

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

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Delaware
(State or other jurisdiction of
incorporation or organization)

74-2851603
(I.R.S. Employer
Identification No.)

**2800 Post Oak Boulevard, Suite 2600
Houston, Texas 77056
(713) 629-7600**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Gérard J. Sonnier
Vice President and General Counsel
2800 Post Oak Boulevard, Suite 2600
Houston, Texas 77056
(713) 629-7600**

(Name, address and telephone number, including area code, of agent for service)

Copy to:
**Baker Botts L.L.P.
910 Louisiana
Houston, Texas 77005
(713) 229-1648
Attention: M. Breen Haire**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Securities and Exchange Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☒

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$.00001 per share	3,909,110 shares(3)	\$25.59	\$100,034,124.90	\$13,644.65

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), includes an undetermined number of additional shares of common stock as may from time to time be issued by reason of stock splits, stock dividends and other similar transactions.
- (2) Estimated pursuant to Rule 457(c) under the Securities Act solely for the purpose of calculating the registration fee, based upon the average of the high and low sales prices of the registrant's common stock on June 24, 2013, as reported by the NYSE. The proposed maximum offering price per share of common stock will be determined from time to time by the selling securityholders in connection with, and at the time of, the sale by the selling securityholders of the securities registered hereunder.
- (3) Includes 409,110 shares of common stock of the registrant owned directly by the selling securityholders on the date hereof and 3,500,000 shares of common stock of the registrant that may be issued in respect of exchangeable shares of Valard Construction Ltd., a subsidiary of the registrant, held by the selling securityholders, which exchangeable shares may be exchanged from time to time by the selling securityholders on a one-for-one basis for shares of the registrant's common stock.

PROSPECTUS



Quanta Services, Inc.

3,909,110 Shares of Common Stock

This prospectus relates to the offer and sale of an aggregate of 3,909,110 shares of common stock, \$.00001 par value, of Quanta Services, Inc. by the selling securityholders named in the “Selling Securityholders” section of this prospectus. As of the date of this prospectus, the selling securityholders held 409,110 shares of our common stock directly and held 3,500,000 exchangeable shares of Valard Construction Ltd., our subsidiary, which exchangeable shares may be exchanged from time to time by the selling securityholders on a one-for-one basis for shares of our common stock. The selling securityholders may offer shares of our common stock from time to time in a number of different ways and at varying prices. For more information on possible methods of offer and sale by the selling securityholders, you should refer to the section of this prospectus entitled “Plan of Distribution.” We do not know which method, in what amount, or at what time or times the selling securityholders may sell the shares covered by this prospectus. We will not receive any proceeds from the sale of any shares covered by this prospectus. We will bear all costs, expenses and fees in connection with the registration of the shares. The selling securityholders will bear all commissions, fees and discounts, if any, attributable to the sale of shares.

Our common stock is traded on the New York Stock Exchange (NYSE) under the symbol “PWR”. On June 26, 2013, the last reported sale price of our common stock on the NYSE was \$26.18.

Before investing in our common stock, you should carefully review and consider the information under the heading “[Risk Factors](#)” beginning on page 2 of this prospectus.

These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission, nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is June 27, 2013.

Table of Contents**TABLE OF CONTENTS**

	<u>Page</u>
<u>About This Prospectus</u>	i
<u>Prospectus Summary</u>	1
<u>Risk Factors</u>	2
<u>Forward-Looking Statements</u>	3
<u>Use of Proceeds</u>	6
<u>Selling Securityholders</u>	7
<u>Plan of Distribution</u>	9
<u>Legal Matters</u>	10
<u>Experts</u>	10
<u>Where You Can Find More Information</u>	10
<u>Incorporation of Certain Information by Reference</u>	10

ABOUT THIS PROSPECTUS

You should rely only on the information contained or incorporated by reference in this prospectus and any prospectus supplement and any written communication from us or any underwriter specifying the final terms of a particular offering. We and the selling securityholders have not authorized anyone to provide you with information different from that contained or incorporated by reference in this prospectus or any prospectus supplement. Neither we nor the selling securityholders are making an offer of these securities in any state where the offer is not permitted.

You should assume that the information appearing in this prospectus, any prospectus supplement or any document incorporated by reference or any written communication from us or any underwriter specifying the final terms of a particular offering is accurate only as of the date of the applicable documents, regardless of the time of delivery of this prospectus or any sale of securities. Our business, financial condition, results of operations and prospects may have changed since that date.

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission (the “SEC”), utilizing a “shelf” registration process. The selling securityholders named in this prospectus may sell from time to time a total of up to 3,909,110 shares of our common stock under this shelf registration statement. We may provide a prospectus supplement containing specific information about the terms of a particular offering by the selling securityholders. If the information in this prospectus is inconsistent with a prospectus supplement, you should rely on the prospectus supplement.

As used in this prospectus, the terms “Quanta,” “the company,” “we,” “our,” “ours” and “us” refer to Quanta Services, Inc. and its consolidated subsidiaries, except where the context otherwise requires or as otherwise indicated.

PROSPECTUS SUMMARY

This summary highlights selected information about us and this offering by the selling securityholders contained elsewhere in this prospectus and the documents incorporated by reference into this prospectus. This summary is not complete and may not contain all of the information that is important to you. We encourage you to read this prospectus, including the information under the caption "Risk Factors," the information we incorporate by reference and the documents to which we refer you in their entirety.

Our Company

We are a leading provider of specialty contracting services, offering infrastructure solutions primarily to the electric power and natural gas and oil pipeline industries in North America and in select international markets. The services we provide include the design, installation, upgrade, repair and maintenance of infrastructure within each of the industries we serve, such as electric power transmission and distribution networks, substation facilities, renewable energy facilities and pipeline transmission and distribution systems and facilities. We also own fiber optic telecommunications infrastructure in select markets and license the right to use these point-to-point fiber optic telecommunications facilities to customers.

Our principal executive offices are located at 2800 Post Oak Boulevard, Suite 2600 Houston, Texas 77056. Our telephone number at that location is (713) 629-7600. Our website is <http://www.quantaservices.com>. Information contained in our website is not incorporated by reference to this prospectus and you should not consider information contained in our website as part of this prospectus.

The Offering

Common stock to be offered from time to time by the selling securityholders	Up to 3,909,110 shares of our common stock.
Use of proceeds	All of the proceeds from the sale of our common stock covered by this prospectus will be received by the selling securityholders. We will not receive any proceeds from the sale of the shares of common stock covered by this prospectus.
NYSE symbol	PWR
Pricing	To be determined from time to time by the selling securityholders; see "Plan of Distribution."
Risk factors	An investment in our common stock involves a high degree of risk. For a discussion of certain matters that should be considered by prospective purchasers of our common stock offered hereby, see "Risk Factors" beginning on page 2 of this prospectus.

RISK FACTORS

An investment in our common stock involves a high degree of risk. You should carefully consider the risks described in our filings with the SEC referred to under the heading “Where You Can Find More Information,” including our most recent annual report on Form 10-K and quarterly reports on Form 10-Q and other reports and documents we file with the SEC after the date of this prospectus that are incorporated by reference herein, together with all of the other information included in this prospectus and the documents we incorporate by reference. If any of these risks were to occur, our business, financial condition, results of operations or cash flows could be adversely affected. You could lose all or part of your investment.

Sales of our common stock by the selling securityholders may cause our stock price to decline.

As of May 31, 2013, we had 209,479,412 shares of common stock outstanding. Sales of substantial amounts of our common stock in the public market, or the perception that these sales may occur, could cause the market price of our common stock to decline. In addition, the sale of these shares could impair our ability to raise capital through the sale of additional common stock.

FORWARD-LOOKING STATEMENTS

This prospectus contains or incorporates by reference statements concerning our future results and performance and other matters that are “forward-looking” statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). You can identify these statements by the fact that they do not relate strictly to historical or current facts. They use words such as “anticipate,” “estimate,” “project,” “forecast,” “may,” “will,” “should,” “could,” “expect,” “believe,” “plan,” “intend” and other words of similar meaning. In particular, these include, but are not limited to, statements relating to the following:

- Projected revenues, earnings per share, margins, capital expenditures, and other projections of operating or financial results;
- Expectations regarding our business outlook, growth or opportunities in particular markets;
- The expected value of contracts or intended contracts with customers;
- The scope, services, term and results of any projects awarded or expected to be awarded for services to be provided by us;
- The impact of renewable energy initiatives, including mandated state renewable portfolio standards, the economic stimulus package and other existing or potential energy legislation;
- Potential opportunities that may be indicated by bidding activity or similar discussions with customers;
- The potential benefits from acquisitions;
- The outcome of pending or threatened litigation;
- The business plans or financial condition of our customers;
- Our plans and strategies; and
- The current economic and regulatory conditions and trends in the industries we serve.

These forward-looking statements are not guarantees of future performance and involve or rely on a number of risks, uncertainties, and assumptions that are difficult to predict or beyond our control. These forward-looking statements reflect our beliefs and assumptions based on information available to our management at the time the statements are made. We caution you that actual outcomes and results may differ materially from what is expressed, implied or forecasted by our forward-looking statements and that any or all of our forward-looking statements may turn out to be wrong. Those statements can be affected by inaccurate assumptions and by known or unknown risks and uncertainties, including the following:

- The effects of industry, economic or political conditions outside our control;
- Quarterly variations in our operating results;
- Adverse economic and financial conditions, including weakness in the capital markets;
- Trends and growth opportunities in relevant markets;
- Delays, reductions in scope or cancellations of anticipated, pending or existing projects, including as a result of weather, regulatory or environmental processes, project performance issues, or our customers’ capital constraints;
- The successful negotiation, execution, performance and completion of anticipated, pending and existing contracts, including the ability to obtain awards of projects on which we bid or are otherwise discussing with customers;
- Our ability to attract skilled labor and retain key personnel and qualified employees;

Table of Contents

- The potential shortage of skilled employees;
- Our dependence on fixed price contracts and the potential to incur losses with respect to these contracts;
- Estimates relating to our use of percentage-of-completion accounting;
- Adverse impacts from weather;
- Our ability to generate internal growth;
- Competition in our business, including our ability to effectively compete for new projects and market share;
- Potential failure of renewable energy initiatives, the economic stimulus package or other existing or potential legislative actions to result in increased demand for our services;
- Liabilities associated with multi-employer pension plans, including underfunding of liabilities and termination or withdrawal liabilities;
- The possibility of an increase in the liability associated with our partial withdrawal in the fourth quarter of 2011 from a multi-employer pension plan;
- Liabilities for claims that are self-insured or not insured;
- Unexpected costs or liabilities that may arise from lawsuits or indemnity claims asserted against us;
- Risks relating to the potential unavailability or cancellation of third party insurance, the exclusion of coverage for certain losses, and potential increases in premiums for coverage deemed beneficial to us;
- Cancellation provisions within our contracts and the risk that contracts expire and are not renewed or are replaced on less favorable terms;
- Loss of customers with whom we have long-standing or significant relationships;
- The potential that participation in joint ventures exposes us to liability and/or harm to our reputation for acts or omissions by our partners;
- Our inability or failure to comply with the terms of our contracts, which may result in unexcused delays, warranty claims, failure to meet performance guarantees, damages or contract terminations;
- The effect of natural gas, natural gas liquids and oil prices on our operations and growth opportunities;
- The future development of natural resources in shale areas;
- The inability of our customers to pay for services;
- The failure to recover on payment claims against project owners or to obtain adequate compensation for customer-requested change orders;
- The failure of our customers to comply with regulatory requirements applicable to their projects, including those related to awards of stimulus funds, which may result in project delays and cancellations;
- Budgetary or other constraints that may reduce or eliminate tax incentives for or government funding of projects, including stimulus projects, which may result in project delays or cancellations;

Table of Contents

- Estimates and assumptions in determining our financial results and backlog;
- Our ability to realize our backlog;
- Risks associated with operating in international markets, including instability of foreign governments, currency fluctuations, tax and investment strategies and compliance with the laws of foreign jurisdictions, as well as the U.S. Foreign Corrupt Practices Act and other applicable anti-bribery and anti-corruption laws;
- Our ability to successfully identify, complete, integrate and realize synergies from acquisitions;
- The potential adverse impact resulting from uncertainty surrounding acquisitions, including the ability to retain key personnel from the acquired businesses and the potential increase in risks already existing in our operations;
- The adverse impact of impairments of goodwill and other intangible assets or investments;
- Our growth outpacing our decentralized management and infrastructure;
- Requirements relating to governmental regulation and changes thereto;
- Inability to enforce our intellectual property rights or the obsolescence of such rights;
- Risks related to the implementation of an information technology solution;
- The impact of our unionized workforce on our operations, including labor stoppages or interruptions due to strikes or lockouts;
- Potential liabilities relating to occupational health and safety matters;
- Our dependence on suppliers, subcontractors and equipment manufacturers;
- Risks associated with our fiber optic licensing business, including regulatory and tax changes and the potential inability to realize a return on our capital investments;
- Beliefs and assumptions about the collectability of receivables;
- The cost of borrowing, availability of credit, fluctuations in the price and volume of our common stock, debt covenant compliance, interest rate fluctuations and other factors affecting our financing and investing activities;
- The ability to access sufficient funding to finance desired growth and operations;
- Our ability to obtain performance bonds;
- Potential exposure to environmental liabilities;
- Our ability to continue to meet the requirements of the Sarbanes-Oxley Act of 2002;
- Rapid technological and structural changes that could reduce the demand for our services; and
- The impact of increased healthcare costs arising from healthcare reform legislation.

All forward-looking statements are expressly qualified by these cautionary statements and any other cautionary statements that may accompany such forward-looking statements or that are otherwise included in or incorporated by reference in this prospectus. In addition, we do not undertake and expressly disclaim any obligation to update or revise any forward-looking statements to reflect events or circumstances after the date of this prospectus or otherwise.

USE OF PROCEEDS

All of the shares of our common stock being offered pursuant to this prospectus are being offered by the selling securityholders. We will not receive any proceeds from the sale of those shares.

SELLING SECURITYHOLDERS

We are registering 3,909,110 shares of common stock covered by this prospectus on behalf of the selling securityholders named in the table below.

On October 25, 2010, we acquired Valard Construction LP and certain of its affiliated entities (Valard). In connection with the acquisition, we paid the former owners of Valard approximately \$118.9 million in cash and issued 623,720 shares of our common stock and 3,909,110 exchangeable shares (the “exchangeable shares”) of Valard Construction Ltd., our subsidiary. In addition, we issued one share of Series F Preferred Stock to a voting trust on behalf of the holders of the exchangeable shares. The Series F Preferred Stock provides the holders of exchangeable shares with voting rights equivalent to a the number of exchangeable shares outstanding at any time. The aggregate value of the common stock and exchangeable shares issued to the former owners of Valard was approximately \$83.4 million. The exchangeable shares are substantially equivalent to, and exchangeable on a one-for-one basis for, our common stock. As part of the consideration paid for Valard, we also repaid \$12.8 million in Valard debt at the closing of the acquisition.

The table below identifies the selling securityholders and other information regarding the beneficial ownership of the common stock by the selling securityholders. The amounts listed under “Ownership of Common Stock Before Offering” in the following table represent the number and percentage of shares of common stock beneficially owned by the selling securityholders as of June 27, 2013, including the number of shares of common stock underlying exchangeable shares. Because the selling securityholders may resell all or part of their shares, no estimates can be given as to the number of shares of common stock that will be held by the selling securityholders upon termination of any offering made hereby. For purposes of the table below, however, we have assumed that after termination of this offering none of the shares covered by this prospectus will be held by the selling securityholders. The percentages of shares owned are based on 209,479,412 shares of our common stock outstanding as of May 31, 2013. If a selling securityholder has the right to acquire beneficial ownership of shares within 60 days, such shares are deemed beneficially owned by such selling securityholder and are deemed to be outstanding solely for the purpose of determining the percentage of common stock of such selling securityholder, but such shares are not included in the computations for any other selling securityholder.

Selling Securityholders	Ownership of Common Stock Before Offering		Number of Shares Being Offered	Ownership of Common Stock After Offering	
	Number	Percentage		Number	Percentage
Adam Budzinski	112,269	*	112,269	0	0.0%
JAVA Holdings Ltd.	3,796,841(1)(2)	1.8%	3,796,841	0	0.0%
Total	3,909,110	1.8%	3,909,110	0	0.0%

* Percentage of shares is less than 0.1%

- (1) Includes 296,841 shares of our common stock owned directly by the selling securityholder and 3,500,000 shares of common stock that may be issued pursuant to exchangeable shares held by the selling securityholder.
- (2) Victor Budzinski, the father of Adam Budzinski, owns 100% of the outstanding equity interests in 1428802 Alberta Ltd., which owns 100% of the outstanding equity interests in JAVA Holdings Ltd.

Valard Construction Ltd. (“Valard Ltd.”) is a party to certain facility leases with 964125 Alberta Ltd., a corporation controlled by the spouse of Victor Budzinski, and mother of Adam Budzinski, one of the selling securityholders. Victor Budzinski holds, in a trustee capacity, the single outstanding share of the Series F Preferred Stock. These leases have various terms through October 31, 2015, and as of December 31, 2012, provided for aggregate remaining lease obligations of \$2,391,675 through the conclusion of the lease terms. These leases relate to facilities that were occupied by Valard Ltd. when we acquired Valard Ltd. in 2010.

In addition, Valard Ltd. and Valard rent temporary camp housing facilities from 964125 Alberta Ltd. for certain crews working in remote areas at a specified rate per person per day plus the cost of moving and setting up the camps. Valard Ltd. and Valard paid an aggregate of \$1,707,801 in camp rental to 964125 Alberta Ltd. during 2012. Valard occasionally secures from Bram Consulting Ltd., a corporation whose shares are held by one of Victor Budzinski’s siblings, certain supervisory services, consisting of a distribution construction foreman, at an hourly rate, and the lease of certain personal property, including a track-hoe, at a monthly rate, resulting in payments by Valard to Bram Consulting Ltd. during 2012 in the amount of \$201,775.

Valard Ltd. employed Victor Budzinski and paid him an aggregate of \$1,125,369, \$352,565 and \$61,197 in salary, bonus, health and welfare coverage and retirement plan contributions in 2012, 2011 and 2010, respectively. Valard employed Adam Budzinski and paid him an aggregate of \$1,004,566, \$310,642 and \$53,008 in salary, bonus, health and welfare coverage and retirement plan contributions in 2012, 2011 and 2010, respectively. Valard also employed Maureen Budzinski, the sister of Victor Budzinski, and paid her an aggregate of \$205,885, \$143,693 and \$42,821 in salary, bonus, health and welfare coverage and retirement plan contributions in 2012, 2011 and 2010, respectively. Valard Ltd.’s employment of Victor Budzinski and Valard’s employment of Adam Budzinski and Maureen Budzinski predated our acquisition of Valard and its affiliates in 2010.

[Table of Contents](#)

Information about the selling securityholders may change over time. Any changed information will be set forth to the extent provided to us by the selling securityholder in prospectus supplements, if and when necessary.

PLAN OF DISTRIBUTION

All shares of common stock being offered under this prospectus are being offered on behalf of the selling securityholders. The shares offered by this prospectus may be sold from time to time by or for the account of the selling securityholders pursuant to this prospectus or pursuant to Rule 144 under the Securities Act. Sales of shares pursuant to this prospectus may be made on the NYSE, in the over-the-counter market or otherwise at prices and on terms then prevailing or at prices related to the then current market price (in each case as determined by the selling securityholders). Sales may be made directly or through agents designated from time to time, or through dealers or underwriters to be designated or in negotiated transactions.

The shares may be sold by any one or more of the following methods:

- through a firm commitment or best efforts underwriting,
- through a block trade (which may involve crosses) in which the seller's broker or dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction,
- through purchases by a broker or dealer as principal and resale by the broker or dealer for their account pursuant to this prospectus,
- through exchange distributions and/or secondary distributions in accordance with the rules of the NYSE,
- through ordinary brokerage transactions and transactions in which the broker solicits purchasers,
- through privately negotiated transactions,
- through put or call option transactions,
- through short sales, or
- through any other method permitted by applicable law.

Any selling agents, underwriters or broker-dealers may receive compensation in the form of underwriting discounts, concessions or commissions from the selling securityholders, from purchasers of shares for whom they act as agents, or from both sources. The selling securityholders do not expect these discounts, concessions or commissions to exceed what is customary in the types of transactions involved. The selling securityholders will be responsible for any commissions, underwriting discounts or similar charges on the sale of shares under this prospectus.

The selling securityholders may pledge or grant a security interest in some or all of the shares of common stock owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell the shares of common stock from time to time pursuant to a prospectus or any amendment to such prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act, amending, if necessary, the list of selling securityholders to include the pledgee, transferee or other successors in interest as selling securityholders under such prospectus. The selling securityholders also may transfer and donate the shares of common stock in other circumstances in which case the transferees, donees, pledgees or other successors in interest will be the selling beneficial owners for purposes of such prospectus.

The selling securityholders and any broker-dealers, agents and underwriters that participate in the distribution of the shares may be deemed to be "underwriters" within the meaning of the Securities Act in connection with the sales. Any commissions, and any profit on the resale of shares, received by the selling securityholders and any such broker-dealers, agents or underwriters may be deemed to be underwriting discounts and commissions. Any underwriters, brokers, dealers and agents who participate in any sale of the securities may also engage in transactions with, or perform services for, us or our affiliates in the ordinary course of their businesses. We may indemnify underwriters, brokers, dealers and agents against specific liabilities, including liabilities under the Securities Act.

The selling securityholders will be subject to applicable provisions of the Securities Exchange Act of 1934, as amended, and the associated rules and regulations thereunder, including Regulation M, which provisions may affect the marketability of the shares.

LEGAL MATTERS

Baker Botts L.L.P., Houston, Texas, has passed on certain legal matters with respect to the shares of common stock offered hereunder.

EXPERTS

The consolidated financial statements of Quanta Services, Inc. and subsidiaries as of December 31, 2012 and 2011, and for each of the three fiscal years in the period ended December 31, 2012, and the effectiveness of Quanta Services, Inc.'s and its subsidiaries' internal control over financial reporting as of December 31, 2012 incorporated herein by reference, have been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as set forth in their reports thereon and are incorporated in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the Securities and Exchange Commission a registration statement on Form S-3 under the Securities Act with respect to the shares being offered under this prospectus. This prospectus, which is included in the registration statement, does not contain all of the information in the registration statement. For further information regarding the company and our common stock, please see the registration statement and our other filings with the Securities and Exchange Commission, including our annual, quarterly and current reports and proxy statements, which you may read and copy at the Public Reference Room maintained by the Securities and Exchange Commission at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information about the public reference room by calling the Securities and Exchange Commission at 1-800-SEC-0330. Our filings with the Securities and Exchange Commission are also available to the public on the Securities and Exchange Commission's Internet website at <http://www.sec.gov>. Our Internet website address is <http://www.quantaservices.com>.

We furnish holders of our common stock with annual reports containing financial statements audited by our independent auditors in accordance with generally accepted accounting principles following the end of each fiscal year. We file reports and other information with the Securities and Exchange Commission pursuant to the reporting requirements of the Exchange Act.

Our common stock is listed on the NYSE and we are required to file reports, proxy statements and other information with the NYSE. You may read any document we file with the NYSE at the offices of the NYSE which is located at 20 Broad Street, New York, New York 10005.

Descriptions in this prospectus of documents are intended to be summaries of the material, relevant portions of those documents, but may not be complete descriptions of those documents. For complete copies of those documents, please refer to the exhibits to the registration statement and other documents filed by us with the Securities and Exchange Commission.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The Securities and Exchange Commission allows us to "incorporate by reference" the information we have filed with the Securities and Exchange Commission, which means that we can disclose important information to you without actually including the specific information in this prospectus by referring you to those documents. The information incorporated by reference is an important part of this prospectus, and later information that we file with the Securities and Exchange Commission will automatically update and supersede this information. Therefore, before you decide to invest in a particular offering under this shelf registration, you should always check for reports we may have filed with the Securities and Exchange Commission after the date of this prospectus. We incorporate by reference into this prospectus the documents listed below, including the exhibits thereto, and any future filings we make with the Securities and Exchange Commission under Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act until the applicable offering under this prospectus and any applicable prospectus supplement is terminated, other than information furnished to the Securities and Exchange Commission under Item 2.02 or 7.01 of Form 8-K and which is not deemed filed under the Exchange Act and is not incorporated in this prospectus:

- Annual Report on Form 10-K for our fiscal year ended December 31, 2012, filed with the Securities and Exchange Commission on March 1, 2013, as amended by Amendment No. 1 on Form 10-K/A filed with the Securities and Exchange Commission on May 31, 2013.

Table of Contents

- Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, filed with the Securities and Exchange Commission on May 8, 2013.
- Current Reports on Form 8-K, filed with the Securities and Exchange Commission on March 8, 2013, April 2, 2013 and May 28, 2013.
- Form 8-A12B, filed with the Securities and Exchange Commission on January 28, 1998, as amended by the Form 8-A12B/A (Amendment No. 1), filed with the Securities and Exchange Commission on February 5, 1998, and as amended by the Form 8-A12B/A (Amendment No. 2), filed with the Securities and Exchange Commission on February 6, 1998.

Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for all purposes to the extent that a statement contained in this prospectus, or in any other subsequently filed document which is also incorporated or deemed to be incorporated by reference, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

We will provide, without charge, to each person to whom a copy of this prospectus has been delivered, including any beneficial owner, upon written or oral request of such person, a copy of any or all of the documents incorporated by reference herein (other than certain exhibits to such documents not specifically incorporated by reference). Requests for such copies should be directed to:

2800 Post Oak Boulevard, Suite 2600
Houston, Texas 77056
(713) 629-7600
Attention: Corporate Secretary



Prospectus dated June 27, 2013.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

An estimate of the fees and expenses in connection with the issuance and distribution of the securities registered under this registration statement hereby is as follows:

Securities and Exchange Commission registration fee	\$13,645
Legal fees and expenses	15,000
Accounting fees and expenses	9,000
Printing expenses	3,000
Miscellaneous expenses	5,000
Total	<u>\$45,645</u>

Item 15. Indemnification of Directors and Officers.

Section 145(a) of the Delaware General Corporation Law (the “DGCL”) provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 145(b) of the DGCL provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if he or she acted under similar standards to those set forth above, except that no indemnification may be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to be indemnified for such expenses which the court shall deem proper.

Section 145 of the DGCL further provides that, to the extent a director or officer of a corporation has been successful in the defense of any action, suit or proceeding referred to in subsection (a) and (b) or in the defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by him in connection therewith; that indemnification provided for by Section 145 of the DGCL shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and that the corporation may purchase and maintain insurance on behalf of a director or officer of the corporation against any liability asserted against such officer or director and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liabilities under Section 145 of the DGCL.

Article VII of the registrant’s bylaws contains provisions for indemnification of directors and officers and for the advancements of expenses to any director or officer to the fullest extent permitted by Delaware law. Additionally, Article Eleventh of the registrant’s certificate of incorporation provides that, to the fullest extent permitted by Delaware law, no director shall be liable to the registrant or its stockholders for monetary damages for breach of fiduciary duty as a director.

Table of Contents

Article VIII of the registrant's bylaws permits the registrant to purchase insurance for directors and officers and any person whether or not the registrant has the power to indemnify pursuant to law, the registrant's certificate of incorporation and bylaws against liability for expenses, judgments or settlements. The registrant has director and officer insurance in place for its directors and officers.

In addition, the registrant has entered into indemnity agreements with its directors and executive officers. The indemnity agreements generally provide that the registrant will, to the extent permitted by applicable law, indemnify and hold harmless each indemnitee that is, or is threatened to be made, a party to any civil, criminal or administrative proceeding by reason of the fact that such person is or was a director or officer of the registrant or is or was serving at the request of the registrant as a director, officer, trustee, general partner, managing member, fiduciary, employee or agent of any other enterprise, against all expenses, judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by the indemnitee in connection with any such proceeding. The indemnity agreements provide the indemnitee with indemnification rights in connection with third-party proceedings and proceedings brought by or in the right of the registrant. In addition, the indemnity agreements provide for the advancement of expenses incurred by the indemnitee in connection with any covered proceeding to the fullest extent permitted by applicable law. The indemnity agreements also provide that if the indemnification rights provided for therein are unavailable for any reason, the registrant will pay, in the first instance, the entire amount incurred by the indemnitee in connection with any covered proceeding and waives and relinquishes any right of contribution it may have against the indemnitee. The rights provided by the indemnity agreements are in addition to any other rights to indemnification or advancement of expenses to which the indemnitee may be entitled under applicable law, the registrant's certificate of incorporation or bylaws, or otherwise. The above description of the indemnity agreements is subject to, and is qualified in its entirety by reference to, all the provisions of the form of indemnity agreement, previously filed as Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the SEC on January 31, 2012.

The registrant's board of directors may from time to time authorize the registrant to enter into additional indemnity agreements with other of its future directors and officers utilizing the same form of indemnity agreement.

Item 16. Exhibits.

See Index to Exhibits.

Item 17. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

Table of Contents

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for the purpose of determining liability under the Securities Act to any purchaser:
 - (i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
 - (ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.
- (5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
 - (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
 - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
 - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

[Table of Contents](#)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 27, 2013.

QUANTA SERVICES, INC.

By: /s/ James F. O'Neil III
James F. O'Neil III
President, Chief Executive Officer and Director

POWER OF ATTORNEY

Each person whose signature appears below appoints James F. O'Neil III, Derrick A. Jensen and Gérard J. Sonnier, and each of them severally, each of whom may act without the joinder of the others, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully and for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated and on June 27, 2013.

<u>/s/ James F. O'Neil III</u> James F. O'Neil III	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Derrick A. Jensen</u> Derrick A. Jensen	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ James R. Ball</u> James R. Ball	Director
<u>/s/ J. Michal Conaway</u> J. Michal Conaway	Director
<u>/s/ Vincent D. Foster</u> Vincent D. Foster	Director
<u>/s/ Bernard Fried</u> Bernard Fried	Director
<u>/s/ Louis C. Golm</u> Louis C. Golm	Director
<u>/s/ Worthing F. Jackman</u> Worthing F. Jackman	Director
<u>/s/ Bruce Ranck</u> Bruce Ranck	Director
<u>/s/ Margaret B. Shannon</u> Margaret B. Shannon	Director
<u>/s/ Pat Wood, III</u> Pat Wood, III	Director

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
3.1	Restated Certificate of Incorporation of Quanta Services, Inc. (previously filed as Exhibit 3.3 to the Company's Form 8-K (No. 001-13831) filed May 25, 2011 and incorporated herein by reference).
3.2	Bylaws of Quanta Services, Inc., as amended and restated August 16, 2012 (previously filed as Exhibit 3.2 to the Company's Form 8-K (No. 001-13831) filed August 21, 2012 and incorporated herein by reference).
3.3	Form of Common Stock Certificate (previously filed as Exhibit 4.1 to the Company's Registration Statement on Form S-1/Amendment No. 2 (No. 333-42957) filed February 9, 1998 and incorporated herein by reference).
5.1	Opinion of Baker Botts L.L.P.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Baker Botts L.L.P. (incorporated by reference from Exhibit 5.1).
24.1	Power of Attorney (included in signature page).



ONE SHELL PLAZA
910 LOUISIANA
HOUSTON, TEXAS
77002-4995

TEL +1 713.229.1234
FAX +1 713.229.1522
BakerBotts.com

ABU DHABI	HOUSTON
AUSTIN	LONDON
BEIJING	MOSCOW
BRUSSELS	NEW YORK
DALLAS	PALO ALTO
DUBAI	RIYADH
HONG KONG	WASHINGTON

June 27, 2013

079296.0107

TEL +1 713.229.1234
FAX +1 713.229.1522
www.bakerbotts.com

Quanta Services, Inc.
2800 Post Oak Boulevard, Suite 2600
Houston, Texas 77056

Ladies and Gentlemen:

We have acted as counsel to Quanta Services, Inc., a Delaware corporation (the “Company”), in connection with the preparation of the Registration Statement on Form S-3 (the “Registration Statement”) to be filed on the date hereof by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Act”), relating to the registration of 3,909,110 shares of the Company’s common stock, par value \$.00001 per share (“Common Stock”), which shares (the “Shares”) may be sold by the selling stockholders named in the Registration Statement from time to time pursuant to Rule 415 under the Act upon the exchange, retraction or redemption of the exchangeable shares (the “Exchangeable Shares”) of Valard Construction Ltd. as described in the Registration Statement. At your request, this opinion is being furnished to you for filing as Exhibit 5.1 to the Registration Statement.

In our capacity as your counsel in the connection referred to above, we have examined originals, or copies certified or otherwise identified, of (i) the Company’s Restated Certificate of Incorporation and Amended and Restated Bylaws, each as amended to date (the “Charter Documents”); (ii) the Voting and Exchange Rights Agreement, dated October 22, 2010, among the Company, Quanta Services EC Canada Ltd. (“Quanta EC”), Quanta Services CC Canada Ltd. (“Quanta CC”), Valard Holdings Ltd. (“Valard Holdings”) and Victor Budzinski, as trustee (the “Voting and Exchange Rights Agreement”), and the Support Agreement, dated October 22, 2010, among the Company, Quanta EC, Quanta CC, Valard Holdings and Adam Budzinski (the “Support Agreement” and, together with the Voting and Exchange Rights Agreement, the “Exchangeable Shares Documents”); (iii) corporate records of the Company, including minute books as furnished to us by the Company; (iv) certificates of public officials and of representatives of the Company; and (v) statutes and other instruments and documents as a basis for the opinions hereinafter expressed. In giving such opinions, we have relied upon certificates of officers of the Company and of public officials with respect to the accuracy of the material factual matters contained in such certificates. In giving the opinions below, we have assumed that the signatures on all documents examined by us are genuine, that all documents submitted to us as originals are accurate and complete, that all documents submitted to us as copies are true, correct and complete copies of the originals thereof and that all information submitted to us was accurate and complete. In connection with this opinion, we have assumed that, at the time of issuance of any Shares:

(a) each of the Voting and Exchange Rights Agreement and the Support Agreement will have been duly executed and delivered by the Company and the other parties thereto, in each case in the form reviewed by us; and

(b) certificates representing such Shares will have been duly executed, countersigned, registered and delivered, or, if uncertificated, valid book-entry notations will have been made in the share register of the Company, in each case in accordance with the provisions of the Charter Documents; and there will be sufficient shares of Common Stock authorized under the Charter Documents and not otherwise issued or reserved for issuance to permit the issuance of such Shares.

On the basis of the foregoing, and subject to the assumptions, limitations and qualifications hereinafter set forth, we are of the opinion that the Shares have been duly authorized and, when issued in accordance with the Exchangeable Shares Documents, will be validly issued, fully paid and nonassessable.

The opinions set forth above are limited in all respects to matters of the General Corporation Law of the State of Delaware. We hereby consent to the filing of this opinion of counsel as Exhibit 5.1 to the Registration Statement. We also consent to the reference to our Firm under the heading "Legal Matters" in the prospectus forming a part of the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Baker Botts L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the use in this Registration Statement on Form S-3 of Quanta Services, Inc. of our reports dated March 1, 2013 relating to the financial statements and the effectiveness of internal control over financial reporting of Quanta Services, Inc., which appear in the Annual Report on Form 10-K, as amended, of Quanta Services, Inc. for the year ended December 31, 2012. We also consent to the reference to us under the heading “Experts” in such Registration Statement.

/s/ PricewaterhouseCoopers LLP
Houston, Texas
June 27, 2013