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

AMENDMENT NO. 2

TO

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934

QUANTA SERVICES, INC.

(Name of Subject Company (issuer))

QUANTA SERVICES, INC. (ISSUER)

(Name of Filing Person (identifying status as offeror, issuer or other person))

4.0% Convertible Subordinated Notes
due 2007

(Title of Class of Securities)

74762EAA0

(CUSIP Number of Class of Securities)

Tana L. Pool, Esq.
Vice President and General Counsel
Quanta Services, Inc.
1360 Post Oak Blvd., Suite 2100
Houston, Texas 77056
(713) 629-7600

(Name, address and telephone number of person authorized to receive
notices and communications on behalf of the filing persons)

Copy to:

W. Robert Shearer
Baker & Hostetler LLP
1000 Louisiana, Suite 2000
Houston, Texas 77002-5009
Facsimile: (713) 751-1717

CALCULATION OF FILING FEE

Transaction Valuation(*)	Amount of Filing Fee
\$169,912,500	\$18,181**

(*) Calculated solely for purpose of determining the amount of the filing fee and based upon a purchase of \$172,500,000 principal amount of Quanta Services' 4.0% Convertible Subordinated Notes due 2007 at a purchase price of \$985 per \$1,000 principal amount outstanding. The amount of the filing fee, \$107.00 for each \$1,000,000 of value, was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended.

(**) Previously paid.

☐ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A
Form or Registration No.: N/A

Filing Party: N/A
Date Filed: N/A

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which this statement relates:

☐ third party tender offer subject to Rule 14d-1

☐ going-private transaction subject to Rule 13e-3

☒ issuer tender offer subject to Rule 13e-4

☐ amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☒

This Amendment No. 2 to Tender Offer Statement on Schedule TO (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO (the “Schedule TO”) filed by Quanta Services, Inc., a Delaware corporation (the “Company”), on May 16, 2006, as amended and supplemented by Amendment No. 1 thereto filed on June 5, 2006, in connection with its offer to purchase for cash any and all of the Company’s 4.0% Convertible Subordinated Notes due 2007 (the “Notes”) upon the terms and subject to the conditions contained in the Offer to Purchase dated May 16, 2006 (as amended or supplemented from time to time, the “Offer to Purchase”), a copy of which is attached as Exhibit (a)(1)(i) to the Schedule TO, and the related Letter of Transmittal (as amended or supplemented from time to time, the “Letter of Transmittal”), a copy of which is attached as Exhibit (a)(1)(ii) to the Schedule TO (which together with the Offer to Purchase constitutes the “Offer”).

Item 4. Terms of the Transaction

Item 4 of the Schedule TO is hereby amended and supplemented by adding the following information:

The Offer expired at midnight, New York City time, on June 13, 2006. As of the expiration date, \$139,227,000 principal amount of the Notes, representing approximately 80.7% of the Notes outstanding, were validly tendered and not withdrawn pursuant to the Offer. The Company has accepted for purchase all Notes that were validly tendered and not withdrawn.

On June 15, 2006, the Company issued a press release announcing the acceptance for purchase of Notes tendered pursuant to the Offer, a copy of which is filed as Exhibit (a)(5)(i) to this Amendment and is incorporated herein by reference.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by incorporating by reference the information contained in Item 4 above.

Item 12. Exhibits.

Exhibit No.	Description
(a)(1)(i)	Offer to Purchase, dated May 16, 2006.*
(a)(1)(ii)	Form of Letter of Transmittal.*
(a)(1)(iii)	Form of Notice of Guaranteed Delivery.*
(a)(1)(iv)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a)(2)	None.
(a)(3)	None.
(a)(4)	None.
(a)(5)	Press Release, dated May 16, 2006.*
(a)(5)(i)	Press Release, dated June 15, 2006.

Exhibit No.	Description
(b)(1)	Indenture, dated May 3, 2006, by and between Quanta Services, Inc. and Wells Fargo Bank, N.A., as Trustee (previously filed as Exhibit 99.2 to the Company's Form 8-K (No. 001-13831) filed May 4, 2006 and incorporated herein by reference).
(d)(1)	Subordinated Indenture, dated July 25, 2000, by and between Quanta Services, Inc. and Chase Bank of Texas, National Association, as Trustee (previously filed as Exhibit 4.1 to the Company's Form 8-K (No. 001-13831) filed July 26, 2000 and incorporated herein by reference).
(d)(2)	First Supplemental Indenture, dated July 25, 2000, by and between Quanta Services, Inc. and Chase Bank of Texas, National Association, as Trustee (previously filed as Exhibit 4.2 to the Company's Form 8-K (No. 0001-13831) filed July 26, 2000 and incorporated herein by reference).
(d)(3)	Description of Debt Securities (previously filed as pages 9 through 20 of the Company's Form S-3 (No. 333-39744) filed June 20, 2000 and incorporated herein by reference).
(d)(4)	Description of Notes (previously filed as pages S-37 through S-45 of the Company's Prospectus Supplement filed pursuant to Rule 424(b)(5) (No. 333-39744) filed July 20, 2000 and incorporated herein by reference).
(g)	None.
(h)	None.

* Previously Filed.

SIGNATURE

After due 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.

QUANTA SERVICES, INC.

By: /s/ James H. Haddox

James H. Haddox
Chief Financial Officer

Dated: June 15, 2006

EXHIBIT INDEX

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(g)	None.
(h)	None.

* Previously Filed.



FOR IMMEDIATE RELEASE
06-13

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**Quanta Services Obtains \$300 Million Credit Facility
and Announces Results of Tender Offer**

Houston — June 15, 2006 — Quanta Services, Inc. (NYSE: PWR) announced today that it has entered into an amended and restated five-year credit agreement with a syndicate of lenders led by Bank of America, N.A. The \$300.0 million senior secured revolving credit facility matures on June 12, 2011 and replaces Quanta's previous \$182.0 million credit facility. The amended credit agreement contains customary financial and other covenants and provides improved flexibility for certain matters including acquisitions, investments, capital expenditures, subordinated indebtedness and debt prepayments.

"We are extraordinarily pleased with the results of our refinancing efforts during the second quarter of 2006," said James H. Haddox, CFO of Quanta Services, Inc. "These refinancing activities will provide Quanta with increased financial flexibility, lengthened debt maturities and lower borrowing costs. Considering our substantial cash balance, the facility will be initially used for letters of credit totaling \$124.4 million, which will be priced at 1.625% of the face amount of the letters of credit versus approximately 3.0% under the previous credit facility."

Quanta Services also announced today the expiration and final results of its cash tender offer for any and all of its outstanding 4.0% Convertible Subordinated Notes due 2007. The tender offer expired at midnight, New York City time, on June 13, 2006.

As of the expiration date of the tender offer, \$139,227,000 principal amount of the notes, representing approximately 80.7% of the notes outstanding, had been validly tendered pursuant to the tender offer, all of which Quanta accepted for payment. Each holder who tendered notes on or before the expiration date will receive \$985 in cash for each \$1,000 of principal amount of notes tendered, plus accrued and unpaid interest up to, but not including, the date the notes are paid pursuant to the offer. Banc of America Securities LLC, Credit Suisse Securities (USA) LLC and J.P. Morgan Securities Inc. acted as Dealer Managers in connection with the tender offer.

As a result of amending the credit agreement and the repurchase of the convertible notes, Quanta expects to record a charge in the second quarter of 2006 of approximately \$3.2 million related to the write-off of deferred financing costs. Partially offsetting this charge will be a gain on early extinguishment of debt of approximately \$1.6 million, net of the tender offer costs.

- more -

In conjunction with the restated credit agreement, Quanta Services will file a Form 8-K with the Securities and Exchange Commission. This filing will also be available on the company's web site at www.quantaservices.com.

Quanta Services, Inc.

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

This press release contains forward-looking statements intended to qualify for the "safe harbor" from liability established by the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements relating to strategies, expectations, intentions, plans, future events, performance, underlying assumptions, and other statements that do not relate strictly to historical or current facts. Although Quanta's management 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. These statements can be affected by inaccurate assumptions and by a variety of risks and uncertainties, including, among others, general economic conditions, the company's reported results meeting the company's guidance and the expectations of the market, and other risks, including risks related to Quanta's operations and financial condition, detailed in Quanta's Annual Report on Form 10-K for the year ended December 31, 2005, Quanta's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006 and any other reports of the company 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 expressed or implied in any forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which are current only as of this date. Quanta does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. For a discussion of these risks, uncertainties and assumptions, investors are urged to refer to Quanta's reports filed with the Securities and Exchange Commission.

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