

**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 27, 2020

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common Stock, par value \$0.00001	PWR	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.07 Submission of Matters to a Vote of Security Holders.

(a) On May 28, 2020, Quanta Services, Inc. (“Quanta” or the “Company”) held its 2020 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 17, 2020 (the “2020 Proxy Statement”). All results presented below reflect the voting power of the Company’s common stock.

Election of Directors (Item 1)

The following ten director nominees were elected as directors of the Company to serve one-year terms expiring at the 2021 Annual Meeting of Stockholders. The vote totals for each director, rounded to the nearest whole share, are set forth in the table below:

Nominee:	For	Against	Abstain	Broker Non-Votes
Earl C. Austin, Jr.	109,582,539	1,957,363	85,395	11,931,215
Doyle N. Beneby	110,943,909	587,446	93,943	11,931,215
J. Michal Conaway	106,068,586	5,465,419	91,292	11,931,215
Vincent D. Foster	108,723,997	2,809,858	91,442	11,931,215
Bernard Fried	107,989,956	3,542,594	92,747	11,931,215
Worthing F. Jackman	108,584,688	2,950,274	90,335	11,931,215
David M. McClanahan	111,251,742	283,884	89,672	11,931,215
Margaret B. Shannon	110,436,186	1,100,951	88,161	11,931,215
Pat Wood, III	105,868,031	5,662,809	94,457	11,931,215
Martha B. Wyrsh	110,822,249	713,196	89,853	11,931,215

Advisory Vote on Executive Compensation (Item 2)

The advisory resolution approving the Company’s executive compensation as set forth in the 2020 Proxy Statement was approved with the vote totals, rounded to the nearest whole share, as set forth in the table below:

For	Against	Abstain	Broker Non-Votes
106,663,715	3,216,973	1,744,610	11,931,215

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 2020 was ratified with the vote totals, rounded to the nearest whole share, as set forth in the table below:

For	Against	Abstain	Broker Non-Votes
121,914,968	1,604,006	37,538	—

Item 8.01 Other Events

On May 27, 2020, in light of the current economic environment and upon recommendation by the Governance and Nominating Committee of the Board of Directors of Quanta (the “Board”), the Board adopted a revised Director Compensation Summary, which became effective as of May 28, 2020. The revised Director Compensation Summary rescinded an increase to the non-employee director annual membership cash retainer that was approved by the Board in December 2019 and was to be effective as of May 28, 2020. A copy of the revised Director Compensation Summary is attached hereto as Exhibit 10.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit
No.

Exhibit

10.1	Director Compensation Summary, revised as of May 27, 2020 and effective as of May 28, 2020
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document included as Exhibit 101)

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: June 2, 2020

Quanta Services, Inc.

By: /s/ Donald C. Wayne

Name: Donald C. Wayne

Title: Executive Vice President and General Counsel



Director Compensation Summary
(to be effective as of the May 2020 Annual Meeting of the Board of Directors)

At every annual meeting of stockholders at which a non-employee director is elected or re-elected, each such elected or re-elected non-employee director shall receive, (i) an annual award of restricted stock units (RSUs) having a value of \$150,000, and (ii) the annual cash retainer(s) set forth below for board membership, committee membership, and board/committee leadership to which such non-employee director is appointed:

	Annual Membership Cash Retainer	Annual Cash Retainer Supplement for Committee Chairmanship
Board of Directors	\$85,000	N/A
Audit Committee	\$15,000	\$20,000
Compensation Committee	\$10,000	\$15,000
Governance and Nominating Committee	\$10,000	\$15,000
Investment Committee	\$10,000	\$15,000

Upon initial appointment to the Board of Directors other than at an annual meeting of stockholders, each such initially appointed non-employee director shall receive, for the period from the appointment through the end of the director service year during which the appointment is made, a pro rata portion of such RSU award and applicable cash retainers.

Upon the appointment of any non-employee director as Chairman of the Board, the non-employee director so appointed shall receive additional annual compensation in the amount of \$180,000, of which 50% shall be payable in cash, and 50% shall be payable in RSUs; provided, however, that any non-employee director so appointed other than immediately following the annual meeting of stockholders shall receive a pro rata portion thereof for the period from the appointment through the end of the director service year.

Unless the director's board service is earlier terminated, restricted stock or RSUs awarded to non-employee directors will vest on June 1st following conclusion of the director service year; provided, however, that subject to the terms of applicable award agreements, unvested restricted stock or RSUs held by (i) any non-employee director who is not nominated for or elected to a new term, including for example, due to a reduction in the size of the Board, age precluding a re-nomination, the identification of a new nominee, or the desire to retire at the end of a term, or (ii) any non-employee director who resigns at Quanta's convenience, including any resignation resulting from the non-employee director's failure to receive a majority of the votes cast in an election for directors as required by Quanta's Bylaws, will vest in full on the earlier of (a) June 1st following conclusion of the director service year or (b) the date of such non-employee director's termination of service. Subject to the terms of applicable award agreements, RSUs will be settled in shares of Quanta common stock, provided that non-employee directors may elect to settle up to 50% of any RSU award in cash if the non-employee director is in compliance with applicable stock ownership guidelines as of the date of settlement of such RSUs and is expected to continue to be in compliance with applicable stock ownership guidelines immediately following such cash settlement of RSUs.

Each non-employee director shall receive a fee for attendance at each meeting of the Board of Directors or any committee in excess of the number of meetings per director service year specified below as follows:

	Fee for Meetings in Excess of the Following Number Per Service Year:	Physical Meeting	Telephonic Meeting
Board of Directors	9	\$2,000	\$1,000
Audit Committee	9	\$1,000	\$500
Compensation Committee	9	\$1,000	\$500
Governance and Nominating Committee	9	\$1,000	\$500
Investment Committee	9	\$1,000	\$500

Directors are reimbursed for reasonable out-of-pocket expenses incurred in attending meetings of the Board of Directors or the committees thereof, and for other expenses reasonably incurred in their capacity as directors of Quanta.

Notwithstanding anything herein to the contrary, directors who also are employees of Quanta or any of its subsidiaries do not receive additional compensation for serving as directors.

Revised as of May 27, 2020, to be effective May 28, 2020.