
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): May 6, 2003

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)

Item 9. Regulation FD Disclosure.

The following information is furnished pursuant to Item 12, "Disclosure of Results of Operations and Financial Condition."

On May 6, 2003, Quanta issued a press release announcing its earnings for the first quarter of fiscal year 2003. The information set forth in the release shall be deemed furnished pursuant to Item 12. Additionally, as provided in SEC Release No. 33-8216, this information (including the exhibit hereto) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended. A copy of the press release is furnished herewith as Exhibit 99.1.

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 thereunto duly authorized.

Dated: May 6, 2003

QUANTA SERVICES, INC

By: /s/ DANA A. GORDON

Name: Dana A. Gordon

Title: Vice President—General Counsel

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Exhibit</u> |
|--------------------|---|
| 99.1 | Press Release of Quanta Services Inc. dated May 6, 2003 |

[QUANTA SERVICES LOGO]

PRESS RELEASE

**FOR IMMEDIATE RELEASE
03-06**

Contacts:

James Haddox, CFO
Reba Reid
Quanta Services, Inc.
713-629-7600

Ken Dennard / kdennard@drg-e.com
Lisa Elliott / lisae@drg-e.com
DRG&E
713-529-6600

QUANTA SERVICES REPORTS FIRST QUARTER RESULTS
Operating cash flow totals \$37.3 million for first quarter

Houston – May 6, 2003 – Quanta Services, Inc. (NYSE:PWR) today announced results for the three months ended March 31, 2003.

Revenues in the first quarter of 2003 were \$367.1 million compared to revenues of \$449.2 million in the first quarter of 2002. For the first quarter of 2003, net loss attributable to common stock was \$2.7 million, or \$0.04 per diluted share compared to net loss attributable to common stock of \$435.4 million, or \$5.56 per diluted share, in the first quarter of 2002.

The prior year results include the impact of a cumulative effect of change in accounting principle related to the adoption of SFAS No. 142. For the first quarter of 2002, diluted earnings before cumulative effect of change in accounting principle were \$0.13 per share. The prior year results also include the impact of \$4.6 million in expenses associated with a proxy contest with Aquila, Inc.

“The extreme weather that struck the Northeast, South, Southeast and Mountain regions of the United States, combined with margin pressures and an overall depressed market had a significant impact on our first quarter results,” said John Colson, chief executive officer of Quanta Services. “In spite of the weather in the first quarter, we achieved cash flow from operations of \$37.3 million and, after deducting capital expenditures of \$4.9 million, free cash flow of \$32.4 million.”

- more -

OUTLOOK

The following statements are based on current expectations. These statements are forward looking, and actual results may differ materially. These statements do not include the potential impact of any business combinations or divestitures that may be completed after March 31, 2003.

Quanta expects revenue for the second quarter of 2003 to range from \$380 million to \$420 million and EPS to be between \$0.03 and \$0.05. For fiscal 2003, Quanta expects revenues of \$1.6 billion to \$1.7 billion and EPS in the range of \$0.25 to \$0.30.

Quanta Services has scheduled a conference call for May 6, 2003, at 10:00 a.m. Eastern time. To participate in the call, dial (212) 329-1453 at least 10 minutes before the conference call begins and ask for the Quanta Services conference call. Investors, analysts and the general public will also have the opportunity to listen to the conference call over the Internet by visiting the company's web site at www.quantaservices.com. To listen to the live call on the web, please visit the Quanta Services web site at least fifteen minutes early to register, download and install any necessary audio software. For those who cannot listen to the live web cast, an archive will be available shortly after the call on the company's website. A replay will also be available and may be accessed by calling (303) 590-3000 and using pass code 537442. For more information, please contact Karen Roan at DRG&E by calling (713) 529-6600.

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 various forward-looking statements and information, including management's expectations of revenues, earnings per share and growth in certain markets that 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, and the ability of Quanta to successfully implement cost saving measures and to effectively integrate the operations of existing and acquired companies, as well as general risks related to the industries in which Quanta operates. Should one or more of these risks materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expected. For a discussion of the risks, investors are urged to refer to the Company's reports filed under the Securities Exchange Act of 1934.

- Tables to follow -

[QUANTA SERVICES LOGO]

Quanta Services, Inc. and Subsidiaries

Consolidated Statements of Operations
For the Three Months Ended March 31, 2003 and 2002
(In thousands, except per share information)
(Unaudited)

| | Three Months Ended March 31, | |
|--|---|-------------|
| | 2003 | 2002 |
| Revenues | \$367,129 | \$ 449,220 |
| Cost of services | 329,372 | 373,533 |
| Gross profit | 37,757 | 75,687 |
| Selling, general & administrative expenses | 38,970 | 46,100 |
| Proxy costs | — | 4,620 |
| Income (loss) from operations | (1,213) | 24,967 |
| Interest expense | (7,964) | (7,854) |
| Other, net | 216 | 435 |
| Income (loss) before taxes and cumulative effect of change in accounting principle | (8,961) | 17,548 |
| Provision (benefit) for taxes | (4,118) | 7,282 |
| Income (loss) before cumulative effect of change in accounting principle | (4,843) | 10,266 |

| | | |
|--|------------|-------------|
| Cumulative effect of change in accounting principle, net of tax (a) | — | 445,422(a) |
| Net income (loss) | (4,843) | (435,156) |
| Dividends on preferred stock, net of forfeitures | (2,109) | 232 |
| Net loss attributable to common stock | \$ (2,734) | \$(435,388) |
| Basic earnings (loss) per share before cumulative effect of change in accounting principle | \$ (0.04) | \$ 0.13 |
| Cumulative effect of change in accounting principle, net of tax | \$ — | \$ (5.69) |
| Basic loss per share | \$ (0.04) | \$ (5.56) |
| Diluted earnings (loss) per share before cumulative effect of change in accounting principle | \$ (0.04) | \$ 0.13 |
| Cumulative effect of change in accounting principle, net of tax | \$ — | \$ (5.69) |
| Diluted loss per share | \$ (0.04) | \$ (5.56) |
| Shares used in computing earnings per share | | |
| Basic | 112,535 | 78,264 |
| Diluted | 112,535 | 78,264 |

- (a) In accordance with SFAS 142, the effect of the adoption is required to be presented in the first interim period of 2002, irrespective of the period in which the transitional impairment loss was measured. Accordingly, the above financial data has been restated to reflect the cumulative effect of change in accounting principle, net of tax, in the quarter ended March 31, 2002.

[QUANTA SERVICES LOGO]

Quanta Services, Inc. and Subsidiaries

Condensed Consolidated Balance Sheets
(In thousands)

| | March 31, 2003 | December 31, 2002 |
|---|-------------------|----------------------|
| | (Unaudited) | |
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | \$ 61,433 | \$ 27,901 |
| Accounts receivable, net | 322,438 | 367,057 |
| Costs and estimated earnings in excess of billings on uncompleted contracts | 53,079 | 54,749 |
| Inventories | 27,204 | 25,646 |
| Prepaid expenses and other current assets | 56,723 | 54,144 |
| Total current assets | 520,877 | 529,497 |
| PROPERTY AND EQUIPMENT, net | 358,966 | 369,568 |
| ACCOUNTS AND NOTES RECEIVABLE, net | 51,160 | 50,900 |
| OTHER ASSETS, net | 18,415 | 19,250 |
| GOODWILL AND OTHER INTANGIBLES, net | 395,531 | 395,597 |
| Total assets | \$ 1,344,949 | \$ 1,364,812 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| CURRENT LIABILITIES: | | |
| Current maturities of long-term debt | \$ 6,260 | \$ 6,652 |
| Accounts payable and accrued expenses | 163,307 | 189,080 |
| Billings in excess of costs and estimated earnings on uncompleted contracts | 17,264 | 16,409 |
| Total current liabilities | 186,831 | 212,141 |
| LONG-TERM DEBT, net of current maturities | 212,508 | 213,167 |
| CONVERTIBLE SUBORDINATED NOTES | 172,500 | 172,500 |
| DEFERRED INCOME TAXES AND OTHER NON- CURRENT LIABILITIES | 88,974 | 82,411 |
| Total liabilities | 660,813 | 680,219 |
| REDEEMABLE COMMON STOCK(a) | — | 72,922 |
| STOCKHOLDERS' EQUITY | 684,136 | 611,671 |
| Total liabilities and stockholders' equity | \$ 1,344,949 | \$ 1,364,812 |

- (a) The redemption feature of the redeemable common stock expired on February 18, 2003 and the balance was reclassified to stockholders' equity during the first quarter of 2003.