
**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)

**2727 North Loop West
Houston, Texas 77008
(713) 629-7600**
(Address, including zip code, telephone number, including area code, of principal executive offices)

Quanta Services, Inc. 2019 Omnibus Equity Incentive Plan
(Full title of the plan)

Donald C. Wayne
Executive Vice President and General Counsel
2727 North Loop West
Houston, Texas 77008
(713) 629-7600
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Ryan J. Maieron
Ryan J. Lynch
Latham & Watkins LLP
811 Main Street, Suite 3700
Houston, Texas 77002
(713) 546-5400

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. ☐

EXPLANATORY NOTE

Quanta Services, Inc. (the “Company”) has prepared this Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), to register an aggregate of 4,650,370 shares of the Company’s common stock, par value \$0.00001 per share (the “Common Stock”), that may be issued pursuant to the Quanta Services, Inc. 2019 Omnibus Equity Incentive Plan, as amended or restated from time to time (the “2019 Plan”). Such amount includes (i) 4,190,000 shares of Common Stock that may be issued under the 2019 Plan pursuant to Amendment No. 2 to the 2019 Plan, which was approved by the Company’s stockholders on May 22, 2025, (ii) 459,715 shares of Common Stock subject to awards previously granted under the 2019 Plan that have been forfeited, canceled, expired or otherwise settled without the issuance of shares after August 3, 2022, and (iii) 655 shares of Common Stock subject to awards previously granted under the Quanta Services, Inc. 2011 Omnibus Equity Incentive Plan that have been forfeited, canceled, expired or otherwise settled without the issuance of shares after August 3, 2022.

PART I INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The document(s) containing the information specified in Part I of this Registration Statement will be sent or given to participants in the 2019 Plan, as specified by Rule 428(b)(1) promulgated under the Securities Act. Such documents need not be filed with the Securities and Exchange Commission (the “Commission”), either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 promulgated under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirement of Section 10(a) of the Securities Act.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Company are hereby incorporated in this Registration Statement by reference:

- The Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the Commission on [February 20, 2025](#);
- The Company’s Quarterly Report on Form 10-Q for the periods ended March 31, 2025, June 30, 2025 and September 30, 2025 filed with the Commission on [May 1, 2025](#), [July 31, 2025](#) and [October 30, 2025](#);
- The Company’s Current Reports on Form 8-K filed with the Commission on [January 7, 2025](#), [March 5, 2025](#), [May 29, 2025](#), [July 31, 2025](#) (Item 8.01 only), [August 5, 2025](#) and [August 7, 2025](#); and
- The description of the Company’s Common Stock contained in its [Form 8-A12B](#) filed with the Commission on January 28, 1998, and any amendment or report filed with the Commission for the purpose of updating the description.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is or is deemed to be incorporated by reference herein, as the case may be, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Subsection (a) of Section 145 of the General Corporation Law of the State of Delaware (the “DGCL”) empowers a corporation to indemnify any person who was or is a party or who 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 the 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, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person 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 the person’s conduct was unlawful.

Subsection (b) of Section 145 of the DGCL empowers a corporation to 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 the person acted in any of the capacities set forth above, against expenses (including attorneys’ fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of 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 of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other 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 on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection therewith; that indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and the indemnification provided for by Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person’s heirs, executors and administrators. Section 145 also empowers the corporation to purchase and maintain insurance on behalf of any person who 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, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify such person against such liabilities under Section 145.

Section 102(b)(7) of the DGCL provides that a corporation's certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit.

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 or officer shall be liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director or officer.

Article VIII of the Company's bylaws permits the Company to purchase insurance for directors, officers, trustees, employees and agents whether or not the Company has the power to indemnify pursuant to law 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, or in connection with responding to discovery requests in 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 December 11, 2018.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Description of Exhibits
3.1	Restated Certificate of Incorporation of Quanta Services, Inc. (previously filed as Exhibit 3.2 to the Company's Form 8-K filed May 31, 2024 and incorporated herein by reference)
3.2	Bylaws of Quanta Services, Inc., as amended and restated January 13, 2023 (previously filed as Exhibit 3.1 to the Company's Form 8-K filed January 19, 2023 and incorporated herein by reference)
4.1	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)
4.2	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)
4.3	Amendment No. 2 to the Quanta Services, Inc. 2019 Omnibus Equity Incentive Plan (previously filed as Exhibit 10.3 to the Company's Form 8-K filed May 29, 2025 and incorporated herein by reference)
5.1*	Opinion of Latham & Watkins LLP regarding legality of securities being registered
23.1*	Consent of PricewaterhouseCoopers LLP
23.2*	Consent of Latham & Watkins LLP (incorporated by reference from Exhibit 5.1)
24.1*	Powers of Attorney (included on signature page)
107*	Filing Fee Table

* Filed herewith.

Item 9. Undertakings.

(a) The Company hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee" table in the effective Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement;

(2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 November 7, 2025.

QUANTA SERVICES, INC.

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

Earl C. Austin, Jr.

President, Chief Executive Officer and Director

POWER OF ATTORNEY

Each person whose signature appears below appoints Earl C. Austin, Jr., Jayshree S. Desai 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 November 7, 2025.

<u>/s/ Earl C. Austin, Jr.</u> Earl C. Austin, Jr.	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Jayshree S. Desai</u> Jayshree S. Desai	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Paul M. Nobel</u> Paul M. Nobel	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Doyle N. Beneby</u> Doyle N. Beneby	Chairman of the Board of Directors
<u>/s/ Warner L. Baxter</u> Warner L. Baxter	Director
<u>/s/ Bernard Fried</u> Bernard Fried	Director
<u>/s/ Worthing F. Jackman</u> Worthing F. Jackman	Director
<u>/s/ Holli C. Ladhani</u> Holli C. Ladhani	Director
<u>/s/ Josephine Ann dePass Olsovsky</u> Josephine Ann dePass Olsovsky	Director
<u>/s/ R. Scott Rowe</u> R. Scott Rowe	Director
<u>/s/ Raúl J. Valentín</u> Raúl J. Valentín	Director
<u>/s/ Martha B. Wyrsh</u> Martha B. Wyrsh	Director

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LATHAM & WATKINS LLP

November 7, 2025

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Houston	Tel Aviv
London	Tokyo
Los Angeles	Washington, D.C.
Madrid	

Quanta Services, Inc.
2727 North Loop West
Houston, Texas 77008

Re: Registration Statement on Form S-8: 4,650,370 shares of common stock, par value \$0.00001 per share, of Quanta Services, Inc.

To the addressee set forth above:

We have acted as special counsel to Quanta Services, Inc., a Delaware corporation (the “**Company**”), in connection with the proposed issuance of up to 4,650,370 shares (the “**Shares**”) of the Company’s common stock, par value \$0.00001 per share (the “**Common Stock**”), comprised of (i) 4,190,000 shares of Common Stock that may be issued pursuant to Amendment No. 2 to the Quanta Services, Inc. 2019 Omnibus Equity Incentive Plan (as amended or restated from time to time, the “**2019 Plan**”), (ii) 459,715 shares of Common Stock subject to awards previously granted under the 2019 Plan that have been forfeited, canceled, expired or otherwise settled without the issuance of shares after August 3, 2022 and (iii) 655 shares of Common Stock subject to awards previously granted under the Quanta Services, Inc. 2011 Omnibus Equity Incentive Plan that have been forfeited, canceled, expired or otherwise settled without the issuance of shares after August 3, 2022. The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “**Act**”), filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on November 7, 2025 (the “**Registration Statement**”).

This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related applicable prospectus, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon the foregoing and upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all documents submitted to us as copies. We are opining herein only as to the General Corporation Law of the State of Delaware, as amended (“**DGCL**”), and we express no opinion with respect to any other laws.

LATHAM & WATKINS LLP

Subject to the foregoing and the other matters set forth herein, it is our opinion, as of the date hereof, that when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients thereof, and have been issued by the Company for legal consideration in excess of par value thereof in the circumstances contemplated by the 2019 Plan, assuming in each case that the individual issuances, grants or awards under the 2019 Plan have been duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of the DGCL and the 2019 Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

LATHAM & WATKINS LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Quanta Services, Inc. of our report dated February 20, 2025 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, 2024.

Houston, Texas
November 7, 2025

[illegible]