

**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 its charter)

Delaware  
 (State or other jurisdiction of  
 incorporation or organization)

74-2851603  
 (I.R.S. Employer  
 Identification Number)

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

(Address, including zip code, telephone number, including area code, of principal executive offices)

Quanta Services, Inc. 2011 Omnibus Equity Incentive Plan  
 (Full title of the plan)

Donald C. Wayne  
 Executive 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)

*Copies to:*

Gene J. Oshman  
 Jeremy L. Moore  
 Baker Botts L.L.P.  
 910 Louisiana  
 Houston, Texas 77002  
 (713) 229-1234

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

Large accelerated filer ☒  
 Non-accelerated filer ☐

Accelerated filer ☐  
 Smaller reporting company ☐  
 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 7(a)(2)(B) of Securities Act. ☐

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee
Common Stock, par value \$0.00001 per share	2,480,003	\$34.60	\$85,808,104	\$10,684

- (1) Includes common stock to be issued pursuant to the Quanta Services, Inc. 2011 Omnibus Equity Incentive Plan (as amended, the "2011 Plan"). Pursuant to Rule 416 of the Securities Act of 1933 (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock that become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that results in an increase in the number of the registrant's outstanding shares of common stock.
- (2) The shares of common stock being registered hereby consist of (i) 1,550,000 additional shares of common stock that have been approved to be issued under the 2011 Plan and (ii) 930,003 shares of common stock that that may be issued in accordance with the recycling and forfeiture provisions of the 2011 Plan, which were previously registered on the Prior Registration Statement (as defined herein) and do not represent and increase to the total number of shares of common stock that may be issued pursuant to the 2011 Plan.
- (3) Estimated solely for the purpose of calculating the registration fee and computed pursuant to Rule 457(c) and 457(h) under the Securities Act. The above calculation is based on the average of the high and low prices of the registrant's common stock on the New York Stock Exchange, Inc. on August 3, 2018.

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**PART I**

**REGISTRATION OF ADDITIONAL SECURITIES**

Quanta Services, Inc. (the “Company”) previously registered 11,750,000 shares of its common stock, par value \$0.00001 per share (“Common Stock”), for issuance under the Quanta Services, Inc. 2011 Omnibus Equity Incentive Plan. The registration of these shares was filed on a Form S-8 Registration Statement with the Securities and Exchange Commission (the “Commission”) on May 20, 2011 (File No. 333-174374), in accordance with the Securities Act of 1933 (the “Prior Registration Statement”).

On March 29, 2018, the Company’s Board of Directors approved Amendment No. 3 to the 2011 Plan, and on May 24, 2018 the stockholders of the Company approved Amendment No. 3 to the 2011 Plan, to, among other things, increase the number of shares of Common Stock that may be issued thereunder by 1,550,000 shares. In addition, the Company is registering 930,003 shares of Common Stock that may be issued in accordance with the recycling and forfeiture provisions of the 2011 Plan, which were previously registered on the Prior Registration Statement and do not represent and increase to the total number of shares of Common Stock that may be issued pursuant to the 2011 Plan.

This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to Form S-8 regarding the registration of additional securities. Pursuant to General Instruction E to FormS-8, the content of the Prior Registration Statement is incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

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## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 6. 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 Company’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 Company’s restated certificate of incorporation provides that, to the fullest extent permitted by Delaware law, no director shall be liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director.

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

In addition, the Company has entered into indemnity agreements with its directors and executive officers. The indemnity agreements generally provide that the Company 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 Company or is or was serving at the request of the Company 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 Company. 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 Company 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 Company'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 Company's Current Report on Form 8-K filed with the Commission on January 31, 2012.

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

## Item 8. Exhibits.

Exhibit Number	Description of Exhibits
3.1	<a href="#"><u>Restated Certificate of Incorporation of Quanta Services, Inc. (previously filed as Exhibit 3.3 to the Company's Form8-K (No. 001-13831) filed May 25, 2011 and incorporated herein by reference)</u></a>
3.2	<a href="#"><u>Certificate of Designation of Series G Preferred Stock (previously filed as Exhibit 3.1 to the Company's Form8-K (No. 001-13831) filed January 17, 2014 and incorporated herein by reference)</u></a>
3.3	<a href="#"><u>Bylaws of Quanta Services, Inc., as amended and restated March 27, 2014 (previously filed as Exhibit 3.1 to the Company's Form8-K (No. 001-13831), filed March 31, 2014 and incorporated herein by reference)</u></a>
4.1	<a href="#"><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></a>
4.2	<a href="#"><u>Amendment No. 1 to the Quanta Services, Inc. 2011 Omnibus Equity Incentive Plan (previously filed as Exhibit 10.4 to the Company's Form 10-Q for the quarter ended June 30, 2013 (No.001-13831) filed August 9, 2013 and incorporated herein by reference)</u></a>
4.3	<a href="#"><u>Amendment No. 2 to the Quanta Services, Inc. 2011 Omnibus Equity Incentive Plan (previously filed as Exhibit 10.1 to the Company's Form 10-Q for the quarter ended June 30, 2016 (No.001-13831) filed August 8, 2016 and incorporated herein by reference)</u></a>
4.4	<a href="#"><u>Amendment No. 3 to the Quanta Services, Inc. 2011 Omnibus Equity Incentive Plan (previously filed as Exhibit 10.4 to the Company's Form 8-K (No. 001-13831) filed May 30, 2018 and incorporated herein by reference)</u></a>
5.1*	<a href="#"><u>Opinion of Baker Botts L.L.P. regarding legality of securities being registered</u></a>
23.1*	<a href="#"><u>Consent of PricewaterhouseCoopers LLP</u></a>
23.2*	<a href="#"><u>Consent of Baker Botts L.L.P. (incorporated by reference from Exhibit 5.1)</u></a>
24.1*	<a href="#"><u>Powers of Attorney (included on signature page)</u></a>

\* Filed herewith.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Quanta Services, Inc. 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, State of Texas on August 10, 2018.

QUANTA SERVICES, INC.

By: /s/ Earl C. Austin, Jr.

Earl C. Austin, Jr.  
President, Chief Executive Officer, Chief Operating  
Officer and Director

## POWER OF ATTORNEY

Each person whose signature appears below appoints Earl C. Austin, Jr., Derrick A. Jensen and Donald C. Wayne, and each of them severally, each of whom may act without the joinder of the others, as such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for such person and in such person's 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 August 10, 2018.

<u>/s/ Earl C. Austin, Jr.</u> Earl C. Austin, Jr.	President, Chief Executive Officer, Chief Operating Officer and Director (Principal Executive Officer)
<u>/s/ Derrick A. Jensen</u> Derrick A. Jensen	Chief Financial Officer (Principal Financial Officer)
<u>/s/ David M. McClanahan</u> David M. McClanahan	Chairman of the Board of Directors
<u>/s/ Jerry K. Lemon</u> Jerry K. Lemon	Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Doyle N. Beneby</u> Doyle N. Beneby	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/ Worthing F. Jackman</u> Worthing F. Jackman	Director
<u>/s/ Margaret B. Shannon</u> Margaret B. Shannon	Director
<u>/s/ Pat Wood, III</u> Pat Wood, III	Director

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NEW YORK  
PALO ALTO  
RIYADH  
SAN FRANCISCO  
WASHINGTON

August 10, 2018

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”), with respect to certain legal matters in connection with the Registration Statement on Form S-8 (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 “Securities Act”), relating to 2,480,003 shares (the “Shares”) of common stock, par value \$0.00001 per share, of the Company, issuable pursuant to the Quanta Services, Inc. 2011 Omnibus Equity Incentive Plan (as amended, the “2011 Plan”). 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 the Restated Certificate of Incorporation and Bylaws of the Company, each as amended to date, the 2011 Plan, corporate records of the Company, including minute books of the Company, as furnished to us by the Company, certificates of public officials and of representatives of the Company, statutes and other records, certificates, documents and instruments that we have deemed necessary or appropriate for purposes of rendering this opinion. In giving the opinion set forth below, we have relied, without independent investigation or verification, to the extent we deemed appropriate, upon certificates, statements or other representations of officers or other representatives of the Company and of public officials with respect to the accuracy of the factual matters contained in or covered by such certificates, statements or other representations. In making our examination, 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 addition, we have assumed for purposes of this opinion that the consideration received by the Company for the Shares will be not less than the par value of the Shares.

On the basis of the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that, when issued by the Company pursuant to the provisions of the 2011 Plan following due authorization of a particular award thereunder by the Board of Directors of the Company or a duly constituted and acting committee thereof (the “Board”) as provided in and in accordance with the 2011 Plan, the Shares issuable pursuant to such award will have been duly authorized by all necessary corporate action on the part of the Company; and upon issuance and delivery of such Shares from time to time pursuant to the terms of such award for the consideration established pursuant to the terms of the 2011 Plan and otherwise in accordance with the terms and conditions of such award, including, if applicable, the lapse of any restrictions relating thereto, the satisfaction of any performance conditions associated therewith and any requisite determinations by or pursuant to the authority of the Board as provided therein, and, in the case of stock options, the exercise thereof and payment for such Shares as provided therein, such Shares will be validly issued, fully paid and non-assessable. The foregoing opinion is limited in all respects to the General Corporation Law of the State of Delaware, as published in effect on the date hereof.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities 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 incorporation by reference in this Registration Statement on Form S-8 of our report dated February 28, 2018 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Quanta Services, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2017.

/s/ PricewaterhouseCoopers LLP

Houston, Texas  
August 10, 2018