
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*): **August 28, 2008**
(August 27, 2008)

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 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.

Item 8.01 Other Events.

On August 27, 2008, Quanta Services, Inc. (“Quanta”) issued a notice of redemption to redeem all of its outstanding 4.50% Convertible Subordinated Debentures due 2023 (the “Debentures”), which were issued pursuant to an Indenture dated as of October 17, 2003 (the “Indenture”) between Quanta and Wells Fargo Bank, National Association, as trustee. The aggregate principal amount of the outstanding Debentures is approximately \$269.98 million. The Debentures will be redeemed on October 8, 2008 (the “Redemption Date”) at a redemption price of 100% of the principal amount of the Debentures (the “Redemption Price”), plus accrued and unpaid interest to, but not including, the Redemption Date.

Pursuant to the terms of the Indenture and instead of receiving the Redemption Price, each of the holders of the Debentures have the right, at its option, to convert all or a portion of the principal amount of the Debentures into shares of Quanta’s common stock (“Common Stock”) at a conversion rate of 89.7989 shares of Common Stock for each \$1,000 principal amount of Debentures converted, which is equivalent to a conversion price of \$11.14 per share. If a holder of the Debentures elects to exercise this option, the holder must deliver a conversion notice to the trustee before 5:00 pm CDT on October 6, 2008.

On August 27, 2008, Quanta issued a press release announcing its issuance of the notice of redemption of the Debentures. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Each of the holders of the Debentures also has the right to require Quanta to repurchase all or a portion of its Debentures for cash on October 1, 2008 (the “Repurchase Date”). The repurchase price is equal to 100% of the principal amount of the Debentures surrendered for repurchase, plus accrued and unpaid interest to, but not including, the Repurchase Date. As a result of this repurchase right, Quanta reclassified the aggregate principal amount of the outstanding Debentures into a current obligation on October 1, 2007.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press Release of Quanta Services, Inc. dated August 27, 2008

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: August 28, 2008

QUANTA SERVICES, INC.

By: /s/ Tana L. Pool

Name: Tana L. Pool

Title: Vice President and General Counsel

Exhibit Index

Exhibit No.	Exhibit
99.1	Press Release of Quanta Services, Inc. dated August 27, 2008

**PRESS RELEASE****FOR IMMEDIATE RELEASE****08-12**

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Quanta Announces Notice of Redemption of 4.5% Convertible Subordinated Notes Due 2023
Holders may Instead Elect to Convert Notes into Common Stock

HOUSTON — August 27, 2008 — Quanta Services, Inc. (NYSE: PWR) today announced that it has notified the registered holders of its 4.5% convertible subordinated notes due 2023 that it will redeem all of the notes outstanding on Oct. 8, 2008. The notes will be redeemed at a price equal to 100% of the principal amount of the notes, plus accrued and unpaid interest to, but not including, the redemption date. The notes were originally issued on Oct. 17, 2003, in the aggregate principal amount of \$270 million and, as a result of the prior conversion of certain of the notes, approximately \$269.98 million of the notes remain outstanding. Payment of the redemption price will be made by Wells Fargo Bank, National Association, as trustee, upon presentation and surrender of the notes on or after the redemption date by hand or by mail at the address for the trustee set forth in the redemption notice.

Instead of receiving the cash redemption price, each holder of the 4.5% convertible subordinated notes has the right, at its option, to convert the principal amount of the notes or any portion of such principal amount which is a multiple of \$1,000 into Quanta's common stock at a conversion rate of 89.7989 shares of common stock for each \$1,000 principal amount of notes converted. The conversion rate is equivalent to a price of \$11.14 per share. The holders may deliver a conversion notice to the trustee at any time before 5:00 pm CDT on Oct. 6, 2008. If all of the outstanding notes are converted into shares of Quanta's common stock, Quanta will issue to the holders a total of approximately 24.2 million shares of common stock.

Quanta will pay cash to the holders in lieu of the delivery of any fractional shares of common stock issuable upon conversion. Upon the conversion of a note, accrued and unpaid interest on the note will be deemed to be paid in full to the holder through delivery of the common stock.

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Pursuant to the terms of the notes, each holder also has the right, at the holder's option, to require Quanta to repurchase on Oct. 1, 2008 all of such holder's notes, or any portion thereof that is a multiple of \$1,000, at a price equal to 100% of the principal amount thereof, plus accrued and unpaid interest on the notes to, but not including, the repurchase date. Quanta is required by the terms of the notes to pay the repurchase price in cash.

Quanta Services is a leading specialized contracting services company, delivering infrastructure network solutions for the electric power, natural gas, telecommunications and cable television industries. The company's comprehensive services include designing, installing, repairing and maintaining network infrastructure nationwide. Additionally, Quanta provides point-to-point fiber optic telecommunications infrastructure and leasing in select markets and offers related design, procurement, construction and maintenance services. With operations throughout North America, Quanta has the manpower, resources and expertise to complete projects that are local, regional, national or international in scope.

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