
**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 24, 2024**

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:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

As discussed in Item 5.07 below, at the 2024 Annual Meeting of Stockholders of Quanta Services, Inc. (the “Company” or “Quanta”) held on May 24, 2024, the Company’s stockholders approved an amendment to the Company’s Restated Certificate of Incorporation (the “Charter”) to provide for the exculpation of certain officers from liability in connection with certain claims brought by stockholders to the fullest extent permitted by the Delaware General Corporation Law (the “Charter Amendment”). A more detailed description of the Charter Amendment is provided in *Proposal 4: Approval of an Amendment to Quanta’s Restated Certificate of Incorporation to Provide for the Exculpation of Officers* of the Company’s Definitive Proxy Statement on Schedule 14A for the 2024 Annual Meeting of Stockholders, which was filed with the U.S. Securities and Exchange Commission on April 12, 2024 (the “2024 Proxy Statement”), which description and text are incorporated herein by reference. The Charter Amendment had been previously approved by the Company’s Board of Directors.

On May 30, 2024, the Company filed the Charter Amendment with the Delaware Secretary of State, which became effective upon filing. The foregoing summary and the summary set forth in the 2024 Proxy Statement are qualified by reference to the full text of the Charter Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On May 30, 2024, the Company also filed a restatement of the Charter with the Delaware Secretary of State (the “Restated Charter”), which became effective upon filing and only restates the Charter and integrates the Charter Amendment. The foregoing is qualified by reference to the full text of the Restated Charter, which is filed as Exhibit 3.2 to this Current Report on Form 8-K and incorporated herein by reference.

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

(a) On May 24, 2024, Quanta held its 2024 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 Quanta’s 2024 Proxy Statement. All results presented below reflect the voting power of the Company’s common stock.

Election of Directors (Item 1)

The following eleven director nominees were elected as directors of the Company to serve one-year terms expiring at the 2025 Annual Meeting of Stockholders. The vote totals for each director, rounded to the nearest whole share, are set forth in the table below:

Nominee:	Number of Votes Cast For	Number of Votes Cast Against	Withhold / Abstentions	Broker Non-Votes
Earl C. Austin, Jr.	116,799,217	2,222,351	58,447	9,670,166
Warner L. Baxter	117,070,174	1,950,098	59,743	9,670,166
Doyle N. Beneby	115,829,244	3,191,304	59,467	9,670,166
Vincent D. Foster	113,156,052	5,855,175	68,788	9,670,166
Bernard Fried	113,787,338	5,230,674	62,003	9,670,166
Worthing F. Jackman	112,764,791	6,253,509	61,715	9,670,166
Holli C. Ladhani	118,748,815	272,290	58,910	9,670,166
Jo-ann dePass Oslovsky	118,848,326	171,171	60,518	9,670,166
R. Scott Rowe	112,637,120	6,137,187	305,708	9,670,166
Raúl J. Valentín	116,133,983	2,639,989	306,043	9,670,166
Martha B. Wyrsh	104,013,045	14,163,849	903,121	9,670,166

Advisory Vote on Executive Compensation (Item 2)

The advisory resolution approving the Company's executive compensation as set forth in the 2024 Proxy Statement was approved with the vote totals, rounded to the nearest whole share, as set forth in the table below:

Number of Votes Cast For	Number of Votes Cast Against	Withhold / Abstentions	Broker Non-Votes
110,489,398	8,183,219	407,397	9,670,166

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 2024 was ratified with the vote totals, rounded to the nearest whole share, as set forth in the table below:

Number of Votes Cast For	Number of Votes Cast Against	Withhold / Abstentions	Broker Non-Votes
122,154,700	6,541,404	54,077	—

Approval of an Amendment to Quanta's Restated Certificate of Incorporation to Provide for the Exculpation of Officers (Item 4)

The Charter Amendment was approved with the vote totals, rounded to the nearest whole share, set forth in the table below:

Number of Votes Cast For	Number of Votes Cast Against	Withhold / Abstentions	Broker Non-Votes
100,991,490	17,988,102	100,423	9,670,166

Item 8.01 Other Events.

On May 28, 2024, Quanta issued a press release announcing the election of two new independent directors to the Board of Directors at its 2024 Annual Meeting of Stockholders, Warner L. Baxter and Jo-ann dePass Olsovsky, and the appointment of a new independent chairman of the board, Doyle N. Beneby. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Exhibit
3.1	Certificate of Amendment of Restated Certificate of Incorporation of Quanta Services, Inc.
3.2	Restated Certificate of Incorporation of Quanta Services, Inc.
99.1	Press Release of Quanta Services, Inc. dated May 28, 2024
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: May 31, 2024

Quanta Services, Inc.

By: /s/ Donald C. Wayne

Name: Donald C. Wayne

Title: Executive Vice President and General Counsel

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

Quanta Services, Inc., a Delaware corporation (the “**Corporation**”), certifies as follows:

First: Article Eleventh of the Restated Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

To the fullest extent permitted by the laws of the State of Delaware as the same exists or as may hereafter be amended, a director or officer of the Corporation will not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer. Any repeal or modification of this Article, or the adoption of any provision inconsistent with this Article, will not increase the personal liability of any director or officer of the Corporation for any act or occurrence taking place before such repeal, modification or adoption. The provisions of this Article shall not be deemed to limit or preclude indemnification of a director or officer by the Corporation for any liability of a director or officer that has not been eliminated by the provisions of this Article. Solely for purposes of this Article, “officer” shall have the meaning provided in Section 102(b)(7) of the Delaware General Corporation Law, as amended from time to time.

Second: The foregoing amendment was duly adopted in accordance with Section 242 of the Delaware General Corporation Law.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Amendment to be signed by its duly authorized officer 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: May 30, 2024

**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.

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.

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 exists or as may hereafter be amended, a director or officer of the Corporation will not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer. Any repeal or modification of this Article, or the adoption of any provision inconsistent with this Article, will not increase the personal liability of any director or officer of the Corporation for any act or occurrence taking place before such repeal, modification or adoption. The provisions of this Article shall not be deemed to limit or preclude indemnification of a director or officer by the Corporation for any liability of a director or officer that has not been eliminated by the provisions of this Article. Solely for purposes of this Article, "officer" shall have the meaning provided in Section 102(b) (7) of the Delaware General Corporation Law, as amended from time to time.

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: May 30, 2024

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

24-09

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

Media – Liz James
 FGS Global
 (281) 881-5170

**QUANTA SERVICES ANNOUNCES THE ELECTION OF TWO NEW INDEPENDENT DIRECTORS AND THE
 APPOINTMENT OF A NEW INDEPENDENT CHAIRMAN**

HOUSTON – May 28, 2024 – Quanta Services, Inc. (NYSE:PWR) announced today the election of two new independent directors, Warner L. Baxter and Jo-ann dePass Olsovsky, to the company’s Board of Directors at the 2024 Annual Meeting of Stockholders, as well as the appointment of Doyle N. Beneby as the new independent Chairman of the Board.

Doyle Beneby, Quanta Services’ independent Chairman of the Board, commented, “We are pleased to welcome Warner and Jo-ann to the Quanta Services Board of Directors. Warner brings extensive experience as a senior executive and director at a publicly traded regulated electric power and natural gas utility and will provide valuable customer- and industry-based insights to the board. Jo-ann brings to the Board extensive experience leading information technology, advanced technologies, large-scale systems implementation, telecommunications, field operations, and cybersecurity management functions as the chief information officer of large publicly traded and private companies in the technology and regulated industries. We look forward to working with Warner and Jo-ann and welcome the perspectives they will provide to Quanta’s board and to the company.”

Mr. Baxter previously served as Executive Chairman, from January 2022 to November 2023, and as Chairman, President and Chief Executive Officer, from 2014 through January 2022 of Ameren Corporation, a publicly traded regulated electric and gas utility company serving customers in Missouri and Illinois. Mr. Baxter also served as the Chairman of the Board of Directors of the Edison Electric Institute, an association representing all U.S. investor-owned electric companies, from June 2022 to June 2023 and as Vice Chairman from 2020 to June 2022. He also served as the Chair of the Electric Power Research Institute, a leading, independent not-for-profit research and development organization, from April 2017 until April 2018. Mr. Baxter has served as a director of U.S. Bancorp, a bank holding company, since 2015.

Ms. dePass Olsovsky most recently served as the Executive Vice-President and Chief Information Officer at Salesforce.com, Inc., a publicly traded cloud-based software company, from February 2018 to August 2022 where she led the Salesforce, Tableau, Slack, and Mulesoft global technology functions supporting all internal systems, including cloud applications, large programs, network connectivity, cyber operations, and M&A systems integrations. Prior to Salesforce, she served in various

leadership roles at BNSF Railway, a large North American freight railroad network, from 2006 until 2018, including as Senior Vice-President and Chief Information Officer leading their technology function. Ms. dePass Olsovsky also has served as a director for Canadian National Railway Company, a publicly traded freight railway headquartered in Canada serving customers in Canada, the United States and Mexico, since October 2021.

About Quanta Services

Quanta Services is a leading specialized contracting services company, delivering comprehensive infrastructure solutions for the utility, renewable energy, communications, pipeline and energy industries. Quanta's comprehensive services include designing, installing, repairing and maintaining energy and communications infrastructure. With operations throughout the United States, Canada, 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.