
**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):
March 9, 2023**

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.)

**2727 North Loop West
Houston, Texas 77008**
(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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of exchange on which registered</u>
Common Stock, \$0.00001 par value	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On March 9, 2023, the Compensation Committee (the “Compensation Committee”) of the Board of Directors (the “Board”) of Quanta Services, Inc. (“Quanta”) adopted the 2023 annual incentive plan for all corporate employees, the 2023 long-term incentive plan for senior leadership and the 2023 discretionary plan for all employees (collectively, the “Incentive Plan”). Under the Incentive Plan, certain employees of the Company, including all executive officers, are eligible to receive incentive compensation awards payable in cash, restricted stock units and/or performance stock units, and the Compensation Committee established specific target incentive amounts for the executive officers. All equity-based awards under the Incentive Plan will be made pursuant to the Quanta Services, Inc. 2019 Omnibus Equity Incentive Plan, as amended (the “Omnibus Plan”), and the applicable award agreements adopted thereunder, or other plans that may be approved from time to time by the Board or by stockholders as required.

Certain awards under the Incentive Plan are based on the achievement of annual or long-term performance metrics. The annual performance metrics for 2023 include EBITDA, EBITDA margin and safety. The long-term incentive performance metrics for the January 1, 2023 through December 31, 2025 performance period include return on invested capital, total stockholder return, capital efficiency and certain operational performance metrics.

The foregoing description of the Incentive Plan is qualified in its entirety by reference to the Incentive Plan, the Omnibus Plan, Amendment No. 1 to the Omnibus Plan and the applicable award agreements, copies of which are included as Exhibits 10.1, 10.2, 10.3, 10.4 and 10.5 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
10.1	<u>Quanta Services, Inc. Term Sheet for 2023 Annual Incentive Plan – Corporate Employees, Quanta Services, Inc. Term Sheet for 2023 Senior Leadership Long-Term Incentive Plan and Quanta Services, Inc. Term Sheet for 2023 Discretionary Plan – All Employees</u>
10.2	<u>Quanta Services, Inc. 2019 Omnibus Equity Incentive Plan (previously filed as Exhibit 10.1 to the Company’s Form 8-K filed May 24, 2019 and incorporated herein by reference)</u>
10.3	<u>Amendment No. 1 to the Quanta Services, Inc. 2019 Omnibus Equity Incentive Plan (previously filed as Exhibit 10.2 to the Company’s Form 8-K filed May 31, 2022 and incorporated herein by reference)</u>
10.4	<u>Form of PSU Award Agreement for awards to employees/consultants pursuant to the 2019 Omnibus Equity Incentive Plan (previously filed as Exhibit 10.4 to the Company’s Form 8-K filed May 24, 2019 and incorporated herein by reference)</u>
10.5	<u>Form of RSU Award Agreement for awards to employees/consultants pursuant to the 2019 Omnibus Equity Incentive Plan (previously filed as Exhibit 10.2 to the Company’s Form 8-K filed May 24, 2019 and incorporated herein by reference)</u>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document)

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 14, 2023

Quanta Services, Inc.

By: /s/ Donald C. Wayne

Name: Donald C. Wayne

Title: Executive Vice President and General Counsel



Quanta Services, Inc.
Term Sheet
2023 Annual Incentive Plan – Corporate Employees

Participants

Employees will be selected to participate in the Plan at the discretion of the CEO, provided that executive officers will be selected with the approval of the Compensation Committee after consultation with the CEO.

Target Incentive

A target incentive amount, representing a specified percentage of annual base salary, has been established for each participant in the Plan.

Performance Period

One year beginning on January 1, 2023 through December 31, 2023.

Company Performance Metrics and Weighting

Metrics and Weighting, which are determined by Compensation Committee annually, are as follows for 2023:

- EBITDA 60%
- EBITDA Margin 20%
- Safety 20%

The payout on each metric will be determined based on the level of achievement as determined by the Compensation Committee relative to pre-established goals, according to the following table:

Percent of Achievement	Payout Percentage
Less than Minimum Threshold	0%
25%	25%
50%	50%
100%	100%
150%	150%
200%	200%

Administration and Limitations

- When performance falls between the designated points in the table, the incentive will be determined by interpolation.
- Any incentive will be subject to (i) assessment of overall company performance to ensure that payout of incentives will not jeopardize the financial stability of the company, and (ii) discretion of Quanta management regarding individual performance.

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- A participant must be employed by the company on the date incentive compensation under the Plan is paid. Any participant not employed by the company on the payment date forfeits any and all rights to such incentive compensation. It is the company's intention to pay incentive compensation earned under the plan in March following the end of the calculation period.
 - A new participant added to this Plan during the Plan year will be pro-rated from their date of hire unless otherwise determined by the CEO or, in the case of any executive officer, the Compensation Committee.

Clawback Provision

Notwithstanding anything herein to the contrary, any and all incentive compensation awarded or paid by the Company shall be subject to clawback, forfeiture and repayment (i) to the extent necessary to comply with the requirements of applicable law, the rules and regulations of the Securities and Exchange Commission, applicable stock exchange listing standards, or the Company's clawback policy, as amended from time to time, or (ii) to the extent deemed appropriate by the Board of Directors or any committee thereof, upon its determination that the recipient has violated applicable restrictive covenants.

Incentive Payout

Any incentive earned under the Annual Incentive Plan is intended to be paid in cash.



Quanta Services, Inc.
Term Sheet
2023 Sr. Leadership Long-Term Incentive Plan

Participants

Employees will be selected to participate in the Plan with the approval of the Compensation Committee after consultation with the CEO.

Target Incentive

A target incentive amount, representing a specified percentage of annual base salary, has been established for each participant in the Plan.

Performance Period

Three years beginning on January 1, 2023 through December 31, 2025.

Company Performance Component

A specified percentage (namely, 70% with respect to the CEO and COO, 60% with respect to senior leadership personnel whose annual base salary rate is expected to exceed \$350,000 as of December 31, 2023 or works in an Operations position, and 50% with respect to other senior leadership personnel) of a participant's long-term incentive target value will be awarded in performance stock units that, subject to the terms of the applicable award agreement, cliff vest following the end of the three-year performance period at the rate determined by the Committee based on the achievement of company financial performance metrics.

Company Performance Metrics and Weighting

Metrics and Weighting, which are determined by Compensation Committee shortly following commencement of the performance period, are as follows for 2023-2025:

- | | |
|---|-----|
| • ROIC with Total Shareholder Return Modifier | 65% |
| • Capital Efficiency | 15% |
| • Composite Driving Safety | 10% |
| • Sustainability: Idle Time Reduction | 10% |

The vesting rate or payout percentage on each metric will be determined following conclusion of the three-year performance period based on the level of achievement relative to pre-established goals as certified by the Compensation Committee.

Individual Component

The remaining percentage (or 30% with respect to the CEO and COO, 40% with respect to senior leadership personnel whose annual base salary rate is expected to exceed \$350,000 as of December 31, 2023 or works in an Operations position, and 50% with respect to other senior leadership personnel) of a participant's long-term incentive target value will be awarded in time-vested restricted stock units that, subject to the terms of the applicable award agreement, vest ratably over a three-year period following the date of grant.

Administration and Limitations

- Any incentive will be subject to (i) assessment of overall company performance to ensure that payout of incentives will not jeopardize the financial stability of the company and (ii) discretion of Quanta management regarding individual performance, and (iii) approval by the Compensation Committee.
- It is intended that incentives pursuant to the Long-Term Incentive Plan be granted in equity-based awards, such as performance stock units and restricted stock units described above, that may be settled solely in common stock. However, with the approval of the Compensation Committee after consultation with the CEO, incentives pursuant to this plan may be granted in (or substituted with) equity-based awards that may be settled in cash.
- Generally, a participant must be employed by the company on the date of vesting to be eligible to receive the payout, and any participant not employed by the company on the vesting date forfeits any and all rights to such payout. However, the Compensation Committee, after consultation with the CEO, may determine to permit a participant who leaves prior to the completion of the three-year performance period to receive his or her payout, or some portion of it.
- Awards to a new participant added to this Plan during the first nine months of the performance period generally will be pro-rated from their date of hire unless otherwise determined by the Compensation Committee.

Clawback Provision

Notwithstanding anything herein to the contrary, any and all incentive compensation awarded or paid by the Company shall be subject to clawback, forfeiture and repayment (i) to the extent necessary to comply with the requirements of applicable law, the rules and regulations of the Securities and Exchange Commission, applicable stock exchange listing standards, or the Company's clawback policy, as amended from time to time, or (ii) to the extent deemed appropriate by the Board of Directors or any committee thereof, upon its determination that the recipient has violated applicable restrictive covenants.



Quanta Services, Inc.
Term Sheet
2023 Discretionary Plan – All Employees

Participants

Employees may be selected to receive an award pursuant to this Plan at the discretion of the CEO, provided that any such award to an executive officer shall be subject to Compensation Committee approval.

Awards

Awards may be made in cash, restricted stock units, or a combination thereof.

Administration and Limitations

- A participant must be employed by the company on the date the award is paid. Any participant not employed by the company on the payment date forfeits any and all rights to such award. It is the company's intention to pay the awards under the plan in March.

Clawback Provision

Notwithstanding anything herein to the contrary, any and all incentive compensation awarded or paid by the Company shall be subject to clawback, forfeiture and repayment (i) to the extent necessary to comply with the requirements of applicable law, the rules and regulations of the Securities and Exchange Commission, applicable stock exchange listing standards, or the Company's clawback policy, as amended from time to time, or (ii) to the extent deemed appropriate by the Board of Directors or any committee thereof, upon its determination that the recipient has violated applicable restrictive covenants.