

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

QUANTA SERVICES, INC.  
(Exact name of registrant as specified in charter)

Delaware  
(State or other jurisdiction of Incorporation)

75-2851603  
(I.R.S. Employer Identification No.)

1360 Post Oak Boulevard, Suite 2100  
Houston, Texas 77056  
(Address, including zip code, of Principal Executive Offices)

QUANTA SERVICES, INC. 1999 EMPLOYEE STOCK PURCHASE PLAN  
(Full title of the Plan)

Dana A. Gordon, Esq.  
Vice President, General Counsel & Secretary  
Quanta Services, Inc.  
1360 Post Oak Boulevard, Suite 2100  
Houston, Texas 77056  
(713) 629-7600  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Copy to: T. Mark Edwards, Esq.  
Gardere Wynne Sewell LLP  
1601 Elm Street  
Suite 3000  
Dallas, Texas 75201  
(214) 999-4654

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$0.00001 Par value	1,000,000 shares	\$7.90	\$7,900,000	\$639.11

- (1) Pursuant to Rule 416 under the Securities Act of 1933, shares issuable upon any stock split, stock dividend or similar transaction with respect to these shares are also being registered hereunder.
- (2) Calculated pursuant to Rule 457(h), based on the average of the high and low prices for the Common Stock as reported on the New York Stock Exchange Composite Tape for June 4, 2003.

Shares of Common Stock of the Registrant for issuance upon purchases of Common Stock under the Plan have been heretofore registered under a Registration Statement on Form S-8 No. 333-86375 of the Registrant. These shares of Common Stock and the Plan are described in the Section 10(a) prospectus for this registration statement in accordance with Rule 429 of the General Rules and Regulations under the Securities Act of 1933, as amended.

Section 4.1 of the of the Quanta Services, Inc. 1999 Employee Stock Purchase Plan (the "Plan") authorized 1,000,000 shares of Common Stock of the Company to be issued under the Plan, and provides that the number of shares may be cumulatively increased on June 1, 2000 and each June 1 thereafter by an amount equal to the lesser of (a) 1,000,000 shares or (b) a lesser amount of shares determined by the Board. A Registration Statement on Form S-8 (File No. 333-86375) was filed with the Securities and Exchange Commission on September 1, 1999 (the "Initial S-8") to register 1,000,000 shares of Common Stock of the Company relating to the Plan. Subsequent to the filing of the Initial S-8, the Board approved a 3-for-2 stock split of Common Stock which was paid as a stock dividend to holders of the Common Stock of record at the close of business on March 27, 2000, which resulted in an additional 500,000 shares of Common Stock of the Company registered under the Initial S-8. A second Registration Statement on Form S-8 (File No. 333-102448) was filed with the Securities and Exchange Commission on January 10, 2003 (the "Second S-8"; the Initial S-8 and the Second S-8 are collectively referred to as the "Prior S-8".) to register an additional 1,000,000 shares of Common Stock of the Company that were authorized pursuant to the terms of the Plan for issuance of Common Stock proceeds under the Plan. As a result of the filing of the Second S-8, 2,500,000 shares of Common Stock of the Company were registered with respect to the Plan. On June 1, 2003, an additional 1,000,000 shares of Common Stock were authorized pursuant to the terms of the Plan for issuance of Common Stock purchases under the Plan. The contents of the Initial S-8 and the Second S-8, including documents incorporated by reference therein, are incorporated by reference into this Registration Statement.

## **PART II**

### **Item 8. Exhibits**

In addition to the exhibits filed or incorporated by reference into the Prior S-8, the following documents are filed as Exhibits to this Registration Statement:

- 5.1 Opinion of Gardere Wynne Sewell LLP
- 23.1 Consent of PricewaterhouseCoopers LLP, independent accountants
- 23.2 Notice Regarding Consent of Arthur Andersen LLP
- 23.3 Consent of legal counsel (included as part of Exhibit 5.1)
- 24.1 Power of Attorney (set forth on the signature page of this Registration Statement)

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, and the State of Texas, on June 9, 2003.

QUANTA SERVICES, INC.  
(Registrant)

By: /s/ JOHN R. COLSON

John R. Colson  
Chief Executive Officer

## POWER OF ATTORNEY

Each of the undersigned hereby appoints John R. Colson and James H. Haddox and each of them (with full power to act alone), as attorneys and agents for the undersigned, with full power of substitution, for and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act of 1933 any and all amendments and exhibits to this Registration Statement and any and all applications, instruments and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite or desirable.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities indicated on June 9, 2003.

Signature

Title

/s/ JOHN R. COLSON

John R. Colson

Chief Executive Officer and Chairman of the  
Board of Directors  
(principal executive officer)

/s/ JAMES H. HADDOX

James H. Haddox

Chief Financial Officer  
(principal financial officer)

/s/ DERRICK A. JENSEN

Derrick A. Jensen

Vice President, Controller and Chief Accounting  
Officer (principal accounting officer)

/s/ VINCENT D. FOSTER

Vincent D. Foster

Director

Signature	Title
<div>/s/ JAMES R. BALL</div> <div>James R. Ball</div>	Director
<div></div> <div>Louis C. Golm</div>	Director
<div></div> <div>Ben A. Guill</div>	Director
<div>/s/ JAMES A. NATTIER</div> <div>James A. Nattier</div>	Director
<div>/s/ THOMAS J. SIKORSKI</div> <div>Thomas J. Sikorski</div>	Director
<div>/s/ GARY A. TUCCI</div> <div>Gary A. Tucci</div>	Director
<div>/s/ JOHN R. WILSON</div> <div>John R. Wilson</div>	Director

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INDEX TO EXHIBITS

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Ladies and Gentlemen:

We have assisted the Company in the preparation of, and are familiar with, the Registration Statement of the Company filed with the Securities and Exchange Commission on June 10, 2003 for the registration under the Securities Act of the Shares covered by the Plan.

Based upon the foregoing, we are of the opinion that (i) the Shares are duly authorized; and (ii) upon the issuance of the Shares against payment therefor of an amount equal to at least the par value of each Share in accordance with the Plan, the Shares will be validly issued, fully paid and non-assessable.

Very truly yours,

By: /s/ ERIC BLUMROSEN

Eric Blumrosen, Partner

EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 27, 2003 (except for the matters discussed in Note 16, as to which the date is March 10, 2003), relating to the consolidated financial statements of Quanta Services, Inc. and its subsidiaries for the year ended December 31, 2002, which appears in the December 31, 2002 annual report on Form 10-K of Quanta Services, Inc.

/s/ PRICEWATERHOUSECOOPERS LLP  
PricewaterhouseCoopers LLP

Houston, Texas  
June 4, 2003

## NOTICE REGARDING CONSENT OF ARTHUR ANDERSEN LLP

On June 28, 2002, the Company dismissed Arthur Andersen LLP ("Arthur Andersen") as its independent auditor and appointed PricewaterhouseCoopers LLP to replace Arthur Andersen. After reasonable efforts, the Company has been unable to obtain Arthur Andersen's written consent to the incorporation by reference in this Registration Statement of Arthur Andersen's audit reports with respect to the Company's financial statements as of December 31, 2001 and December 31, 2000 and for the years then ended. Under these circumstances, Rule 437a of the Securities Act of 1933, as amended (the "Securities Act"), permits the Company to file this Registration Statement without a written consent from Arthur Andersen.

Section 11(a) of the Securities Act provides that if any part of a registration statement at the time such part becomes effective contains an untrue statement of a material fact or omits to state a material fact required to be stated therein or necessary to make the statements therein not misleading, any person acquiring a security pursuant to such registration statement (unless it is proved that at the time of such acquisition such person knew of such untruth or omission) may sue, among others, every accountant who has consented to be named as having prepared or certified any part of the registration statement, or as having prepared or certified any report or valuation which is used in connection with the registration statement, with respect to the statement in such registration statement, report, or valuation, which purports to have been prepared or certified by the accountant.

As noted above, Arthur Andersen has not consented to the incorporation by reference of any audit report in this Registration Statement. As a result, Arthur Andersen may not be liable under Section 11(a) of the Securities Act to those persons purchasing shares registered under this Registration Statement. The Company believes, however, that other persons who are liable under Section 11(a) of the Securities Act, including the Company's officers and directors, may still rely on Arthur Andersen's audit reports as being made by an expert under the due diligence defense provision of Section 11(b) of the Securities Act.