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SPECTRASITE HOLDINGS INC

Form 424B3

February 14, 2002

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SEC File No. 333-53522

PROSPECTUS SUPPLEMENT NO. 9
(To Prospectus dated February 9, 2001)

SPECTRASITE HOLDINGS, INC.
6 3/4% SENIOR CONVERTIBLE NOTES DUE 2010

This prospectus supplement no. 9 supplements and amends the prospectus dated February 9, 2001, as supplemented by prospectus supplement no. 1 dated February 20, 2001, prospectus supplement no. 2 dated March 7, 2001, prospectus supplement no. 3 dated March 15, 2001, prospectus supplement no. 4 dated March 26, 2001, prospectus supplement no. 5 dated April 6, 2001, prospectus supplement no. 6 dated April 20, 2001, prospectus supplement no. 7 dated June 6, 2001 and prospectus supplement no. 8 dated February 1, 2002, relating to the resale of SpectraSite's 6 3/4% senior convertible notes due 2010 and the shares of SpectraSite common stock, par value \$.001 per share, issuable upon conversion of the notes.

The table and footnotes on pages 35 through 38 of the prospectus set forth information with respect to the selling holders and the respective amounts of convertible notes held and shares of common stock beneficially owned by each selling holder that may be offered pursuant to the prospectus, as supplemented and amended. This prospectus supplement amends the table in the prospectus, as supplemented and amended, by (i) adding Fidelity Advisor Series II: Fidelity Advisor High Yield Fund, Fidelity Advisor US World High Income Fund, Fidelity Commonwealth Trust: Fidelity Mid-Cap Stock Fund, Fidelity Financial Trust: Fidelity Convertible Securities Fund, Fidelity Management Trust Company and KBC Cayman, (ii) removing AIG SoundShore Opportunity Holding Fund Ltd., AIG SoundShore Strategic Holding Fund Ltd., CIBC World Markets International Arbitrage, Deutsche Banc Alex. Brown, Eaton Vance High Income Portfolio, Eaton Vance Income Fund of Boston, First Union International Capital Markets, Global Bermuda Limited Partnership, KBC Financial Products USA, Lakeshore International Ltd., Merced Partners Limited Partnership, Nomura Securities International, Inc., Peoples Benefit Life Insurance Company, Quattro Fund, LLC, St. Albans Partners Ltd, TQA Master Fund, LTD, TQA Master Plus Fund, LTD and UBS O'Connor LLC F/B/O UBS Global Equity Arbitrage Master Ltd., (iii) changing the name of Lipper Convertibles, L.P. (Series B) to Lipper Convertibles, L.P. (Class B) and (iv) replacing the information contained in the table for Alta Partners Holdings, LDC, Hallmark Master Trust High Yield, JMG Capital Partners, LP, JMG Triton Offshore Fund, Ltd, J.P. Morgan Securities Inc., Morgan Stanley & Co. Incorporated, Teachers Insurance and Annuity Association and for the category "Any other holder of notes or future transferee, pledgee, donee or successor of any holder" with the corresponding information set forth below.

The prospectus, together with this prospectus supplement no. 9, prospectus supplement no. 8, prospectus supplement no. 7, prospectus supplement no. 6, prospectus supplement no. 5, prospectus supplement no. 4, prospectus supplement no. 3, prospectus supplement no. 2 and prospectus supplement no. 1, constitutes the prospectus required to be delivered by Section 5(b) of the Securities Act of 1933, as amended, with respect to offers and sales of the convertible notes and the common stock issuable upon conversion of the convertible notes.

PROSPECTIVE INVESTORS SHOULD CAREFULLY REVIEW "RISK FACTORS" BEGINNING ON PAGE 5 OF THE PROSPECTUS FOR A DISCUSSION OF RISKS THAT SHOULD BE CONSIDERED WHEN INVESTING IN THE NOTES OR OUR COMMON STOCK.

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus or any accompanying prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is February 14, 2002.

SELLING SECURITYHOLDERS	PRINCIPAL AMOUNT OF NOTES OWNED AND OFFERED	PRINCIPAL AMOUNT OF NOTES OWNED AFTER THE OFFERING	SHARES OF COMMON STOCK BENEFICIALLY OWNED PRIOR TO OFFERING
Alta Partners Holdings, LDC.....	13,515,000	none	626,783
Fidelity Advisor Series II: Fidelity Advisor High Yield Fund.....	2,690,000	none	124,754
Fidelity Advisor US World High Income Fund.....	50,000	none	2,319
Fidelity Commonwealth Trust: Fidelity Mid-Cap Stock Fund...	21,340,000	none	989,682
Fidelity Financial Trust: Fidelity Convertible Securities Fund.....	2,000,000	none	92,754
Fidelity Management Trust Company	310,000	none	14,377
Hallmark Master Trust High Yield(1).....	2,500,000	none	115,943
JMG Capital Partners, LP.....	2,000,000	none	92,754
JMG Triton Offshore Fund, Ltd...	2,000,000	none	92,754
J.P. Morgan Securities Inc.	20,800,000	none	964,638
KBC Cayman.....	1,500,000	none	69,566
Morgan Stanley & Co. Incorporated(2).....	2,500,000	none	115,943
Teachers Insurance and Annuity Association.....	12,000,000	none	556,522
Any other holder of notes or future transferee, pledgee, donee or successor of any holder(3).....	75,207,000	none	3,487,862

(1) Hallmark Master Trust High Yield owned \$1,550,000 of Holdings' 11 1/4% senior discount notes due 2009.

(2) Morgan Stanley & Co. Incorporated was the placement agent for the convertible notes. Morgan Stanley & Co. Incorporated was also an initial purchaser or placement agent for our 11 1/4% senior discount notes due 2009, our 12 7/8% senior discount notes due 2010 and our 10 3/4% senior notes due 2010 and was co-lead underwriter of our public

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common stock offerings in February 2000 and July 2000.

- (3) We may from time to time include additional selling holders and information about such selling holders' plans of distribution in future supplements to the prospectus, if required. The amounts provided assume that any holders of the notes, or any future transferees, pledgees, donees or successors of or from any such other holders of notes, do not beneficially own any common stock other than the common stock issuable upon conversion of the notes at the conversion rate.

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The following table sets forth, as of February 14, 2002, information regarding the beneficial ownership of the notes and our common stock by the selling holders. The information is based on information provided by or on behalf of the selling holders through February 13, 2002 and by the indenture trustee for the convertible notes.

SELLING SECURITYHOLDERS	PRINCIPAL AMOUNT OF NOTES OWNED AND OFFERED (1)	PRINCIPAL AMOUNT OF NOTES OWNED AFTER THE OFFERING (2)	SHARES OF COMMON STOCK BENEFICIALLY OWNED PRIOR TO OFFERING	SHARES OF COMMON STOCK OFFERED HEREBY (3) (4)
Alpine Associates.....	5,600,000	none	259,711	259,711
Alpine Partners, L.P.	900,000	none	41,740	41,740
Alta Partners Holdings, LDC....	13,515,000	none	626,783	626,783
Bank America Pension Plan.....	2,000,000	none	92,754	92,754
Deephaven Domestic Convertible Trading Ltd. (5).....	3,000,000	none	139,131	139,131
Deeprook & Co.	2,500,000	none	115,943	115,943
DIA High Yield Bond Fund (6)....	250,000	none	11,595	11,595
Fidelity Advisor Series II: Fidelity Advisor High Yield Fund.....	2,690,000	none	124,754	124,754
Fidelity Advisor US World High Income Fund.....	50,000	none	2,319	2,319
Fidelity Commonwealth Trust: Fidelity Mid-Cap Stock Fund...	21,340,000	none	989,682	989,682
Fidelity Financial Trust: Fidelity Convertible Securities Fund.....	2,000,000	none	92,754	92,754
Fidelity Management Trust Company.....	310,000	none	14,377	14,377
Hallmark Master Trust High Yield (7).....	2,500,000	none	115,943	115,943
JMG Capital Partners, LP	2,000,000	none	92,754	92,754
JMG Triton Offshore Fund, Ltd...	2,000,000	none	92,754	92,754
J.P. Morgan Securities Inc.	20,800,000	none	964,683	964,683
KBC Cayman.....	1,500,000	none	69,566	69,566
Lipper Convertibles, L.P.	11,367,000	none	527,166	527,166
Lipper Convertibles, L.P. (Class B).....	581,000	none	26,945	26,945
Lipper Convertibles Series				

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II, L.P.	2,000,000	none	92,754	92,754
Lipper Offshore				
Convertible, L.P.	2,000,000	none	92,754	92,754
Lipper Offshore				
Convertible, L.P. #2.....	1,000,000	none	46,377	46,377
Morgan Stanley & Co.				
Incorporated (8).....	2,500,000	none	115,943	115,943
Peoples Benefit Life Insurance				
Company TEAMSTERS.....	6,000,000	none	556,522	556,522
Retail Clerks Pension Trust.....	2,500,000	none	115,943	115,943
Retail Clerks Pension Trust #2..	1,500,000	none	69,566	69,566
Roger Wedekindt.....	40,000	none	1,856	1,856
TIAA-CREF Mutual Funds				
F/B/O its High Yield				
Bond Fund (9).....	250,000	none	11,595	11,595
Teachers Insurance and Annuity				
Association.....	12,000,000	none	556,522	556,522
Volkswagen of America Inc.--				
Salaried Eaton Vance				
Mgt. (10).....	100,000	none	4,638	4,638
Any other holder of notes or				
future transferee, pledgee,				
donee or successor of any				
holder (11).....	75,207,000	none	3,487,862	3,487,862

- (1) Assumes that the full amount of the notes held by the selling holder is being offered for registration hereunder.
- (2) Because the selling holders may, pursuant to the prospectus, offer all or some portion of the notes and shares they presently hold or, with respect to shares, have the right to acquire upon conversion of such notes, we cannot predict the amount or percentage of the notes and shares that will be held by the selling holder upon termination of any such sales. In addition, the selling holders identified above may have sold, transferred or otherwise disposed of all or a portion of their notes and shares since the date on which they provided the information regarding their notes and shares in transactions exempt from the registration requirements of the Securities Act. See "Plan of Distribution." The selling holders may sell all, part or none of the notes or shares listed in the table. The amounts listed in the table assume that each selling holder sells all of its convertible notes and/or shares of common stock underlying such notes.
- (3) Assumes that the full amount of the notes held by the selling holder is converted into shares of common stock at the conversion price and offered hereunder by such selling holder.

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- (4) The conversion price and the number of shares issuable upon conversion of the notes are subject to adjustment under certain circumstances. See "Description of Notes--Conversion of Notes." Section 15.3 of the indenture governing the convertible notes provides that if any fractional shares of common stock are issuable upon conversion of the notes, Holdings may either pay cash in lieu of such fractional shares or round up the number of shares issuable upon conversion. The number of shares reported in the table assumes that Holdings rounds up the number of shares issued upon conversion. We expressly reserve the right to pay cash in lieu of

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fractional shares, and any decision as to whether pay cash or round up for fractional shares will be made at the time the notes are surrendered for conversion.

- (5) Deephaven Domestic Convertible Trading Ltd. owned \$2,000,000 aggregate principal amount of Holdings' 12 1/2% senior discount notes due 2010.
- (6) DIA High Yield Bond Fund owned \$2,750,000 aggregate principal amount of Holdings' 11 1/4% senior discount notes due 2009.
- (7) Hallmark Master Trust High Yield owned \$1,550,000 of Holdings' 11 1/4% senior discount notes due 2009.
- (8) Morgan Stanley & Co. Incorporated was the placement agent for the convertible notes. Morgan Stanley & Co. Incorporated was also an initial purchaser or placement agent for our 11 1/4% senior discount notes due 2009, our 12 7/8% senior discount notes due 2010 and our 10 3/4% senior notes due 2010 and was co-lead underwriter of our public common stock offerings in February 2000 and July 2000.
- (9) TIAA-CREF Mutual Funds F/B/O its High Yield Bond Fund owned \$250,000 aggregate principal amount of Holdings' 12 1/2% senior discount notes due 2010.
- (10) Volkswagen of America Inc.--Salaried Eaton Vance Mgt. owned \$15,000 of Holdings' 11 1/4% senior discount notes due 2009.
- (11) We may from time to time include additional selling holders and information about such selling holders' plans of distribution in future supplements to the prospectus, if required. The amounts provided assume that any holders of the notes, or any future transferees, pledgees, donees or successors of or from any such other holders of notes, do not beneficially own any common stock other than the common stock issuable upon conversion of the notes at the conversion rate.