

Edgar Filing: SBA COMMUNICATIONS CORP - Form SC 13G/A

SBA COMMUNICATIONS CORP  
Form SC 13G/A  
June 26, 2006

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

SCHEDULE 13G

Under the Securities and Exchange Act of 1934

(AMENDMENT NO. 2)\*

SBA Communications Corporation

-----  
(Name of Issuer)

Class A Common Stock

-----  
(Title of Class of Securities)

78388J106

-----  
(CUSIP Number)

June 23, 2006

(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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13G

-----  
Cusip No. 78388J106  
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Page 2 of 4 Pages  
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1 NAME OF REPORTING PERSON

AAT Holdings, LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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05-0556762

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)   
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware  
-----

|              |       |                          |
|--------------|-------|--------------------------|
|              | 5     | SOLE VOTING POWER        |
|              |       | 1,475,495                |
| NUMBER OF    | ----- |                          |
| SHARES       | 6     | SHARED VOTING POWER      |
| BENEFICIALLY |       | -0-                      |
| OWNED BY     | ----- |                          |
| EACH         | 7     | SOLE DISPOSITIVE POWER   |
| REPORTING    |       | 1,475,495                |
| PERSON       | ----- |                          |
| WITH         | 8     | SHARED DISPOSITIVE POWER |
|              |       | -0-                      |

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
1,475,495 shares of Class A Common Stock  
-----

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
1.4% (based on 103,017,031 shares of Class A Common Stock outstanding as  
of May 8, 2006)  
-----

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
  
OO  
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SBA Communications Corporation

- Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
- 5900 Broken Sound Parkway NW  
Boca Raton, Florida 33487
- Item 2(a). NAMES OF PERSONS FILING:
- AAT Holdings, LLC
- Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
- 12444 Powerscourt Drive  
Suite 450  
St. Louis, MO 63144
- Item 2(c). CITIZENSHIP:
- Delaware
- Item 2(d). TITLE OF CLASS OF SECURITIES:
- Class A Common Stock
- Item 2(e). CUSIP NUMBER:
- 78388J106
- Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:
- Not Applicable.
- Item 4. OWNERSHIP.
- (a) Amount beneficially owned: 1,475,495 shares of Class A Common Stock
- (b) Percent of class: 1.4% (based on 103,017,031 shares of Class A Common Stock outstanding as of May 8, 2006)
- (c) Number of shares as to which the person has:
- Sole power to vote: 1,475,495  
Shared power to vote: -0-  
Sole power to dispose of shares: 1,475,495  
Shared power to dispose of shares: -0-
- Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.
- If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X]
- Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.
- Not Applicable.

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Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not Applicable.

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Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable.

Item 10. CERTIFICATIONS.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

AAT HOLDINGS, LLC

By: /s/ Wendy Knudsen

-----  
Name: Wendy Knudsen  
Title: Authorized Officer

Date: June 26, 2006

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