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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported):
May 30, 2018 (May 24, 2018)**

QUANTA SERVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-13831

(Commission File No.)

74-2851603

(IRS Employer Identification No.)

2800 Post Oak Boulevard, Suite 2600

Houston, Texas 77056

(Address of principal executive offices, including ZIP code)

(713) 629-7600

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On May 24, 2018, at the 2018 Annual Meeting of Stockholders of Quanta Services, Inc. (the “Company” or “Quanta”), Quanta’s stockholders approved Amendment No. 3 (the “Amendment”) to Quanta’s 2011 Omnibus Equity Incentive Plan (the “Omnibus Plan”), which increased the number of shares of Quanta Common Stock that may be issued thereunder by 1,550,000 shares, clarified the definition of a change in control used in the Omnibus Plan and restricted permitted transfers of awards. The foregoing description of the Amendment is qualified in its entirety by reference to the complete text of the Amendment and the Omnibus Plan, as amended, copies of which are included as exhibits to this Current Report on Form 8-K and are incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) On May 24, 2018, Quanta held its 2018 Annual Meeting of Stockholders.

(b) The final voting results for the items that were presented for stockholder approval, recommendation or ratification at the annual meeting are set forth below. These items related to each proposal described in detail in the Company’s definitive proxy statement for the annual meeting, which was filed with the Securities and Exchange Commission on April 13, 2018. Unless otherwise indicated, all results presented below reflect the voting power of Quanta Common Stock and Series G Preferred Stock, voting together as a single class.

Election of Directors (Item 1)

The following nine director nominees were elected as directors of the Company to serve one-year terms expiring at the 2019 Annual Meeting of Stockholders. The vote totals for each director are set forth in the table below:

Nominee:	For	Against	Abstain	Broker Non-Votes
Earl C. Austin, Jr.	111,194,598	1,217,819	239,448	12,231,014
Doyle N. Beneby	110,956,508	1,456,530	238,827	12,231,014
J. Michal Conaway	110,818,373	1,594,993	238,499	12,231,014
Vincent D. Foster	110,838,345	1,574,932	238,588	12,231,014
Bernard Fried	110,326,990	2,085,959	238,916	12,231,014
Worthing F. Jackman	110,332,532	2,079,517	239,816	12,231,014
David M. McClanahan	111,774,069	638,973	238,823	12,231,014
Margaret B. Shannon	109,825,979	2,074,045	751,841	12,231,014
Pat Wood, III	104,999,572	7,413,677	238,616	12,231,014

Advisory Vote on Executive Compensation (Item 2)

The advisory resolution approving the Company’s executive compensation as set forth in the proxy statement was approved, with the vote totals as set forth in the table below:

For	Against	Abstain	Broker Non-Votes
110,907,260	1,392,599	352,006	12,231,014

Ratification of Appointment of Independent Registered Public Accounting Firm (Item 3)

The appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for fiscal year 2018 was ratified, with the vote totals as set forth in the table below:

For	Against	Abstain	Broker Non-Votes
122,273,419	2,345,312	264,148	—

Approval of Amendment to Quanta Services, Inc. 2011 Omnibus Equity Incentive Plan (Item 4)

The Amendment was approved, with the vote totals as set forth in the table below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
107,294,909	5,055,151	301,805	12,231,014

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
10.1	<u>Quanta Services, Inc. 2011 Omnibus Equity Incentive Plan (previously filed as Exhibit 4.5 to the Company's FormS-8 (No. 333-174374) filed May 20, 2011 and incorporated herein by reference)</u>
10.2	<u>Amendment No. 1 to the Quanta Services, Inc. 2011 Omnibus Equity Incentive Plan (previously filed as Exhibit 10.4 to the Company's Form10-Q for the quarter ended June 30, 2013 (No. 001-13831) filed August 9, 2013 and incorporated herein by reference)</u>
10.3	<u>Amendment No. 2 to the Quanta Services, Inc. 2011 Omnibus Equity Incentive Plan (previously filed as Exhibit 10.1 to the Company's Form10-Q for the quarter ended June 30, 2016 (No. 001-13831) filed August 8, 2016 and incorporated herein by reference)</u>
10.4*	<u>Amendment No. 3 to the Quanta Services, Inc. 2011 Omnibus Equity Incentive Plan</u>

* Filed with this Current Report on Form 8-K

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 30, 2018

QUANTA SERVICES, INC.

By: /s/ Donald C. Wayne

Name: Donald C. Wayne

Title: Executive Vice President and General Counsel

AMENDMENT NO. 3
TO THE
QUANTA SERVICES, INC.
2011 OMNIBUS EQUITY INCENTIVE PLAN

This Amendment No. 3 to the Quanta Services, Inc. 2011 Omnibus Equity Incentive Plan (the "Plan") is made on behalf of Quanta Services, Inc., the sponsor of the Plan, on May 24, 2018.

1. The introductory clause of Section 2(f) of the Plan is hereby amended and restated in its entirety to read as follows:

“(f) “Change in Control” shall, in the case of a particular Award, be deemed to occur upon:”

2. Section 2(f)(iv) of the Plan is hereby amended and restated in its entirety to read as follows:

“(iv) The Company has consummated a merger, amalgamation or consolidation (a “**Business Combination**”) of the Company with any other corporation, unless, following such Business Combination, all or substantially all of the individuals and entities that were the beneficial owners of the Outstanding Company Common Shares and the Outstanding Company Voting Securities immediately prior to such Business Combination beneficially own, directly or indirectly, more than 50% of the then-outstanding shares of common stock (or, for a non-corporate entity, equivalent securities) and the combined voting power of the then-outstanding voting securities entitled to vote generally in the election of directors (or, for a non-corporate entity, equivalent governing body), as the case may be, of the entity resulting from such Business Combination (including, without limitation, an entity that, as a result of such transaction, owns the Company or all or substantially all of the Company’s assets either directly or through one or more subsidiaries);”

3. Section 5(a) of the Plan is hereby amended and restated in its entirety to read as follows:

“(a) Subject to Section 12 of the Plan, the Committee is authorized to deliver under the Plan 13,300,000 Common Shares subject to Awards. The aggregate number of Common Shares subject to Awards granted in any one calendar year to all Participants shall not exceed 5,000,000 shares, and the aggregate number of Common Shares subject to an Award granted in any one calendar year to any individual shall not exceed 1,000,000 shares.”

4. Section 15(b)(ii) of the Plan is hereby amended and restated in its entirety to read as follows:

“(ii) Notwithstanding the foregoing, the Committee may, in its sole discretion, permit Awards (other than Incentive Stock Options) to be transferred by a Participant, without consideration, subject to such rules as the Committee may adopt consistent with any applicable Award agreement to preserve the purposes of the Plan, to: (A) any person who is a “family member” of the Participant, as such term is used in the instructions to Form S-8 under the Securities Act (collectively, the “**Immediate Family Members**”); (B) a trust solely for the benefit of the Participant and his or her Immediate Family Members; or (C) a partnership or limited liability company whose only partners or stockholders are the Participant and his or her Immediate Family Members (each transferee described in clauses (A), (B) and (C) above is hereinafter referred to as a “**Permitted Transferee**”); provided, that (x) the Participant gives the Committee advance written notice describing the terms and conditions of the proposed transfer and the Committee notifies the Participant in writing that such a transfer would comply with the requirements of the Plan, and (y) no third-party financial institution shall qualify as a “Permitted Transferee”.”

5. Except as specifically modified herein, all terms and conditions of the Plan shall remain in effect.

* * *

As approved by the Board of Directors of Quanta Services, Inc. on March 29, 2018

As approved by the stockholders of Quanta Services, Inc. on May 24, 2018