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

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**FORM 8-K**

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

**Date of report (Date of earliest event reported): March 26, 2019 (March 22, 2019)**

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**QUANTA SERVICES, INC.**

(Exact name of registrant as specified in its charter)

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**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)

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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. ☐

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**Item 5.03    Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On March 22, 2019, Quanta Services, Inc. (“Quanta”) filed with the Secretary of State of the State of Delaware a Certificate of Retirement and Elimination with respect to Quanta’s Series F Preferred Stock and a Certificate of Elimination with respect to Quanta’s Series G Preferred Stock (collectively, the “Certificates of Elimination”). The Certificates of Elimination had the effect of eliminating all references to Quanta’s Series F Preferred Stock and Series G Preferred Stock from Quanta’s certificate of incorporation. No shares of the Series F Preferred Stock or the Series G Preferred Stock were issued and outstanding at the time of the filing of the Certificates of Elimination.

Immediately following the filing of the Certificates of Elimination, Quanta filed a Restated Certificate of Incorporation (the “Restated Certificate”) with the Secretary of State of the State of Delaware to reflect the elimination of Quanta’s Series F Preferred Stock and Series G Preferred Stock described above, to recite the current address of its registered agent and to restate and integrate, but not further amend, the certificate of incorporation of Quanta. The Restated Certificate was effective as of March 22, 2019.

The foregoing description is qualified in its entirety by reference to the complete text of the Restated Certificate and the Certificates of Elimination, copies of which are filed as Exhibits 3.1, 3.2 and 3.3 to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 8.01    Other Events.**

On March 22, 2019, Quanta issued a press release announcing that its Board of Directors declared a cash dividend to holders of Quanta common stock in the amount of \$0.04 per share. The dividend will be paid on April 19, 2019 to stockholders of record as of the close of business on April 5, 2019. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01    Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
3.1	<a href="#"><u>Restated Certificate of Incorporation of Quanta Services, Inc.</u></a>
3.2	<a href="#"><u>Certificate of Retirement and Elimination of Series F Preferred Stock of Quanta Services, Inc.</u></a>
3.3	<a href="#"><u>Certificate of Elimination of Series G Preferred Stock of Quanta Services, Inc.</u></a>
99.1	<a href="#"><u>Press Release of Quanta Services, Inc. dated March 22, 2019</u></a>

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**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: March 26, 2019

QUANTA SERVICES, INC.

By: /s/ Donald C. Wayne

Name: Donald C. Wayne

Title: Executive Vice President and General Counsel

**RESTATED CERTIFICATE OF INCORPORATION  
OF  
QUANTA SERVICES, INC.**

(Originally incorporated on August 19, 1997  
Under the name Fabal Construction, Inc.)

**FIRST.** The name of the corporation is Quanta Services, Inc.

**SECOND.** The Corporation's registered office in the State of Delaware is 251 Little Falls Drive, in the City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is the Corporation Service Company.

**THIRD.** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH.** The aggregate number of shares of capital stock that the Corporation will have authority to issue is Six Hundred Ten Million (610,000,000), Six Hundred Million (600,000,000) of which will be shares of Common Stock, having a par value of \$0.00001 per share (hereinafter called "Common Stock") and Ten Million (10,000,000) of which will be shares of Preferred Stock having a par value of \$0.00001 per share (hereinafter called "Preferred Stock").

Preferred Stock may be issued in one or more series as may be determined from time to time by the Board of Directors. All shares of any one series of Preferred Stock will be identical except as to the dates of issue and the dates from which dividends on shares of the series issued on different dates will cumulate, if cumulative. Authority is hereby expressly granted to the Board of Directors to authorize the issuance of one or more series of Preferred Stock, and to fix by resolution or resolutions providing for the issue of each such series the voting powers, designations, preferences, and relative, participating, optional, redemption, conversion, exchange or other special rights, qualifications, limitations or restrictions of such series, and the number of shares in each series, to the full extent now or hereafter permitted by law.

Subject to the preferred rights of the holders of shares of any class or series of Preferred Stock, the holders of Common Stock shall be entitled to receive out of the funds of the Corporation legally available therefor, such dividends (payable in cash, stock or otherwise) as the Board of Directors may from time to time determine, payable to stockholders of record on such dates, not exceeding 60 days preceding the dividend payment dates, as shall be fixed for such purpose by the Board of Directors in advance of payment of each particular dividend.

In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the distribution or payment to the holders of shares of any class or series of Preferred Stock as provided by the Board of Directors with respect to any such class or series of Preferred Stock, the remaining assets of the Corporation available for distribution to stockholders shall be distributed among and paid to the holders of Common Stock.

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Except as otherwise required by law, each holder of shares of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation.

The Corporation shall be entitled to treat the person in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable laws.

**FIFTH.** The number of directors of the Corporation shall be as specified in, or determined in the manner provided in, the Bylaws, but shall be at least one and not more than nineteen. Election of directors need not be by written ballot.

Notwithstanding the foregoing, whenever the holders of any one or more classes or series of Preferred Stock issued by the Corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of the Directors' resolutions applicable thereto, and such directors so elected shall not be subject to the provisions of this Section unless expressly provided by such terms.

**SIXTH.** No stockholder of the Corporation will, solely by reason of holding shares of any class, have any preemptive or preferential right to purchase or subscribe for any shares of the Corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend, voting or any other rights of such stockholder. The Board of Directors may authorize the issuance of, and the Corporation may issue, shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase any such shares, without offering any shares of any class to the existing holders of any class of stock of the Corporation.

**SEVENTH.** At all meetings of stockholders, a quorum will be present if the holders of a majority of the shares entitled to vote at the meeting are represented at the meeting in person or by proxy. From and after the first date as of which any class of the Corporation's equity securities is traded on a national securities exchange, (i) any action required or permitted to be taken by the stockholders of the Corporation must be effected at an annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by such stockholders and (ii) special meetings of the stockholders of the Corporation may be called only by the Chairman of the Board of Directors and shall be called within ten (10) days after receipt of the written request of the Board of Directors, pursuant to a resolution approved by a majority of the whole Board of Directors.

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**EIGHTH.** Stockholders of the Corporation will not have the right of cumulative voting for the election of directors or for any other purpose.

**NINTH.** The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws.

**TENTH.** Reserved.

**ELEVENTH.** To the fullest extent permitted by the laws of the State of Delaware as the same exist or may hereafter be amended, a director of the Corporation will not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article will not increase the personal liability of any director of the Corporation for any act or occurrence taking place before such repeal or modification, or adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The provisions of this Article shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director that has not been eliminated by the provisions of this Article.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation, which only restates and integrates and does not further amend the provisions of the Restated Certificate of Incorporation of the Corporation as it may have been amended or supplemented prior to the effectiveness of this filing, there being no discrepancies between those provisions and the provisions of this Restated Certificate of Incorporation, and it having been duly adopted by the Corporation's Board of Directors in accordance with Section 245 of the Delaware General Corporation Law, has been executed by a duly authorized officer of the Corporation on the date set forth below.

**QUANTA SERVICES, INC.**

By: /s/ Donald C. Wayne

Name: Donald C. Wayne

Title: Executive Vice President and General Counsel

Date: March 21, 2019

**CERTIFICATE OF RETIREMENT AND ELIMINATION  
OF  
SERIES F PREFERRED STOCK  
OF  
QUANTA SERVICES, INC.**

(Pursuant to Section 243 of the  
Delaware General Corporation Law)

Quanta Services, Inc., a corporation organized and existing under the laws of the State of Delaware (the “*Corporation*”), certifies as follows:

**FIRST:** Article FOURTH of the Corporation’s Restated Certificate of Incorporation filed with the Office of the Secretary of State of the State of Delaware on May 19, 2011 (the “*Charter*”) authorizes the issuance of one share of Series F Preferred Stock, par value \$0.00001 per share (the “*Series F Preferred Share*”).

**SECOND:** The Series F Preferred Share was redeemed by the Corporation and upon such redemption the Series F Preferred Share was retired.

**THIRD:** Article FOURTH of the Charter prohibits the reissuance of the Series F Preferred Share.

**FOURTH:** Pursuant to the provisions of Section 243 of the Delaware General Corporation Law, all references to Series F Preferred Stock in the Charter are hereby eliminated and such shares shall resume the status of authorized but unissued shares of Preferred Stock.

IN WITNESS WHEREOF, the Corporation has caused its duly authorized officer to execute this Certificate of Retirement and Elimination on the date set forth below.

**QUANTA SERVICES, INC.**

By: /s/ Donald C. Wayne

Name: Donald C. Wayne

Title: Executive Vice President and General Counsel

Date: March 21, 2019

**CERTIFICATE OF ELIMINATION  
OF  
SERIES G PREFERRED STOCK  
OF  
QUANTA SERVICES, INC.**

(Pursuant to Section 151(g) of the  
Delaware General Corporation Law)

Quanta Services, Inc., a corporation organized and existing under the laws of the State of Delaware (the “*Corporation*”), does hereby certify that the following resolutions were duly adopted by the Corporation’s board of directors:

**RESOLVED**, that no shares of the Corporation’s Series G Preferred Stock are outstanding and no shares of Series G Preferred Stock will be issued subject to the certificate of designation previously filed with respect to the Series G Preferred Stock; and further

**RESOLVED**, that each officer of the Corporation (acting alone) is hereby authorized, in the name and on behalf of the Corporation, to execute and file (or cause to be filed) with the Secretary of State of the State of Delaware a certificate pursuant to Section 151(g) of the Delaware General Corporation Law setting forth these resolutions in order to eliminate from the Corporation’s Restated Certificate of Incorporation all matters set forth in the certificate of designation with respect to the Series G Preferred Stock.

IN WITNESS WHEREOF, the Corporation has caused its duly authorized officer to execute this Certificate of Elimination on the date set forth below.

**QUANTA SERVICES, INC.**

By: /s/ Donald C. Wayne

Name: Donald C. Wayne

Title: Executive Vice President and General Counsel

Date: March 21, 2019



**PRESS RELEASE****FOR IMMEDIATE RELEASE**

19-03

Investors – Kip Rupp, CFA  
 Quanta Services, Inc.  
 (713) 341-7260

Media – Lynn Hancock  
 Ward  
 (713) 869-0707

**QUANTA SERVICES ANNOUNCES QUARTERLY CASH DIVIDEND**

**HOUSTON – Mar. 22, 2019** – Quanta Services, Inc. (NYSE:PWR) announced today that its Board of Directors has declared a quarterly cash dividend to stockholders of \$0.04 per share. The dividend is payable Apr. 19, 2019, to stockholders of record on Apr. 5, 2019.

**About Quanta Services**

Quanta Services is a leading specialized contracting services company, delivering comprehensive infrastructure solutions for the electric power, energy and communications industries, including design, installation, repair and maintenance. With operations throughout the United States, Canada, Latin America, Australia and select other international markets, Quanta has the manpower, resources and expertise to safely complete projects that are local, regional, national or international in scope. For more information, [visit www.quantaservices.com](http://www.quantaservices.com).

**Forward Looking Statements**

This press release (and any oral statements regarding the subject matter of this press release) contains forward-looking statements intended to qualify for the “safe harbor” from liability established by the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements relating to Quanta’s expectations regarding the declaration, amount or timing of any future dividends, as well as statements reflecting expectations, intentions, assumptions or beliefs about future events and other statements that do not relate strictly to historical or current facts. Although Quanta’s management believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. These statements can be affected by inaccurate assumptions and by a variety of risks and uncertainties that are difficult to predict or beyond our control, including, among others, variations in Quanta’s financial condition, results of operations, profitability, cash flows, liquidity, current and expected capital requirements and reinvestment opportunities, requirements under Delaware law or other financial results that could impact future capital allocation initiatives, including decisions to pay, or the timing or amount of, any future dividends; market conditions; the effects of industry, economic or political conditions outside of the control of Quanta; and other risks and uncertainties detailed in Quanta’s Annual Report on Form 10-K for the year ended Dec. 31, 2018 and any other documents that Quanta files with the Securities and Exchange Commission (SEC). For a discussion of these risks, uncertainties and assumptions, investors are urged to refer to Quanta’s documents filed with the SEC that are available through the company’s website at [www.quantaservices.com](http://www.quantaservices.com) or through the SEC’s Electronic Data Gathering and Analysis Retrieval System (EDGAR) at [www.sec.gov](http://www.sec.gov). Should one or more of these risks materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expressed or implied in any forward-looking statements. Investors are cautioned not to place undue reliance on these forward-looking statements, which are current only as of this date. Quanta does not undertake and expressly disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Quanta further expressly disclaims any written or oral statements made by any third party regarding the subject matter of this press release.