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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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**DATE OF REPORT** *(Date of earliest event reported):* **SEPTEMBER 20, 2004**

**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)*

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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.**

On September 20, 2004, Quanta issued a press release announcing a secondary offering of 20,000,000 shares of its common stock. A copy of the press release is furnished herewith as an exhibit.

**Item 9.01 Financial Statements and Exhibits.**

The following exhibits are furnished as part of this Current Report on Form 8-K:

| <b>Exhibit No.</b> | <b>Exhibit</b>  |
|--------------------|---|
| 99.1               | Press Release of Quanta Services, Inc. dated September 20, 2004 |

The information furnished in this Current Report on Form 8-K, including the exhibits, 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.

**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 20, 2004

QUANTA SERVICES, INC.

By: /s/ DANA A. GORDON

Name: Dana A. Gordon

Title: Vice President - General Counsel

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**Exhibit Index**

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|--------------------|---|
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# PRESS RELEASE



04-xx

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## QUANTA SERVICES, INC. ANNOUNCES A SECONDARY OFFERING OF TWENTY MILLION SHARES OF COMMON STOCK

**HOUSTON — September 20, 2004** — Quanta Services, Inc. (NYSE: PWR) today announced a secondary offering of 20,000,000 shares of its common stock. First Reserve Fund IX, L.P., a private investment fund managed by First Reserve Corporation, is offering all of the shares and Quanta will not receive any of the proceeds of the offering. JPMorgan and Credit Suisse First Boston will act as joint book-running managers for the offering. In addition, Banc of America Securities LLC has been named as joint lead underwriter and First Albany Capital has been named as co-managing underwriter. First Reserve will grant the underwriters an option to purchase up to 3,000,000 additional shares to cover over-allotments, if any.

Upon completion of the offering, assuming no exercise of the underwriters' over-allotment option, First Reserve will own approximately 16.4% of Quanta Services' common stock.

The shares are being offered pursuant to effective shelf registration statements that were previously filed with the Securities and Exchange Commission. A prospectus supplement relating to these securities has been filed with the Securities and Exchange Commission. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state. A copy of the preliminary prospectus supplement relating to this offering may be obtained from the offices of J.P. Morgan Securities Inc., Prospectus Department, One Chase Manhattan Plaza, Floor 5B, New York, NY 10081 (telephone no. 212-552-5164) or Credit Suisse First Boston LLC, Prospectus Department, One Madison Avenue, New York, NY 10010 (telephone no. 212-325-2580) and from the SEC's website at [www.sec.gov](http://www.sec.gov).

Quanta Services, Inc. is a leading provider of specialized contracting services, delivering end-to-end network solutions for the electric power, gas, telecommunications and cable television industries. The company's comprehensive services include designing, installing, repairing and maintaining network infrastructure nationwide.

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First Reserve Corporation ([www.firstreserve.com](http://www.firstreserve.com)), based in Greenwich, CT, is the largest and oldest private equity firm specializing in the energy industry with \$4.7 billion under management across four active funds. Throughout its 20-year history, First Reserve has developed a strong franchise of investing exclusively in the energy industry, utilizing its broad base of specialized industry knowledge. First Reserve has funded more than 80 principal transactions and completed more than 200 add-on acquisitions with its core companies.

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The statements contained in this press release that are not historical facts are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and include, but are not limited to, statements regarding the offering. Such statements are based on management’s belief as well as assumptions made by and information currently available to management. Although the company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Such statements are subject to certain risks, uncertainties and assumptions including, among other matters, future growth in the electric utility and telecommunications outsourcing industry, the ability of Quanta to successfully implement cost saving measures and to effectively integrate the operations of existing and acquired companies, economic conditions in the industries in which Quanta operates, volatility in the market price of Quanta’s common stock and the other risks described in Quanta’s reports and registration statements filed with the Securities and Exchange Commission. Should one or more of these risks materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expected.