
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*): September 3, 2009

QUANTA SERVICES, INC.

(*Exact name of registrant as specified in its charter*)

Delaware

(*State or other jurisdiction of incorporation*)

1-13831

(*Commission File No.*)

74-2851603

(*IRS Employer Identification No.*)

**1360 Post Oak Boulevard, Suite 2100
Houston, Texas 77056**

(*Address of principal executive offices, including ZIP code*)

(713) 629-7600

(*Registrant's telephone number, including area code*)

Not Applicable

(*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))
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Item 7.01. Regulation FD Disclosure.

Attached hereto as Exhibit 99.1, which is incorporated herein by reference, is a copy of certain slides to be used in a conference call and webcast to investors, analysts and the general public regarding the proposed acquisition of Price Gregory Services, Incorporated by Quanta Services, Inc. at 9:00 a.m. EDT (8:00 a.m. CDT) on Thursday, September 3, 2009. The audio and slide presentation will be accessible live in the “Investor Center” section of Quanta’s website at <http://www.quantaservices.com> and a replay will be available for thirty (30) days following the presentation.

The information furnished in this Current Report on Form 8-K, including the exhibit, shall not be deemed “filed” with the SEC and will not be incorporated by reference into any registration statement filed under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Slides used in presentation

SIGNATURE

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.

Dated: September 3, 2009

QUANTA SERVICES, INC.

By: /s/ Tana L. Pool

Name: Tana L. Pool

Title: Vice President and General Counsel



FORWARD-LOOKING STATEMENT DISCLAIMER

This presentation includes statements reflecting assumptions, expectations, projections, intentions or beliefs about future events that are intended as "forward-looking statements" under the Private Securities Litigation Reform Act of 1995. You can identify these statements by the fact that they do not relate strictly to historical or current facts. They use words such as "anticipate," "estimate," "project," "forecast," "may," "will," "should," "could," "expect," "believe," and other words of similar meaning. In particular, these include, but are not limited to, statements relating to the following:

- Projected operating or financial results, including Price Gregory's expected revenues, operating results and cash flow;
- Quanta's and Price Gregory's expected combined financial and operating results;
- Accretion to Quanta's earnings per share arising from the contemplated transaction;
- The economic conditions and expected trends in the industries we serve; and
- The timing of the consummation of the transactions contemplated by the merger agreement.

Such forward-looking statements are not guarantees of future performance and involve or rely on a number of risks, uncertainties, and assumptions that are difficult to predict or beyond our control. We have based our forward-looking statements on our management's beliefs and assumptions based on information available to our management at the time the statements are made. We caution you that actual outcomes and results may differ materially from what is expressed, implied, or forecast by our forward-looking statements and that any or all of our forward-looking statements may turn out to be wrong. They can be affected by inaccurate assumptions and by known or unknown risks and uncertainties, including the following:

- Failure of the acquisition to be accretive to Quanta's earnings or add significant cash flow;
- The effect on the businesses of Quanta and Price Gregory from the decline in economic and financial conditions;
- Failure of the natural gas industry to grow in the future and the timing of any such growth;
- The impact on the pipeline construction industry from various factors, such as the price of natural gas or oil, the demand for power generation from natural gas, the discovery and development of natural gas and oil resources and legislative developments affecting the energy industry overall;
- Our ability to effectively integrate the operations of businesses acquired in connection with the contemplated transaction and realize potential synergies such as cross-selling opportunities;
- The inability to obtain approvals from, and the results of the review of the proposed transaction by, various regulatory agencies;
- Unexpected costs or unexpected liabilities that may arise from the transaction, whether or not consummated;
- The effects of purchase accounting, including the determination of amortizable intangibles, on the combined companies' future operating results;
- The potential adverse impact to the businesses of the companies as a result of uncertainty surrounding the transaction, including the inability to retain key personnel;
- The potential adverse effect of any conditions imposed on Quanta or Price Gregory in connection with consummation of the merger;
- The possibility that dissenting stockholders will delay or increase the costs associated with the merger;
- The failure to satisfy various conditions to the closing of the merger contemplated by the merger agreement;
- The termination of the merger agreement in accordance with its terms;
- Future regulatory or legislative actions that could adversely affect the companies;
- The ability to effectively compete for new projects and market share;
- Estimates and assumptions in determining financial results;
- The successful negotiation, execution and performance and completion of existing pipeline transmission projects;
- Delays, reductions in scope or cancellations of existing pipeline transmission projects;
- Cancellation provisions within contracts and the risk that contracts are not renewed or are replaced on less favorable terms;
- The potential adverse effect of other economic, business, and/or competitive factors on the combined companies or their respective businesses; and
- The other risks and uncertainties as described under "Risk Factors" in Quanta's Annual Report or Form 10-K for the fiscal year ended December 31, 2008, its Quarterly Reports on Form 10-Q for the quarters ended March 31, 2009 and June 30, 2009, and as may be detailed from time to time in Quanta's other public filings with the Securities and Exchange Commission.

All our forward-looking statements, whether written or oral, are expressly qualified by these cautionary statements and any other cautionary statements that may accompany such forward-looking statements or that are otherwise included in this presentation. In addition, we do not undertake and expressly disclaim any obligation to update or revise any forward-looking statements to reflect events or circumstances after the date of this presentation or otherwise.

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INTRODUCTION

John R. Colson

*Chairman & Chief Executive Officer
Quanta Services*

James H. Haddox

*Chief Financial Officer
Quanta Services*

Jim O'Neil

*President & Chief Operating Officer
Quanta Services*

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ACQUISITION OVERVIEW

- **Quanta is acquiring Price Gregory – a leading U.S. natural gas transmission infrastructure service provider – for approximately \$350 million (~\$100 million in cash and ~11.1 million shares of common stock valued at \$250 million)**
 - Expected to result in increased cash flow and substantial accretion to EPS
 - Opportune time to acquire industry leading business at an attractive valuation
- **Combining Quanta's existing electric power transmission services and Price Gregory's natural gas and oil pipeline expertise positions Quanta as a leading provider of energy transmission infrastructure services**
 - Establishes Quanta as the leader in the high-margin natural gas transmission pipeline infrastructure market
 - Increases opportunities to capitalize on the positive, long-term outlook for the natural gas industry
 - Builds on Quanta's leading position as an electric transmission infrastructure provider
- **Natural gas market expected to grow significantly**
 - Domestic natural gas set to play larger role in country's quest for energy independence and a clean environment
 - Cleanest, most cost-effective, abundant fossil fuel in the U.S.
 - Transitional fuel to nuclear
 - Base-load power to offset renewable energy intermittency
- **Producers motivated to develop new infrastructure, particularly related to tight shale formations**
 - New shale fields offer significant transmission infrastructure opportunity
 - More than 50 pipeline projects have been approved or are under construction⁽¹⁾

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(1) FERC, Office of Energy Projects, August 2009



PRICE GREGORY OVERVIEW

- A privately owned company formed through the combination of H.C. Price Company and Gregory & Cook Construction, Inc. in January 2008.
- A leader in construction of large diameter, natural gas and oil transmission pipelines and related facilities
- Operations in the Lower 48, Alaska and Canada
- Headquarters in Houston, Texas
- Management team averages over 30 years of industry experience
- 2008 Revenue*: \$1.41 billion
- 2008 EBITDA*: \$258 million ⁽¹⁾

66.7%

22.5%

* 2008 represents the results for the eleven months ended Dec. 31, 2008 of Price Gregory and the results for the one month ended Jan. 31, 2008 of H.C. Price Company and Gregory & Cook Construction, Inc.
(1) Refer to Appendix A for a reconciliation of this non-GAAP measure to the GAAP measure

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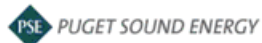


PRICE GREGORY SERVICE OFFERINGS

- Large diameter transmission pipeline construction services
- Compressor and pumping stations
- Metering and regulator stations
- Maintenance and upgrade services
- Automatic pipeline welding



PRICE GREGORY CUSTOMERS



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COMPELLING FINANCIAL RATIONALE

- The transaction is expected to result in substantial EPS accretion for Quanta
 - Projected to be accretive to Quanta's EPS before amortization by \$0.13 to \$0.21 in 2010⁽¹⁾
- Expected to generate significant free cash flow to fund other business opportunities
- Positive impact on ROE and EBITDA margins anticipated
- Quanta has a long history of successful acquisition integration

Price Gregory Key Financial Stats*

(\$ in millions)	2008 ⁽²⁾	2009E	2010E
Revenue	\$ 1,415	\$1,100 – \$1,200	\$ 700 – \$900
EBITDA ⁽¹⁾	\$ 258	\$ 170 – \$190	\$ 94 – \$125

(1) Refer to Appendix A for a reconciliation of non-GAAP measures to GAAP measures and an explanation with respect to projected non-GAAP measures.

(2) 2008 represents the results for the eleven months ended Dec. 31, 2008 of Price Gregory and the results for the one month ended Jan. 31, 2008 of H.C. Price Company and Gregory & Cook Construction, Inc.

*Excluding synergies

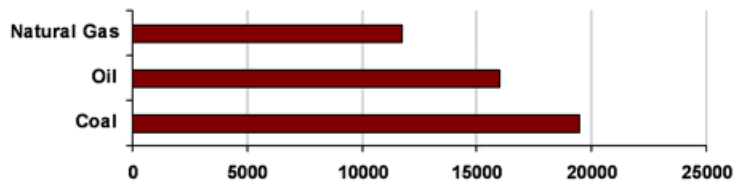
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NATURAL GAS MARKET POISED FOR SIGNIFICANT EXPANSION

- **Global energy consumption is projected to increase by 44% from 2006 to 2030**
 - Unconventional natural gas is the largest contributor to growth in energy production
- **Energy policy is expected to mandate energy independence and a cleaner environment**
 - Natural gas is the cleanest burning fossil fuel, 45% less carbon dioxide emissions than coal
- **Natural gas is the bridge between existing fossil fuel generation and nuclear power**
 - 900 of the next 1,000 power plants to be constructed in the U.S. will use natural gas, according to the DOE
- **Base-load power is required to offset renewable energy intermittency**
- **Natural gas is abundant and cost-effective**
 - Significant gas reserves in tight shale formations

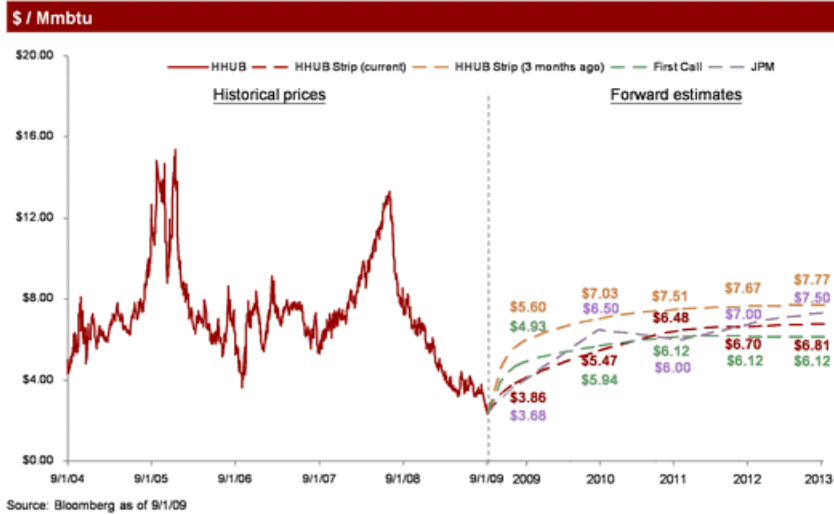
Carbon Emissions By Fuel Type - Natural Gas Is the Cleanest
Pounds per Billion Btu of Energy Consumed



Source: EIA, Natural Gas Issues and Trends



NATURAL GAS PRICE HISTORY AND FORWARD CURVES



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Henry Hub is the pricing point for natural gas futures contracts traded on the New York Mercantile Exchange (NYMEX).



U.S. SHALE BASINS AND PIPELINE GRID

- **U.S. is estimated to have 100 years of natural gas resources at today's rate of consumption versus 30 years worth only three years ago**
 - Increased exploration, including shale discoveries, and new drilling technologies have significantly increased U.S. natural gas resources

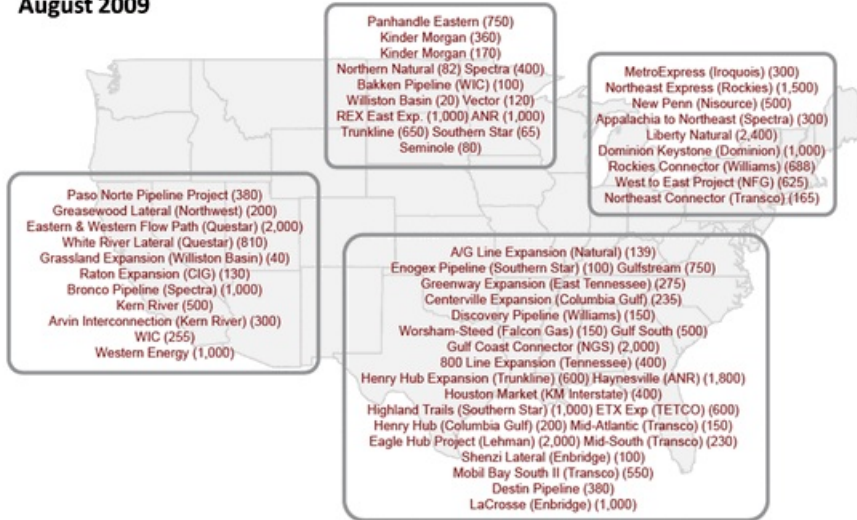


Source: EIA, US Natural Gas Pipeline Network

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MAJOR PIPELINE PROJECTS ON HORIZON (MMcf/d)

August 2009



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Source: FERC, Office of Energy Projects



ANALYSTS EXPECT NATURAL GAS INFRASTRUCTURE MARKET WILL EXPAND

"...the U.S. has abundant natural gas reserves, making it an attractive energy source for the country. Currently, 84% of the gas consumed in the U.S. is produced domestically. By 2030, the EIA estimates that net imports of natural gas will account for only 3% of total U.S. consumption."

-Deutsche Bank, June 3, 2009

"According to the EIA, of the new generating capacity to be added in the U.S. between 2007 and 2030, roughly 55% will be supplied by natural gas, followed by 22% supplied from renewable energy sources."

-Deutsche Bank, June 3, 2009

"Current pipeline projects have slowed.... However, our longer-term outlook beyond 2010 is still encouraging given that we believe structurally challenged oil supply and improving demand will lead natural gas prices higher."

-Goldman Sachs, July 14, 2009

"...for the second half of the petroleum age, natural gas will be the predominant fuel."

-Joseph Pratt, energy professor, U of H, August 30, 2009

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SUMMARY

- **Very complementary acquisition at an attractive valuation; highly accretive on key metrics**
 - Expected to close Q4 2009 subject to customary regulatory and closing conditions
- **Establishes Quanta as a leader in the energy transmission infrastructure markets – electric power and natural gas**
- **Timely opportunity; well positioned to capitalize on upturn in the natural gas market and bullish long-term outlook**
- **Strong operations and management; complementary cultures; minimal overlap; smooth integration expected**

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Questions





Investor Conference Call
September 3, 2009

Appendix

Reconciliation of Non-GAAP Measures



Reconciliation of Non-GAAP Measures

Price Gregory Services, Incorporated

(\$ in thousands)

	Twelve Months Ended December 31, 2008 ^(a)
Net income from continuing operations	\$ 137,032
Interest expense	8,048
Interest and other income	(2,485)
Provision for income taxes	86,587
Depreciation expense	17,691
Amortization of intangible assets	11,464
EBITDA	\$ 258,337

Note: EBITDA and EPS before amortization are non-GAAP measures. Quanta is unable to provide a reconciliation of non-GAAP measures to GAAP measures for the 2009 and 2010 projected EBITDA amounts as depreciation and amortization expenses for 2009 and 2010 cannot be determined until the final valuation of tangible and intangible assets is completed. Projected EBITDA for these periods was determined by deducting anticipated direct costs (excluding depreciation) and selling, general and administrative expenses from anticipated revenues. The non-GAAP measures are provided because no comparable GAAP measures are available due to the inability to determine depreciation and amortization expenses as described above.

(a) Price Gregory Services, Incorporated ("Price Gregory") was formed through the combination of H.C. Price Company and Gregory & Cook Construction, Inc. in January 2008. The financial data reflects results for the eleven months ended December 31, 2008 of Price Gregory and the one month ended January 31, 2008 of both H.C. Price Company and Gregory & Cook Construction, Inc.

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