

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 6, 2023

Crown Castle Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

001-16441

(Commission File Number)

76-0470458

(IRS Employer Identification No.)

8020 Katy Freeway, Houston, Texas 77024-1908

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (713) 570-3000

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	CCI	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**ITEM 5.02—DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

(b) On December 6, 2023, Jay A. Brown informed the board of directors (the "Board") of Crown Castle Inc. (the "Company") of his decision to retire, pursuant to the Company's Extended Service Separation Program, from his role as President and Chief Executive Officer of the Company and as a member of the Board. Mr. Brown's retirement from such roles will be effective January 16, 2024.

(c) In connection with Mr. Brown's retirement, the Board has appointed Anthony J. Melone, a member of the Board, as interim Chief Executive Officer of the Company (the "Interim CEO"), commencing on January 16, 2024. The Board intends to conduct a search to identify a permanent Chief Executive Officer.

Biographical and other information about Mr. Melone is included in the Company's definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 3, 2023. Mr. Melone will continue in his role as a member of the Board.

Mr. Melone does not have any family relationships with any director or executive officer of the Company, and there are no arrangements or understandings with any persons pursuant to which Mr. Melone has been appointed to his position. In addition, there have been no transactions directly or indirectly involving Mr. Melone that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended.

As of the filing of this Current Report on Form 8-K (this "Report"), the Compensation Committee of the Board and the Board have not finalized the compensation of Mr. Melone in connection with his appointment as Interim CEO. The Company will provide this information by filing an amendment to this Report after the information is determined or becomes available.

**ITEM 7.01—REGULATION FD DISCLOSURE**

On December 7, 2023, the Company issued a press release regarding the foregoing matters. The Company's press release is furnished herewith as Exhibit 99.1.

**ITEM 9.01—FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

**Exhibit Index**

Exhibit No.	Description
99.1	<a href="#">Press Release dated December 7, 2023</a>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

The information in Item 7.01 of this Report and Exhibit 99.1 attached hereto are furnished as part of this Form 8-K and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended ("Exchange Act"), or otherwise subject to the liabilities of that section, nor shall such information or exhibits be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### **CROWN CASTLE INC.**

By: /s/ Edward B. Adams, Jr.

Name: Edward B. Adams, Jr.

Title: Executive Vice President  
and General Counsel

Date: December 7, 2023



NEWS RELEASE  
December 7, 2023

FOR IMMEDIATE RELEASE

Contacts: Dan Schlanger, CFO  
Kris Hinson, VP & Treasurer  
Crown Castle Inc.  
713-570-3050

## Crown Castle Announces CEO Transition

*Jay Brown to Retire as President and CEO; Anthony Melone Appointed Interim CEO*

December 7, 2023 - HOUSTON, TEXAS - Crown Castle Inc. (NYSE: CCI) ("Crown Castle" or the "Company") today announced that Jay Brown informed the Company's Board of Directors on December 6, 2023 of his decision to retire as Crown Castle's President, Chief Executive Officer and a Director of the Company, effective January 16, 2024. The Board has appointed Anthony Melone, a member of Crown Castle's Board, to begin serving as interim CEO at that time. The Board will conduct a search process to identify a permanent CEO.

Mr. Melone has over three decades of experience in the telecommunications industry, including having served as Executive Vice President and Chief Technology Officer ("CTO") for Verizon Communications from December 2010 to April 2015. In addition, Mr. Melone served in a variety of positions with Verizon Wireless from 2000 to December 2010, including as Senior Vice President and CTO from 2007 to December 2010.

P. Robert Bartolo, Chair of the Crown Castle Board, said, "On behalf of the Board, I want to thank Jay for his nearly 25 years of service at Crown Castle, including more than seven years as CEO. Since joining our company, Jay has helped establish Crown Castle as the nation's leading provider of shared communications infrastructure connecting thousands of cities and communities to essential data. We are grateful for his contributions and unwavering commitment to our people, and we wish him the very best."

Mr. Bartolo continued, "Tony is a proven leader with an impressive track record as an operator. His career spans more than 35 years in telecommunications and infrastructure, and he is deeply familiar with our business, team and portfolio. The Board is confident that Tony is the right person to serve as interim CEO while we conduct a search for a permanent successor."

Mr. Brown said, "It has been a privilege to lead this outstanding company and be a part of its growth and success for over two decades. I'm confident the Company's future is bright as its world-class team continues the critical work to connect people, communities and businesses with each other and to the data, technology and wireless services they rely on every day."

## **ABOUT CROWN CASTLE**

Crown Castle owns, operates and leases more than 40,000 cell towers and approximately 85,000 route miles of fiber supporting small cells and fiber solutions across every major U.S. market. This nationwide portfolio of communications infrastructure connects cities and communities to essential data, technology and wireless service – bringing information, ideas and innovations to the people and businesses that need them. For more information on Crown Castle, please visit [www.crowncastle.com](http://www.crowncastle.com).