the goals and objectives set in early 2018. Compensation determinations were also influenced by our performance against external measures, including direct competitors, peer group companies and survey data.

Each of our four key operational priorities outlined above under **Our Business** directly correlates to the financial goals used by the Company to measure performance. Increased occupancy and growth of our real estate portfolio is measured by total property revenue. Improvement to our operational performance is demonstrated by Adjusted EBITDA⁽¹⁾ and Consolidated AFFO per Share⁽¹⁾. A strong balance sheet allows us to invest in growth opportunities that has resulted in our maintaining an attractive average ROIC⁽¹⁾ while achieving our goals as to property revenue growth. Certain financial goals are then used to create the incentive award plans for our executives.

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

Financial Performance (2018 Versus 2017)⁽¹⁾

We generated the following strong operating results for the fiscal year 2018 (all comparative information is presented against the prior-year period):

Total property revenue increased more than 11%, to \$7.3 billion;

Net income increased more than 3%, to \$1.3 billion;

Adjusted EBITDA⁽²⁾ increased more than 14%, to \$4.7 billion;

Consolidated AFFO increased 22%, to \$3.5 billion;

Consolidated AFFO per Share⁽³⁾ increased nearly 19%, to \$7.99; and

ROIC⁽³⁾ increased to more than 11%.

- (1) Definitions of non-GAAP financial measures and reconciliations to GAAP can be found in [Appendix A](#). These results are inclusive of the positive impacts of the Company's settlement with Tata.
- (2) Performance metric under the annual performance incentive program.
- (3) Performance metric under the PSU program.

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COMPENSATION AND OTHER INFORMATION CONCERNING DIRECTORS AND OFFICERS

Compensation Discussion and Analysis

During 2018, we:

Increased our portfolio in India by adding nearly 20,000 communications sites acquired from Vodafone India and Idea Cellular.

Launched operations in Kenya through our acquisition of communications sites from TKL.

Acquired a portfolio of fiber assets and the right to use certain telecommunications poles in Brazil from Cia Energetica.

Improved operational performance across our portfolio, exceeding targeted returns and growth on core assets.

Maintained a strong balance sheet and implemented consistent financial policies, which effectively managed risk across our capital structure, in support of strategic growth initiatives and the retention of our investment grade credit rating.

Our Performance Relative to Our Peers

For 2018, our one-, three- and five-year total stockholder returns (TSR) exceeded that of our peer group and the S&P 500. Our ten-year compound annual return of 20% exceeded the S&P 500 and our peer group by 7% and 3%, respectively.

We have generated a total return for our investors, including share price appreciation and the reinvestment of dividends, of more than 500% since 2008, reflecting compound annual growth of about 20% as compared to 13% for the S&P 500 over the same period. This strong long term TSR performance supports the Committee's belief that our executive compensation structure rewards the creation of long-term stockholder value.

Stockholder Value Creation and Balance Sheet Strength

Total Compound Annual

Capital Returned to Common Stockholders (dividends and share repurchases) ⁽¹⁾	Dividends (Increased)	Stockholder Return (year end 2018) ⁽²⁾		
\$1.6B	20%	1-Year	3-Year	5-Year
in 2018	compared to 2017	13%	20%	17%

Available Liquidity	A Leading S&P 500 Company	Compound Annual Consolidated
\$4.3B	\$91B	AFFO per Share Growth since 2012 ⁽³⁾
As of 12/31/18	enterprise value as of 12/31/18	17.3%

(1) Includes the dividend paid in January 2019 to holders of record of our Common Stock as of the close of business on December 27, 2018.

(2) Includes reinvestment of dividends.

(3) Definitions of non-GAAP financial measures and reconciliations to GAAP can be found in [Appendix A](#). These results are inclusive of the positive impacts of the Company's settlement with Tata.

Changes to Executive Compensation Program in 2018

Short-Term Incentive Program

At the beginning of 2018, the Committee redesigned the short-term incentive program after review of peer market practices. Prior to that, the annual incentive bonus payout was 80% based on Company financial goals and 20% based on individual performance goals. The peer benchmarking review highlighted that the majority of the Company's peers do not utilize individual or non-financial goals when determining annual incentive bonus award payouts. The Committee determined that the bonus payout should

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COMPENSATION AND OTHER INFORMATION CONCERNING DIRECTORS AND OFFICERS

Compensation Discussion and Analysis

correlate directly to measurable performance results, which would incorporate stockholders' feedback regarding the need for clear, transparent goals to evaluate pay for performance alignment. In addition, the Committee noted that all executives would have the same goals and receive the same payout, which would provide alignment among the small, high-performing senior management team. However, the Committee felt strongly that the CEO should be evaluated and held accountable for meeting certain non-financial strategic goals, as his role was unique in the leadership and execution of the long-term strategic vision of the Company.

Accordingly, the Committee approved the following changes to the annual incentive program design for 2018:

100% of the target award for each of the NEOs, other than the CEO, is tied to achievement of pre-established Company financial goals (total property revenue, excluding pass-through revenue, and Adjusted EBITDA⁽¹⁾); no payouts awarded for performance levels below threshold); and

The CEO's target award is 80% tied to achievement of pre-established Company financial goals (total property revenue, excluding pass-through revenue, and Adjusted EBITDA⁽¹⁾) and 20% tied to achievement of pre-established individual performance goals; no payouts awarded for performance levels below threshold.

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

Succession Planning and Long-Term Incentive Program

As part of our long-term compensation planning, the Committee worked with its compensation consultant to consider modifications to our executive retirement benefits and guidelines, particularly since our existing retirement benefits do not include a pension plan or other post-retirement benefits. Factors that influenced the Committee to design a retirement framework for current and future executive officers included:

the existing senior management team is long-tenured, possesses substantial technical and institutional knowledge and has a broad scope of responsibilities;

the successor candidates identified have depth of experience and highly sought-after skills in the industry;

involvement and support from the retiring senior leader is essential to a successful transition process, new talent onboarding and succession planning;

the PSU awards represent a significant portion of the mix of executive compensation, and under the existing framework, an executive officer would receive a pro rata number of shares based on actual performance in the event of a Qualified Retirement ; and

retirement benefits ensure fair treatment of our senior management team, while being market competitive in terms of retention and external recruiting.

Accordingly, in July 2018, after reviewing market data with its compensation consultant, the Committee decided to revise the vesting terms of the PSU award agreements to provide for a full payout of PSUs earned based on Company performance in the event of a Qualified Retirement subject to certain conditions being met. The conditions include: (i) the executive officer must provide written notice of the intent to retire more than six months after the date of grant; (ii) the executive officer must enter into a transition plan agreed to by the CEO and approved by the Committee; and (iii) the transition plan must be successfully completed, as determined by the CEO and the Committee.

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COMPENSATION AND OTHER INFORMATION CONCERNING DIRECTORS AND OFFICERS

Compensation Discussion and Analysis

Our Compensation Approach in Brief

We strongly adhere to a pay for performance philosophy. We seek to reward our executive officers for their leadership roles in meeting key near-term goals and objectives, while also positioning the Company to generate attractive long-term returns for our stockholders. We expect above-average performance from our executive officers and manage our business with a small senior management team in which each executive has a substantially broader scope of responsibilities than is typically found in the market. In fact, we manage our business with a smaller senior management team than is typically found in companies of our size, industry and complexity. Our objective is to recruit and retain the caliber of executive officers necessary to deliver sustained and attractive total returns to our stockholders, while managing comparatively greater individual responsibilities.

We place great emphasis on equity awards in our overall compensation, and our annual performance incentive awards are performance-driven and based on achievement of Company goals and objectives established at the beginning of the year. Equity awards focus on longer-term operating and stock performance objectives, stockholder value appreciation and retention.

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COMPENSATION AND OTHER INFORMATION CONCERNING DIRECTORS AND OFFICERS

Compensation Discussion and Analysis

Summary of Executive Compensation Program

The following is a summary of the components of our 2018 compensation program and how they help us achieve our compensation objectives.

ANNUAL BASE SALARY

Provides competitive level of compensation to attract and retain highly-qualified executive talent

Rewards sustained performance over time and is intended to provide a degree of financial stability to the executive

ANNUAL PERFORMANCE INCENTIVE PROGRAM

Provides at-risk, variable cash pay opportunity for performance over one year

Annual incentive targets are designed to motivate our executives to achieve or exceed annual goals within appropriate risk parameters

LONG-TERM INCENTIVE PLAN

Provides at-risk, variable, equity-based pay opportunity for sustained operating performance measured over three years

Long-term retention tool that provides both time-vested and performance-based restricted stock units

Focuses executives on the creation of long-term stockholder value

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COMPENSATION AND OTHER INFORMATION CONCERNING DIRECTORS AND OFFICERS

Compensation Discussion and Analysis

Executive Pay Mix for 2018

As illustrated in the charts below, the vast majority of the targeted mix of compensation for our CEO and other NEOs for 2018 consisted of variable pay elements (i.e., all compensation other than base salary). This directly ties executive pay to Company performance, including financial results, strategic initiatives and stock performance. In addition, the Committee believes that a significant percentage of each executive's target compensation package should consist of equity-based compensation, as this allocation properly aligns with our compensation philosophy of appropriately balancing risk and motivating our executive officers to achieve Company performance objectives in the short term and to grow the business to create value for our stockholders in the long term.

CHIEF EXECUTIVE OFFICER

AVERAGE OF OTHER NEOs

TARGET COMPENSATION

TARGET COMPENSATION

Investor Outreach

Stockholder engagement is an integral component of our compensation decision-making process, and members of our Board and management routinely interact with our investors. Through these interactions, we receive valuable feedback on our compensation program and corporate governance initiatives. For instance, we received feedback from certain of our stockholders to more closely align the annual incentive bonus award payouts to clear, transparent goals for purposes of evaluating pay for performance. Accordingly, at the beginning of 2018, the Committee redesigned the annual incentive program for each of our executive officers, other than the CEO, so that 100% of the target award would be tied solely to achievement of pre-established Company financial goals.

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COMPENSATION AND OTHER INFORMATION CONCERNING DIRECTORS AND OFFICERS

Compensation Discussion and Analysis

Examples of the feedback we heard from our investors over the last few years, and how that feedback impacted compensation design include:

WHAT WE HEARD	HOW WE RESPONDED
Pay for performance	Reduced emphasis on individual performance and decreased threshold payout level in annual incentive program. 100% of our NEOs' annual incentive compensation, other than the CEO, is tied to the performance of Company financial goals.
Align compensation to long-term stockholder value	Increased weighting of performance-based equity awards, included two performance metrics (ROIC and Consolidated AFFO per Share ⁽¹⁾ growth), incorporated a three-year performance period in our PSU program, and eliminated stock options.
Improve communication and transparency	Focused on improving our disclosure, including use of graphics to improve communications.

Align executive interests with stockholders' interests

Implemented stock ownership guidelines for all executive officers, including increasing the holding requirement for our CEO.

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

CONSIDERATION OF MOST RECENT SAY ON PAY VOTE

Each year, the Committee considers the outcome of the advisory vote on our executive compensation program. Stockholders continued to show strong support of our executive compensation program, with over 96% of the votes cast for the approval of the say-on-pay proposal at our 2018 annual meeting of stockholders.

We regularly review our compensation program to ensure that we remain a leader in executive compensation best practices and continue to incorporate stockholder feedback. We will continue with regular stockholder engagement activities to understand perspectives firsthand.

Proposal 3 (page 71) gives our stockholders the opportunity to cast an advisory vote on our executive compensation program as described in this Proxy Statement. Although this vote is non-binding, the Committee will review the results of the vote as it did in 2018 and take those results into account when making future determinations concerning the executive compensation program and policies.

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COMPENSATION AND OTHER INFORMATION CONCERNING DIRECTORS AND OFFICERS

Compensation Discussion and Analysis

Key features to align executive pay with stockholder interests. We supplement our pay for performance program with a number of compensation policies intended to align the interests of management with those of our stockholders.

AT AMERICAN TOWER WE...	AT AMERICAN TOWER WE DO NOT...
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Tie a high ratio of our executives pay to performance.

As described above, 92% and 88% of the total direct compensation opportunity (assuming target performance) for our CEO and other NEOs, respectively, was in the form of short- and long-term incentive compensation, as of December 31, 2018.

Weight incentives toward quantitative metrics.

Our annual performance incentive program is based solely on quantitative metrics relating to pre-established Company financial goals for all our executive officers except the CEO, for whom the program is heavily weighted in favor of quantitative metrics (80%).

Require significant stock ownership.

We maintain aggressive guidelines to reinforce the importance of stock ownership. This is intended to align the interests of our executive officers and Directors with those of our stockholders and to focus our senior management team on our long-term success.

DO NOT permit hedging or pledging of American Tower securities.

Our Anti-Insider Trading Policy and Code of Conduct prohibit short sales and hedging transactions, as well as pledging of our securities. In addition, our policies impose limits as to when and how our employees, including our executive officers and Directors, can engage in transactions in our securities.

DO NOT encourage excessive or inappropriate risk-taking through our compensation program.

The Committee, together with its independent compensation consultant and management, conducts an annual risk review of American Tower's compensation programs to determine if any elements of these programs create an inappropriate level of risk and reviews management's mitigation activities with respect to any potential risks.

DO NOT provide golden parachute gross-ups.

We do not provide excise tax gross-ups to our NEOs.

Subject incentive compensation to claw back provisions.

The terms of our annual performance incentive awards and long-term, equity-based awards allow American Tower in certain circumstances to claw back cash and shares received pursuant to such awards or to require the repayment of all gains realized upon disposition of such shares.

Provide a consistent level of severance.

We maintain a competitive and responsible severance program to provide a consistent approach to executive severance and to provide eligible employees with certainty and security. Under this program, severance benefits are available only upon a Qualifying Termination.

Use an independent compensation consultant.

The Committee has engaged Meridian Compensation Partners, LLC (Meridian) as its independent compensation consultant. Meridian has no other ties to American Tower or its management and meets stringent selection criteria.

Engage directly with our stockholders.

We maintain direct and open communication with our stockholders throughout the year, conduct active stockholder engagement initiatives and respond to all inquiries in a timely manner.

DO NOT reprice stock options or repurchase underwater stock options.

Our equity incentive plan prohibits, without stockholder approval, (i) the amendment of any outstanding stock option to reduce its exercise price or replace it with a new award exercisable for our Common Stock at a lower exercise price; and (ii) the purchase of an underwater stock option for cash.

DO NOT provide excessive perquisites.

We do not provide excessive perquisites to our executive officers, nor do we offer them any deferred compensation plans, supplemental executive retirement plans or loans of any kind.

DO NOT provide single trigger acceleration of equity.

Our severance program provides acceleration of equity only upon a double trigger, meaning that executives are only entitled to acceleration in the event of a Qualifying Termination within 14 days before, or two years following a Change of Control.

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Overview of Our Compensation Program

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Focus on Pay for Performance. The guiding principle of our executive compensation philosophy is to pay for performance. Fundamentally, our program is designed to:

attract and retain top talent;

motivate and engage our executive officers; and

drive sustainable, long-term growth and stockholder value consistent with our vision and growth strategy.

Peer Group Review. The Committee believes it is important to understand the relevant market for executive talent to ensure that the executive compensation program supports the attraction and retention of highly qualified leaders. The Committee assesses market conditions annually through a review of peer group compensation data compiled by the Committee's independent compensation consultant. Due to the unique nature of our business, including its global scope and growth, there are ongoing challenges in developing the most appropriate mix of companies for our peer group. In its annual review of our peer group composition, the Committee takes into account these challenges, which include the following:

The scope of our business spans two major sectors—wireless communications and real estate—as a result there are very few companies directly comparable to us;

We have large international operations located in a number of distinctive markets;

We manage our business with a smaller senior management team than is typically found in the technology, wireless communications or real estate industries; and

We operate and are classified as an infrastructure REIT and are one of very few global technology REITs.

As a result of the annual peer group review in late 2017, which was used to set compensation for 2018, the compensation benchmarking peer group was modified to better reflect the current business in terms of size, business complexity and industry comparisons. Accordingly, the Committee determined to remove two peers (SBA Communications Corporation and Yahoo! Inc.) and add four new peers (Broadcom Inc., Fidelity National Financial, Harris Corporation and Welltower Inc.) to the benchmarking peer group for 2018. The peer group consists of companies in the wireless communications site leasing industry, other REITs, companies with comparable revenues, firms with similar business models and companies from which we would consider recruiting talent. The Committee believes this grouping provides a meaningful perspective of current pay practices and levels as well as overall compensation trends. The peer group used for developing 2018 pay decisions consisted of the following companies:

Adobe Systems Incorporated

Broadcom Inc.

Fidelity National Financial

Juniper Networks, Inc.

Public Storage

Simon Property Group, Inc.

Welltower Inc.

Alliance Data Systems Corporation

Crown Castle International Corp.

Harris Corporation

MasterCard Incorporated

Rockwell Collins, Inc.

Ventas, Inc.

Boston Properties, Inc.

Equinix, Inc.

Intuit Inc.

Motorola Solutions, Inc.

Salesforce.com, Inc.

Vornado Realty Trust

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American Tower Positioning Relative to its Peers⁽¹⁾

(1) Reflects amounts for fiscal year ended as of December 31, 2018.

Source: S&P Capital IQ

While our total revenues are substantially similar to the peer group median, our market capitalization is significantly higher, which is attributable to the growth of the business creating value for our stockholders in the long term.

Benchmarking Analyses. In addition to data from the peer group, the Committee reviews industry survey data published by third parties as a general indicator of relevant market conditions and pay practices. The Committee reviews market data at the 25th, 50th and 75th percentiles from a REIT subgroup, the S&P 250 and proxy advisory firms peer groups. This data serves as a broader reference point for determining what types and amounts of compensation are appropriate. In determining the appropriate compensation packages necessary to recruit and retain valuable senior executives, the Committee also considers market conditions, relative experience levels, relative executive tenure, special capabilities and global complexity to be significant factors.

The Committee generally targets total compensation in a competitive range between the 50th and 75th percentiles of the market. In setting this target range, the Committee takes into account that, while the Company has similar revenue to the median of its custom benchmarking peer group, it is larger than this peer group in terms of market capitalization, and the business is managed with a smaller senior management team than is typically found in the peer group. In addition, the team has an expanded scope of responsibility compared to the peer group, as evidenced by the increased size and geographic diversity of our communications sites portfolio, our balance sheet and organizational structure. The Committee also recognizes the challenge of operating in a dynamic and rapidly evolving technology sector and the team's contribution to the Company's high-performance results over the last several years.

Small Management Team. Base salaries are set in recognition of (i) an efficient management structure, where there are few executive officers, each of whom has significant tenure and experience in a highly specialized and varied business, and (ii) continued attraction and retention of this executive talent. Despite the significant growth in the size of the Company, the senior management team continues to be small.

Annual incentive awards and long-term, equity-based compensation vary based on the Company's achievement of rigorous financial goals for our executive officers and rigorous financial, operational and strategic goals for our CEO. This direct link between incentive payouts and achievement of goals has helped drive our strong and consistent performance for a number of years. We provide robust incentives for our executive officers to manage the Company for the long term, while avoiding excessive risk-taking in the short term. Goals and objectives reflect a balanced mix of quantitative financial performance measures to avoid placing excessive weight on a single performance measure.

Detailed Evaluation by the Committee. In making determinations with respect to all elements and amounts of executive compensation, the Committee reviews the CEO's assessment of each executive and his contribution to the Company's financial performance (outlined in [Financial Goals and Performance](#) below). In addition, the Committee considers the executive's potential for continued contribution to the Company's long-term success. For the CEO, the Committee reviews his performance and contribution to the Company's financial performance and meeting pre-established individual performance goals (outlined in [Review of 2018 CEO Performance](#) below).

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Actual compensation paid to each executive officer may be above or below target pay positioning based on actual Company performance, other than for the CEO, for whom actual compensation will be based on Company and individual performance. Other factors which affect actual compensation include retention risk, future potential at the Company and internal equity considerations.

Emphasis on Future Pay Opportunity Versus Current Pay. The Committee strives to provide an appropriate mix of compensation elements, with an emphasis on performance-based, long-term compensation. Cash payments primarily reward annual performance, while equity awards incentivize our NEOs to continue to deliver sustained results over a longer period of time and also serve as a retention tool. The Committee believes that a substantial portion of our NEOs compensation should be at-risk, that is, dependent on our operating and stock-price performance over a multiyear period.

Significance of Overall Company Results. The Committee's evaluation of our NEOs places emphasis on their contributions to overall Company performance, rather than on their individual business or function. The Committee believes that the NEOs share responsibility for supporting the goals and performance of the Company as a whole.

Compensation Determinations for 2018

Below we discuss the Committee's key compensation decisions for 2018, which were made based on our compensation philosophy and with advice from the Committee's compensation consultant (see **Other Compensation and Governance Practices and Policies** **Role of the Compensation Consultant**). In evaluating Company performance, the Committee considered our overall financial results, as well as peer group and benchmarking analyses. For fiscal year 2018, based on our assessment of all the market data in light of our executive talent, the Committee has concluded that our NEOs in the aggregate are competitively positioned on a target total compensation basis.

The Committee works with its compensation consultant to better understand and continually monitor market competitive pay practices, which it then considers when determining compensation adjustments and changes for the coming year. This annual process includes reviewing the peer group and conducting a competitive market benchmark analysis.

BASE SALARY

The Committee heavily weighs the fact that we have a small senior management team relative to the size of the Company. We believe that operating with a small senior management team enables us to leverage the broader capabilities of our executive officers more effectively across a wider range of business and functional responsibilities and fosters a team approach by, and greater collaboration among, our executive officers. As a result, annual base salaries for our NEOs are, and must remain, competitive. Our NEOs have consistently achieved strong Company performance results by working closely together as a team. Given this team orientation and collaborative environment,

the Committee typically tries to limit the relative difference in base salaries among our executive officers, and the salaries reflect historical key contributions and expectations of significant continued contributions to the Company's long-term success.

Based on review of competitive market data and internal pay equity considerations, the Committee decided not to increase the base salaries of any of our executive officers, including the CEO, in 2018. Mr. Taiclet's base salary has not increased since 2011.

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Name	2017 Base Salary	2018 Base Salary	Percent Change
James D. Taiclet	\$1,100,000	\$1,100,000	0%
Thomas A. Bartlett	\$ 766,500	\$ 766,500	0%
Edmund DiSanto	\$ 613,200	\$ 613,200	0%
William H. Hess	\$ 664,300	\$ 664,300	0%
Steven C. Marshall ⁽¹⁾	\$ 664,300	\$ 664,300	0%
Amit Sharma ⁽²⁾		\$ 615,038	N/A

(1) Mr. Marshall retired from the Company as of October 31, 2018 and, accordingly, he did not receive the full amount of his base salary for 2018.

(2) Mr. Sharma was not a NEO prior to the 2018 fiscal year and, accordingly, compensation information in prior years is not provided.

ANNUAL PERFORMANCE INCENTIVE AWARDS

At the beginning of each year, the CEO works with the Committee to set his individual goals, objectives and performance metrics for the year, as well as Company financial goals. As part of this process:

The CEO reviews with the Board and Committee how short-term annual performance targets align with and support the strategic priorities and direction of the Company.

Company financial goals, as well as the CEO's individual goals, are reviewed by the Committee. As described above in the Executive Summary, 100% of each of our executive officer's annual bonus opportunity is based on the Company's achievement of pre-established financial goals, except for Mr. Taiclet, who has 80% of his goals tied to achievement of such financial goals, and 20% tied to achievement of individual goals set at the beginning of the year. Individual performance goals are measured based on metrics unique to Mr. Taiclet's role and scope of responsibilities and are reviewed and approved by the Committee. Mr. Taiclet's individual performance goals are discussed below under Review of 2018 CEO Performance.

The annual incentive plan design for our executives demonstrates our commitment to place rigor and objectivity in establishing and meeting our compensation goals. Upon review of peer group practices, the Committee noted that the Company's threshold performance for revenue and Adjusted EBITDA were more challenging than its peers', and that the Company's revenue and Adjusted EBITDA goals to earn a maximum payout were more stringent than the

Company's peers, further demonstrating that the Company sets rigorous financial goals for its incentive plans.

The target award opportunities (as a percentage of base salary) are also established at the beginning of the year, based on the market competitive benchmarking analyses. The Committee determines actual incentive payouts after assessing Company performance for all NEOs, as well as individual performance for the CEO, relative to pre-established goals and then comparing performance achieved during the current year versus prior years.

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We use four key operational priorities as outlined above under **Our Business** to measure the success of the Company, and these priorities are directly linked to the metrics used by the Company to measure financial performance. Two specific Company financial goals are used to determine the executives' annual incentive awards:

Metric	Total property revenue⁽¹⁾	Adjusted EBITDA⁽²⁾
Weighting	30% for CEO; 40% for other NEOs	50% for CEO; 60% for other NEOs
Payouts Based on Performance Levels	Below Threshold = 0%	Below Threshold = 0%
	Threshold = 50%	Threshold = 50%
	Target = 100%	Target = 100%
	Maximum = 200%	Maximum = 200%

(1) Total property revenue excludes pass-through revenue. For a reconciliation of total property revenue, excluding pass-through revenue, see [Appendix A](#).

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

We use these quantitative goals as we believe that making Company financial performance a shared objective encourages alignment and teamwork. We also believe that these particular performance measures are among the most important for our stockholders and therefore enhance the alignment of our annual executive incentive program with stockholder interests, as these goals are used to measure management's ability to grow our business profitably while also increasing cash generation and controlling costs.

We use the initial Company budget that is set at the beginning of the fiscal year to set Company goals for total property revenue, excluding pass-through revenue, and Adjusted EBITDA. Pass-through revenue is primarily based on land rent and/or power and fuel expense reimbursements. As a result, our total property revenue including pass-through revenue in any given period may fluctuate in a way which is not necessarily representative of the Company's real estate business and the underlying trends in that business.

Consequently, we adjust total property revenue to exclude pass-through revenue from the goal setting process. We further adjust the financial goals for fluctuations in foreign currency exchange rates and material acquisitions that close during the year. In addition, in 2018, we increased these goals to ensure that the net positive impacts of previously unbudgeted components of the significant carrier consolidation process in India did not drive goal achievement outperformance for the year. These adjustments primarily consisted of the Company's receipt of \$345.5 million as a result of the settlement and release of certain contractual lease obligations of Tata, which had historically been a major tenant.

In addition, we incorporate the prior year's actual results in our annual goal setting process to (i) ensure that the new performance targets are rigorous but achievable and (ii) challenge the executive team to perform at consistently higher levels during each subsequent year. Accordingly, the 2018 target levels for total property revenue, excluding pass-through revenue, and Adjusted EBITDA increased by approximately 10% and 10.5%⁽¹⁾, respectively, from the 2017 financial results, evidencing rigorous goals that cannot be achieved without superior performance.

⁽¹⁾ These results are inclusive of the positive impacts of the Company's settlement with Tata.

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The following table sets forth the targets, as adjusted, for each goal, as well as the performance achieved.

2018 Company Financial Goals (\$ in billions)

Goal	Target⁽¹⁾	Actual⁽²⁾	Performance
Total property revenue ⁽³⁾	\$6.215	\$6.363	Exceeded
Adjusted EBITDA ⁽⁴⁾	\$4.519	\$4.667	Exceeded

(1) Target adjusted to reflect fluctuations in foreign currency exchange rates, material acquisitions that have closed and unbudgeted components of the carrier consolidation process in India.

(2) On February 27, 2019, we issued a press release reporting our actual results for 2018.

(3) 2018 Company financial goals for total property revenue exclude pass-through revenue. For a reconciliation of total property revenue, excluding pass-through, see [Appendix A](#).

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

As indicated in the table above, the Company exceeded each of its financial goals, and the achievement percentage reflects a payout slope for each 1% above the adjusted target for each financial goal. The calculation for the weighted achievement for these combined financial goals is outlined in the tables below.

2018 Financial Goals for the NEOs (Excluding the CEO)

	Weighting	Achievement	Weighted Achievement
Property Revenue ⁽¹⁾	40%	139%	140%
Adjusted EBITDA ⁽²⁾	60%	140%	

(1) 2018 Company financial goals for total property revenue exclude pass-through revenue. For a reconciliation of total property revenue, excluding pass-through, see [Appendix A](#).

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

2018 Financial Goals for the CEO

	Weighting	Achievement	Weighted Achievement
Property Revenue ⁽¹⁾	30%	139%	112%

Adjusted EBITDA⁽²⁾ 50% 140%

(1) 2018 Company financial goals for total property revenue exclude pass-through revenue. For a reconciliation of total property revenue, excluding pass-through, see [Appendix A](#).

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

2018 Individual Performance Goals for the CEO

In addition, the Committee determined that the CEO exceeded his individual goals for 2018, as described in more detail below under Review of 2018 CEO Performance. In making these determinations, the Committee reflected on the strategic vision and leadership of the CEO. The following table sets forth the weighted achievement of individual goals for the CEO.

	Weighting	Achievement	Weighted Achievement
James D. Taiclet	20%	200%	40%

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The following table sets forth the target award opportunities and actual incentives paid to our NEOs for the fiscal year 2018 and compares them to the target awards and actual incentive payments for the prior fiscal year. The Committee did not exercise any discretion in setting final bonus payout amounts.

Bonus Targets and Payouts (2017 And 2018)

Name	Year	Target Annual Incentive Award		Actual Annual Incentive Awards		
		Target Bonus (%) ⁽¹⁾	Amount (\$)	% Achievement of Target Bonus	Amount (2018 over 2017)	Percentage Change
James D. Taiclet	2017	130%	\$1,430,000	139%	\$1,987,700	
	2018	130%	\$1,430,000	152%	\$2,173,600	9%
Thomas A. Bartlett	2017	95%	\$728,175	137%	\$997,600	
	2018	95%	\$728,175	140%	\$1,019,445	2%
Edmund DiSanto	2017	95%	\$582,540	136%	\$792,254	
	2018	95%	\$582,540	140%	\$815,556	3%
William H. Hess	2017	95%	\$631,085	137%	\$864,586	
	2018	95%	\$631,085	140%	\$883,519	2%
Steven C. Marshall ⁽²⁾	2017	95%	\$631,085	137%	\$864,586	
	2018	95%	\$631,085	140%	\$736,266	(15)%
Amit Sharma ⁽³⁾	2017					
	2018	95%	\$584,286	140%	\$818,001	N/A

(1) As a percentage of base salary.

(2) Mr. Marshall retired from the Company as of October 31, 2018 and, accordingly, he received less than the full amount of his base salary. As a result, while he achieved 140% of his target bonus award, the bonus payout was based on the actual salary received.

(3) Mr. Sharma was not a NEO prior to the 2018 fiscal year and, accordingly, compensation information in prior years is not provided.

EQUITY-BASED INCENTIVE AWARDS FOR 2018**Our Approach for 2018**

While our management team drives short-term advancements such as cost reduction efforts and process improvements, our long-term lease arrangements with our tenants and additions to our real estate portfolio enable us to generate relatively predictable long-term growth. As a result, the management decisions that have the greatest long-term impact on the Company typically relate to matters such as capital allocation, mergers and acquisitions, long-term contract negotiations with major tenants, financial leverage, capital structure, growth opportunities, expansion into new markets and strategic alliances. Such decisions can sometimes have a negative short-term impact on our performance and/or stock price, but result in greater long-term value.

For these reasons, a substantial majority of our targeted compensation is in the form of long-term incentives, as we believe that granting our executive officers meaningful levels of equity-based awards provides them with a greater incentive to focus on long-term results, which ultimately contributes most significantly to stockholder value by enabling us to retain highly experienced executives and sustain long-term Company performance.

Our practice has been to award equity-based incentives in amounts that vary based on the executive's scope of responsibility, the experience the executive brings to the role, the expected contributions of the executive officer and the executive officer's operating unit within the Company.

For each of our NEOs, the Committee determined the appropriate allocations based on overall Company performance, the anticipated level of the executive officer's future contribution, the increasingly more challenging annual business plan as prior year's objectives are achieved, the experience needed, and the size of equity-based awards to individuals with comparable positions

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or roles in the competitive market. All equity grants to our executive officers were awarded at the same time as our annual employee grant on March 12, 2018.

The following table sets forth the value of equity awards granted to Messrs. Taiclet, Bartlett, DiSanto, Hess, Marshall and Sharma. The Committee determined it was appropriate to increase the 2018 award values among all of the NEOs, taking into account the size of the equity grants in 2017, market data, and the team's collaborative effort to achieve the Company's high-performance results. For 2018, the targeted grant date award value for each executive officer was allocated 60% to PSUs and 40% to RSUs. We determined the number of shares subject to each of our awards using the closing price of our Common Stock on the date of grant.

Equity-Based Award Values (2017 And 2018)

Name	2017 Equity Value	2018 Equity Value	Percent Change (2018 over 2017)
James D. Taiclet	\$10,000,000	\$11,000,000	10%
Thomas A. Bartlett	\$4,000,000	\$4,300,000	8%
Edmund DiSanto	\$3,750,000	\$4,050,000	8%
William H. Hess	\$4,000,000	\$4,300,000	8%
Steven C. Marshall	\$4,000,000	\$4,300,000	8%
Amit Sharma ⁽¹⁾		\$3,800,000	N/A

(1) Mr. Sharma was not a NEO prior to the 2018 fiscal year and, accordingly, compensation information in prior years is not provided.

Each RSU grant vests 25% annually over four years, commencing one year from the date of grant.

Each PSU grant is based on a three-year performance period, with the performance goals set at the beginning of the performance period. The performance goals for the outstanding PSU awards are cumulative Consolidated AFFO per Share and average ROIC⁽¹⁾, which are used by management and investors as key indicators of the Company's financial performance. As outlined below, the actual number of vested PSUs is based on the performance levels against these target goals as determined by the Committee at the end of the performance period.

Metric	Consolidated AFFO per Share ⁽¹⁾	ROIC ⁽¹⁾
Weighting	70%	30%
Vesting Amounts Based on Performance Levels	Below Threshold = 0% Threshold = 50% Target = 100% Maximum = 200%	Below Threshold = 0% Threshold = 50% Target = 100% Maximum = 200%

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

As of December 31, 2018, the NEOs had three PSU awards outstanding and unvested, granted in March 2016, 2017 and 2018.

For the PSU award granted in March 2016 (2016 PSU Award), the target set by the Committee for cumulative performance was measured against the achievement of an established cumulative Consolidated AFFO per Share and average ROIC⁽¹⁾ for the three-year performance period of \$17.81 and 9.2%, respectively. In February 2019, the Committee determined that the Company outperformed the Consolidated AFFO per Share and average ROIC by 115% and 114%, respectively. Accordingly, the following table sets forth the 2016 PSU Awards for each NEO at the maximum 200% payout performance level, before dividend equivalents and the shares withheld by the Company to cover any taxes due.

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

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Name	2016 PSU Award Shares Vested
James D. Taiclet	114,034
Thomas A. Bartlett	46,500
Edmund DiSanto	43,966
William H. Hess	46,500
Steven C. Marshall	46,500
Amit Sharma	41,180

Information on acceleration of equity awards upon certain triggering events is described in Employment and Severance Arrangements below.

REVIEW OF 2018 CEO PERFORMANCE

The CEO first provides the Lead Director and Chairperson of the Committee with a report on his own performance as compared to his established goals and objectives. The Lead Director then prepares a written evaluation that includes extensive input from individuals familiar with the CEO's performance and achievements, including interviews with other Directors and those who report directly to the CEO. The Committee reviews this written evaluation in executive session, while also considering additional factors, including prior years' compensation trends, prior years' Company performance and the relative level of rigor and complexity of the CEO's tasks resulting from circumstances of domestic and international markets.

The Committee assessed the CEO's individual achievements during the year against the following four pillars of the Company's strategy:

Pillar	Metrics Measured by Committee	CEO Performance Achievements
Lead wireless connectivity	Cultivation of relationships with tenants and partners	Advanced the Company's position as an industry leader with key government industry and business associations, including being selected by the U.S.

Participation in thought leadership initiatives Department of Commerce to Co-Chair the U.S.-India CEO Forum

Enhancement of Company reputation and impact

Innovate for a mobile future

Pursuit of partnerships and alliances

Launched novel urban and indoor transmission architecture pilot projects and pursued new tenant opportunities to use existing and new architecture

Participation in development/testing of new technologies and energy alternatives

Delivered reduction in diesel usage by generators in the Company's emerging markets

Support of regional innovation team pilots/projects

Drive efficiency

Meeting targeted profitability and cost savings goals

Oversaw efficiency initiatives to maximize financial performance of our asset base as evidenced by meeting targets for Adjusted EBITDA⁽¹⁾, Selling, General, Administrative and Development Expense (SG&A) and Total Cash Revenue

Attractive returns of capital to stockholders

Grow our assets and capabilities

Achievement of growth trajectory

Led the pursuit of attractive asset acquisitions in existing and select new markets, including the significant increase of our portfolio in India,

Effective management of investment process

expansion into Kenya and the acquisition of urban telecommunications assets in Brazil

Focus on high-performing core assets

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

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CEO PAY FOR PERFORMANCE ALIGNMENT

The graphs below demonstrate the alignment of stockholder value creation and key operational metrics with CEO total annual compensation over the past five years.

* As disclosed in Summary Compensation Table.

CHAIRMAN AND CEO LEADERSHIP AND ACCOUNTABILITY

The Committee recognizes that over Mr. Taiclet's tenure as Chairman and CEO, the Company has significantly grown its global portfolio while delivering strong operational results. Since Mr. Taiclet began serving as Chairman and CEO in February 2004 through December 31, 2018:

The stock price has appreciated 1,550%, including reinvestment of dividends;

The market capitalization has increased by 33 times;

The asset base has increased by a factor of nearly twelve, from approximately 15,000 communications sites to approximately 171,000 communications sites; and

Revenues from the full year 2004 to the full year 2018 have increased by nearly 900%.

(1) Excludes reinvestment of dividends.

Source: Yahoo! Finance

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Under Mr. Taiclet's guidance, the Company has received several prominent awards in the last few years:

The Company was named to the Forbes list of America's Best Mid-Size Employers in 2018.

The Company achieved inclusion in the Fortune 500 list in 2017.

The National Association of Corporate Directors, New England chapter, recognized the Company's Board as the 2016 Public Company Board of the Year.

The Company received the FTSE4Good recognition, a designation for companies that demonstrate strong environmental, social and governance practices, every year since 2012.

In addition, Mr. Taiclet has recently been personally recognized:

EY named Mr. Taiclet as its 2018 Entrepreneur of the Year in the New England region for Real Estate and Investing and its 2018 National Entrepreneur of the Year for Real Estate, Hospitality and Construction.

The Harvard Business Review recognized Mr. Taiclet as one of the 100-Best Performing CEOs in the World in 2018, noting that Mr. Taiclet is one of only six CEOs to appear on such list every year since 2013.

TOTAL ANNUAL DIRECT COMPENSATION

Based on Mr. Taiclet's 2018 performance and strong track record of success, the Committee awarded Mr. Taiclet total annual compensation of \$14.3 million for 2018, consisting of a \$1.1 million annual salary and \$13.2 million in incentive compensation directly linked to his performance, of which \$2.2 million (16.7%) was awarded as a cash incentive and \$11.0 million (83.3%) was awarded as long-term equity in the form of PSUs and RSUs.

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Other Compensation and Governance Practices and Policies

ROLE OF THE COMPENSATION CONSULTANT

The Committee's compensation consultant is Meridian. Meridian reports directly to the Committee, and the Committee can replace Meridian or hire additional consultants at any time. In 2018, Meridian attended all Committee meetings in person or by telephone, including executive sessions as requested and consulted frequently with the Chairperson of the Committee between meetings.

As part of its work in 2018, Meridian assisted the Committee with determining our peer group and benchmarking analyses, which included competitive analyses of Director and executive compensation, financial performance analysis, dilution analysis and realizable pay for performance analysis. Meridian also advised the Committee on the design of the annual and long-term incentive programs, including a retirement framework, as well as conducted a risk assessment review and audit of each of our compensation practices, programs and policies (see below under "Risk Assessment"). Other than the services that it provides to the Committee, Meridian does not provide services to, and receives no additional compensation from, the Company.

The Committee has analyzed whether the work of Meridian as its compensation consultant raises any conflict of interest, taking into consideration the following factors: (i) Meridian does not provide any other services to the Company; (ii) the amount of fees the Company paid to Meridian represents less than 1% of Meridian's total revenues; (iii) Meridian's policies and procedures were designed to ensure independence; (iv) Meridian does not have any business or personal relationship with an executive officer of the Company; (v) Meridian does not have any business or personal relationship with any member of the Committee; and (vi) neither Meridian nor any member of its consulting team owns any stock of the Company. The Committee determined, based on its analysis of the above factors, that the work of Meridian and the individual compensation advisors employed by Meridian as compensation consultant to the Committee does not create any conflict of interest. The Committee will continue to monitor the independence of its compensation consultant on an annual basis.

EMPLOYMENT ARRANGEMENTS AND SEVERANCE PROGRAM

To recruit and retain our executive officers, we periodically enter into employment letters and other arrangements or agreements, which are subject to review by the Committee.

In March 2009, we implemented a severance program (the Severance Program) to provide severance benefits to eligible employees who are terminated in certain circumstances. Severance benefits under the Severance Program vary depending on an employee's position or tenure with the Company. Our CEO and our executives are eligible for benefits under the Severance Program in the case of a Qualifying Termination, which occurs if the officer resigns for Good Reason or if the Company terminates the executive officer other than for Cause or for Performance Reasons (as

these terms are defined in the Severance Program). The employment arrangements and agreements with, and benefits to, these executives are further described in Employment and Severance Arrangements below.

In July 2018, the Committee approved a new form of Award Agreement for grants of PSUs to employees, other than the CEO, pursuant to the 2007 Equity Incentive Plan, as amended (2007 Equity Incentive Plan). The Award Agreement provides for either a full or pro rata payout of PSUs earned based on the Company's performance after the scheduled vesting date of the PSUs in the event of a Separation Event or Qualified Retirement (each as defined in the Award Agreement) subject to certain conditions being met. In addition, the Committee approved an amendment of all outstanding PSU awards, including PSU awards held by the Company's executive officers, other than the CEO, to conform to the payout methodology in the new form of the Award Agreement (see Executive Summary Succession Planning and Long-Term Incentive Program). Based on these revised vesting terms, and meeting the conditions as outlined in the Award Agreements, Mr. Marshall is entitled to receive a full payout of PSUs earned based on the Company's performance after the respective scheduled vesting dates.

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RISK ASSESSMENT

The Committee annually assesses, together with its independent compensation consultant and management, the factors and criteria underlying our compensation plans for all employees to determine whether any elements create an inappropriate level of risk, as well as methods to mitigate any identified potential risks. This includes considering, among other things:

whether each plan provides for an overachievement mechanism or cap on performance;

incentive award opportunity;

the existence of discretionary authority;

whether payouts are linked to overall Company goals;

the timing of prospective payments;

the inclusion of certain windfall or claw back provisions;

the contribution of the awards to a participant's total mix of compensation; and

any risk-mitigating factors.

STOCK OWNERSHIP GUIDELINES

We believe that, by holding shares of our Common Stock, RSUs, PSUs and options to purchase our Common Stock, our executive officers have interests that are closely aligned with those of our stockholders. Accordingly, we maintain a formal stock ownership policy for our executive officers and Directors so that they may share in the perspectives and sentiments of our stockholders as our stock price increases or decreases.

The current stock ownership guidelines are based on a multiple of base salary for executive officers and a multiple of the annual cash retainer for non-employee Directors. The ownership guidelines are as follows:

six (6) times annual base salary for the CEO;

three (3) times annual base salary for executive officers directly reporting to the CEO; and

five (5) times annual retainer for Directors.

In determining compliance with these guidelines, in addition to actual shares held, we count unvested time-based RSUs, unvested PSUs at target and the in-the-money value of vested options. Executives have five years from the date of hire to reach their required ownership levels and are required to retain 50% of equity award shares received net of tax obligations until they meet the ownership requirements.

All of our NEOs employed as of December 31, 2018, were in compliance with our stock ownership guidelines:

Name	Stock Ownership Guideline	Ownership as of December 31, 2018 ⁽¹⁾
James D. Taiclet	6x Base Salary	143x Base Salary
Thomas A. Bartlett	3x Base Salary	41x Base Salary
Edmund DiSanto	3x Base Salary	94x Base Salary
William H. Hess	3x Base Salary	53x Base Salary
Amit Sharma	3x Base Salary	111x Base Salary

(1) Based on a per share price of \$158.19, the closing price of our Common Stock on December 31, 2018.

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For additional information on our stock ownership guidelines and our Directors, see above under Corporate Governance Stock Ownership Guidelines.

POLICIES ON TRANSACTIONS IN COMPANY STOCK; ANTI-HEDGING AND PLEDGING POLICY

Our Anti-Insider Trading Policy imposes limits as to when and how Company employees, including our executive officers and Directors, can engage in transactions in our securities, and prohibits short sales and hedging transactions with respect to our Common Stock. Our Code of Conduct provides a formal policy that prohibits our executive officers and Directors from entering into hedging transactions with respect to our Common Stock. It also prohibits our executive officers, Directors and certain other key employees from pledging shares of our Common Stock as security.

CLAW BACK POLICY

The terms of our annual performance incentive awards and long-term, equity-based awards allow the Company to claw back cash and shares received pursuant to such awards, respectively, or, in the latter case, require the payment to the Company of all gains realized upon disposition of such shares in certain circumstances, such as the executive's termination by the Company for cause or following termination of employment for any reason if: (1) the executive officer engaged in conduct while an employee that would have justified termination for cause; (2) the executive officer violates any applicable confidentiality or non-competition agreement; (3) upon determination that a claw back is appropriate in the event of restatement of the Company's financial statements; or (4) as required by law.

OTHER BENEFITS

We do not believe in providing excessive perquisites to our executive officers, who participate in the same healthcare, insurance and other welfare and retirement programs as other eligible employees. These programs include health and dental coverage, group term life insurance, disability programs, our broad-based employee stock purchase program (under which we give a 15% discount to all employees on the purchase price of our stock) and matching contributions to our 401(k) plan. We share the cost of health and welfare benefits with our employees, including our executive officers, a cost that depends on the level of benefits coverage that each employee or executive officer elects.

We do not offer our executive officers any deferred compensation plans, supplemental executive retirement plans or loans of any kind.

As shown in the All Other Compensation column in the Summary Compensation Table on page 52, perquisites to executive officers include an annual car allowance; reimbursement for related auto insurance premiums; and amounts for parking at our corporate offices in Boston, a benefit we also provide to a number of other corporate employees.

Under limited circumstances, we provide certain perquisites to individuals recruited to key positions and to officers who move from their home countries at our request. Accordingly, in addition to the general perquisites to executive officers, Mr. Marshall, an expatriate from the United Kingdom who worked in the United States as Executive Vice President and President, U.S. Tower Division, received a goods and services differential, home leave, benefits allowances, optional relocation support allowances, housing and a retirement true up payment in connection with his role. Mr. Hess, who is performing his duties in the Netherlands, receives housing and certain other allowances, home leave, visa and immigration support, repatriation support, benefits allowance, emergency leave allowance and tax equalization and other tax support in connection with this assignment. Mr. Sharma, an

expatriate from the United States who works in India as our Executive Vice President and President, Asia, receives housing and certain other allowances, tax equalization, foreign auto expenses, a driver, security, utilities and other tax support. The amount of

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each of Messrs. Marshall s, Hess s and Sharma s expatriate benefits is shown in the Summary Compensation Table and are consistent with packages typically offered to expatriated employees at global companies and to our other expatriated employees at the Company.

DEDUCTIBILITY OF EXECUTIVE COMPENSATION

As part of its role, the Committee considers to what extent the Company can deduct any of its executive compensation under Section 162(m) of the Internal Revenue Code of 1986, as amended (Section 162(m)). As amended in December 2017 by the Tax Cuts and Jobs Act of 2017 (Tax Act), under Section 162(m), a public company cannot deduct compensation in excess of \$1 million paid in any year to its chief executive officer, chief financial officer and the three other most highly compensated officers. Historically, qualified performance based compensation was not subject to this \$1 million limitation, but this exception was removed as part of the Tax Act. In designing our compensation programs and in making awards to our executive officers, the Committee has been mindful of whether compensation would be deductible, but has always retained the flexibility to award compensation that was not deductible in order to meet the objectives of our compensation philosophy.

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Compensation Committee Report

Compensation Committee Report

The Compensation Committee of the Company's Board of Directors reviewed the Compensation Discussion and Analysis for the year ended December 31, 2018 and discussed it with the Company's management. Based on this review and its discussions with management, the Committee recommended to the Company's Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement for the 2019 Annual Meeting of Stockholders.

By the Compensation Committee of the Board of Directors of American Tower Corporation.

COMPENSATION COMMITTEE

Samme L. Thompson, Chairperson

Gustavo Lara Cantu

Raymond P. Dolan

Craig Macnab

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COMPENSATION AND OTHER INFORMATION CONCERNING DIRECTORS AND OFFICERS

Executive Compensation

Executive Compensation

The following table provides information concerning compensation earned by each of our NEOs for the years ended December 31, 2018, 2017 and 2016.

SUMMARY COMPENSATION TABLE

Name and Principal Position (a)	Year (b)	Salary (\$) (c)	Stock Awards (\$) ⁽¹⁾ (e)	Non-Equity Incentive	All	Total (\$) (j)
				Plan Compensation (\$) ⁽²⁾ (g)	Other Compensation (\$) ⁽³⁾ (i)	
James D. Taiclet Chairman of the Board, President and Chief Executive Officer	2018	\$ 1,100,000	\$ 11,000,256	\$2,173,600	\$ 34,080	\$ 14,307,936
	2017	\$ 1,100,000	\$ 10,000,151	\$1,987,700	\$ 31,566	\$ 13,119,417
	2016	\$ 1,100,000	\$ 9,000,102	\$1,716,000	\$ 31,295	\$ 11,847,397
Thomas A. Bartlett Executive Vice President and Chief Financial Officer	2018	\$ 766,500	\$ 4,300,171	\$1,019,445	\$ 33,415	\$ 6,119,531
	2017	\$ 766,500	\$ 4,000,060	\$ 997,600	\$ 31,583	\$ 5,795,743
	2016	\$ 750,000	\$ 3,670,013	\$ 783,000	\$ 30,430	\$ 5,233,443

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Edmund DiSanto	2018	\$	613,200	\$	4,050,198	\$	815,556	\$	33,146	\$	5,512,100
Executive Vice President,											
Chief Administrative	2017	\$	613,200	\$	3,750,071	\$	792,254	\$	31,325	\$	5,186,850
Officer, General Counsel	2016	\$	600,000	\$	3,470,080	\$	631,800	\$	30,322	\$	4,732,202
and Secretary											

William H. Hess	2018	\$	664,300	\$	4,300,171	\$	883,519	\$	303,917	\$	6,151,907
Executive Vice President											
and Chairman,	2017	\$	664,300	\$	4,000,060	\$	864,586	\$	349,594	\$	5,878,540
Latin America and EMEA	2016	\$	650,000	\$	3,670,013	\$	678,600	\$	384,528	\$	5,383,141

Steven C. Marshall⁽⁴⁾	2018	\$	649,347	\$	4,300,171	\$	736,266	\$	277,467	\$	5,963,251
Former Executive Vice											
President and President,	2017	\$	664,300	\$	4,000,060	\$	864,586	\$	208,417	\$	5,737,363
U.S. Tower Division	2016	\$	650,000	\$	3,670,013	\$	672,750	\$	145,671	\$	5,138,434

Amit Sharma⁽⁵⁾	2018	\$	615,038	\$	3,800,080	\$	818,001	\$	905,524	\$	6,138,643
Executive Vice President											
and President,	2017										
Asia	2016										

(1) The amounts in column (e) reflect the aggregate grant date fair value of RSUs and PSUs (valued assuming target performance) granted pursuant to our 2007 Equity Incentive Plan. The aggregate grant date fair value of the awards was calculated by multiplying the number of shares of Common Stock underlying the RSU and PSU awards (at target) by the closing market price of shares of our Common Stock on the grant date. Assuming maximum performance levels are achieved, the aggregate grant date fair value of PSUs would be as follows:

Name	Granted in 2018	Granted in 2017	Granted in 2016
James D. Taiclet	\$13,200,249	\$12,000,181	\$10,800,160
Thomas A. Bartlett	\$ 5,160,205	\$ 4,800,118	\$ 4,404,015

Edmund DiSanto	\$ 4,860,180	\$ 4,500,040	\$ 4,164,020
William H. Hess	\$ 5,160,205	\$ 4,800,118	\$ 4,404,015
Steven C. Marshall	\$ 5,160,205	\$ 4,800,118	\$ 4,404,015
Amit Sharma ⁽⁵⁾	\$ 4,560,155		

(2) The amounts in column (g) reflect, for the year ended December 31, 2018, cash payments made in 2019 with respect to annual performance incentive awards for services performed in 2018; for the year ended December 31, 2017, cash payments made in 2018 with respect to annual performance incentive awards for services performed in 2017; and for the year ended December 31, 2016, cash payments made in 2017 with respect to annual performance incentive awards for services performed in 2016.

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(3) Details about the amounts in column (i) for 2018 are set forth in the table below. In accordance with SEC rules, the amounts in column (i) do not include payments for group term life insurance and other welfare benefits that are generally available to all salaried employees.

Name	Retirement Match ^(a)	Car Expenses ^(b)	Ex-Pat ^(c)	Other ^(d)	Total
James D. Taiclet	\$13,750	\$16,982		\$3,348	\$34,080
Thomas A. Bartlett	\$13,750	\$16,532		\$3,133	\$33,415
Edmund DiSanto	\$13,750	\$16,350		\$3,046	\$33,146
William H. Hess	\$13,750	\$19,381	\$213,483	\$57,303	\$303,917
Steven C. Marshall	\$13,750	\$14,954	\$180,397	\$68,366	\$277,467
Amit Sharma	\$13,600	\$13,019	\$610,373	\$268,532	\$905,524

- (a) Includes matching contributions pursuant to our 401(k) plan.
 - (b) Includes an annual car allowance of \$12,000 (prorated for Mr. Marshall) and additional amounts for related auto insurance premiums. These amounts also reflect reimbursement for parking expenses at our corporate offices in Boston, which is a benefit we offer to a number of our employees who work in that office.
 - (c) Includes certain benefits related to Messrs. Hess's, Marshall's and Sharma's status as expatriates. For Mr. Hess, this amount includes rent expenses (\$99,989), tax equalization payment (\$56,113), home leave, living expenses, tax preparation and foreign auto expenses; for Mr. Marshall, this amount includes a retirement true-up payment (\$94,538), housing and other allowances (\$40,339), relocation expenses, living expenses, tax preparation and home leave; and for Mr. Sharma, this amount includes a tax equalization payment (\$303,619), contributions to a India designated retirement fund (\$147,372), housing allowance (\$119,340), foreign auto expenses, a driver, security, utilities and tax preparation. For more information regarding these benefits to Messrs. Hess, Marshall and Sharma, see Employment and Severance Arrangements below.
 - (d) Messrs. Hess, Marshall and Sharma received an aggregate of \$57,303, \$68,366 and \$268,532, respectively, in gross payments on taxes owed with respect to perquisites or other personal benefits as a result of their status as expatriates. The amounts for Messrs. Hess and Sharma exclude a net amount of approximately \$0.5 million and \$1.4 million, respectively, for estimated foreign tax payments made on their behalf related to their international assignments. Pursuant to the Company's tax equalization process, these amounts will be finally determined upon completion of their respective tax returns and will be reconciled against the amounts previously withheld by Messrs. Hess and Sharma. Any actual benefits received by Messrs. Hess and Sharma will be disclosed in a subsequent proxy statement, to the extent required.
- (4) Mr. Marshall retired from the Company as of October 31, 2018 and, accordingly, he did not receive the full amount of his base salary for 2018. Mr. Marshall's base salary includes payment of his accrued flextime hours.
- (5) Mr. Sharma was not a NEO prior to the 2018 fiscal year and, accordingly, compensation information in prior years is not provided.

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GRANTS OF PLAN-BASED AWARDS FOR 2018

The following table sets forth information relating to RSUs and PSUs granted pursuant to the 2007 Equity Incentive Plan and annual incentive award opportunity for each of our NEOs during the year ended December 31, 2018.

Name	Grant Date	Approval Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾			Estimated Future Payouts Under Equity Incentive Plan Awards ⁽²⁾⁽³⁾			All Other Stock Awards: Number of Shares of Stock or Units (#) ⁽³⁾
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)	
(a)	(b)	Date	(c)	(d)	(e)	(f)	(g)	(h)	(i)
James D. Taiclet									
Annual incentive awards			\$715,000	\$1,430,000	\$2,860,000				
RSUs	3/12/2018	2/27/2018							30,329
PSUs	3/12/2018	2/27/2018				22,747	45,493	90,986	

**James D.
Taiclet**

Annual
incentive
awards

RSUs	3/12/2018	2/27/2018							30,329
PSUs	3/12/2018	2/27/2018				22,747	45,493	90,986	

**Thomas
A.
Bartlett**

Annual
incentive
awards

			\$364,088	\$728,175	\$1,456,350				
RSUs	3/12/2018	2/27/2018							11,856
PSUs	3/12/2018	2/27/2018				8,892	17,784	35,568	

**Edmund
DiSanto**

Annual
incentive
awards

			\$291,270	\$582,540	\$1,165,080				
RSUs	3/12/2018	2/27/2018							11,167
PSUs	3/12/2018	2/27/2018				8,375	16,750	33,500	

**William
H. Hess**

Annual
incentive
awards

			\$315,543	\$631,085	\$1,262,170				
RSUs	3/12/2018	2/27/2018							11,856
PSUs	3/12/2018	2/27/2018				8,892	17,784	35,568	

**Steven C.
Marshall**

Annual
incentive
awards

			\$315,543	\$631,085	\$1,262,170				
RSUs	3/12/2018	2/27/2018							11,856
PSUs	3/12/2018	2/27/2018				8,892	17,784	35,568	

**Amit
Sharma**

Annual
incentive
awards

			\$292,143	\$584,286	\$1,168,572				
RSUs	3/12/2018	2/27/2018							10,477

PSUs	3/12/2018	2/27/2018	7,858	15,716	31,432
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- (1) For 2018, the bonus target for Mr. Taiclet was 130% of base salary and for each of Messrs. Bartlett, DiSanto, Hess, Marshall and Sharma was 95% of base salary. The annual incentive awards cannot exceed 200% of the bonus target, and typically the Compensation Committee does not award annual incentive awards below 50% of the bonus target. The amounts in column (c), (d) and (e) are based on 50%, 100% and 200% of the bonus target, respectively. The actual amounts we paid in connection with our annual performance incentive awards are reflected in the Summary Compensation Table under the column captioned Non-Equity Incentive Plan Compensation. For more information regarding our annual performance incentive awards, see above under the caption Compensation Determinations for 2018 Annual Performance Incentive Awards in our Compensation Discussion and Analysis included in this Proxy Statement.
- (2) PSUs granted under the 2007 Equity Incentive Plan.
- (3) We typically grant equity-based incentive awards to our employees, including our executive officers, as part of our annual employee performance review program conducted each February or March. On March 11, 2019, in connection with annual performance reviews and the Company's annual employee equity grant, we awarded Messrs. Taiclet, Bartlett, DiSanto and Sharma RSUs and PSUs pursuant to the 2007 Equity Incentive Plan, in the amounts set forth below based on their performance for 2018 and expected future contributions to the Company. In determining the size of these awards, the Committee established a targeted award value for each executive officer and then allocated 40% to RSUs and 60% to PSUs for each executive officer, other than Mr. Taiclet, whose target award value was 30% to RSUs and 70% to PSUs. Messrs. Hess and Marshall did not receive grants in 2019.

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Name	RSUs	PSUs	Grant Date Fair Value Per Share
James D. Taiclet	\$4,200,000	\$9,800,000	\$185.16
Thomas A. Bartlett	\$1,900,000	\$2,850,000	\$185.16
Edmund DiSanto	\$1,800,000	\$2,700,000	\$185.16
Amit Sharma	\$1,700,000	\$2,550,000	\$185.16

RSU awards vest in 25% cumulative annual increments commencing one year from the date of grant, subject to earlier vesting under the death, disability and retirement benefits program. PSU awards vest at the end of the three-year performance period based on achievement against pre-established financial performance goals of the Company determined at the date of grant, subject to the terms of our death, disability and retirement benefits program.

(4) The amounts in column (1) reflect the grant date fair value of the stock awards granted during the fiscal year ended December 31, 2018. The aggregate grant date fair value of the awards is calculated using the closing market price

of shares of our Common Stock on the grant date, March 12, 2018. All PSUs are valued assuming the target number of shares in column (g).

NARRATIVE DISCLOSURE TO SUMMARY COMPENSATION TABLE AND GRANTS OF PLAN-BASED AWARDS TABLE

The compensation we paid our NEOs in 2018, 2017 and 2016 as summarized in the Summary Compensation Table is determined in accordance with employment letters and other arrangements or agreements with our executive officers, which the Compensation Committee reviews. For more information about these agreements, please see below under Employment and Severance Arrangements. For more information about the elements of the compensation packages paid to our executive officers, please see above under Compensation Determinations for 2018 in the Compensation Discussion and Analysis.

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Executive Compensation

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END FOR 2018

The following table sets forth information relating to stock options, PSUs and RSUs outstanding as of December 31, 2018 that were granted to our NEOs pursuant to the 2007 Equity Incentive Plan.

Name	Option Awards ⁽¹⁾				Stock Awards ⁽²⁾				
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Not Exercisable ⁽³⁾	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#) ⁽⁴⁾⁽⁶⁾	Equity Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽⁵⁾⁽⁶⁾	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Rights That Have Not Vested (#) ⁽⁶⁾	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$) ⁽⁵⁾⁽⁶⁾	
(a)	(b)	(c)	(e)	(f)	(g)	(h)	(i)	(j)	
James D. Taiclet	229,754		\$ 62.00	3/12/2022					
	233,161		\$ 76.90	3/11/2023					
	303,235	74,552	\$ 81.18	3/10/2024					

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223,659			\$ 94.57	3/10/2025			
					5,948	\$ 940,914	
					19,005	\$ 3,006,401	
					26,413	\$ 4,178,272	
					30,329	\$ 4,797,745	
					114,034	\$18,039,038	
							26,414
							\$4,178,431
							22,747
							\$3,598,348

Thomas A. Bartlett	51,203	30,401	\$ 94.57	3/10/2025			
					2,425	\$ 383,611	
					7,750	\$1,225,973	
					10,565	\$1,671,277	
					11,856	\$1,875,501	
					46,500	\$7,355,835	
							10,566
							\$1,671,436
							8,892
							\$1,406,625

Edmund DiSanto	29,223		\$ 50.78	3/10/2021			
	34,463		\$ 62.00	3/12/2022			
	69,949		\$ 76.90	3/11/2023			
	101,079		\$ 81.18	3/10/2024			
	86,233	28,744	\$ 94.57	3/10/2025			
					2,293	\$ 362,730	
					7,328	\$1,159,216	
					9,905	\$1,566,872	
					11,167	\$1,766,508	

43,966	\$6,954,982		
		9,905	\$1,566,872
		8,375	\$1,324,841

William H. 107,817 \$ 81.18 3/10/2024

Hess 91,203 30,401 \$ 94.57 3/10/2025

2,425 \$ 383,611

7,750 \$1,225,973

10,565 \$1,671,277

11,856 \$1,875,501

46,500 \$7,355,835