
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):

December 9, 2004

Quanta Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

1-13831

(Commission
File Number)

74-2851603

(I.R.S. Employer
Identification No.)

1360 Post Oak Boulevard, Suite 2100, Houston, Texas

(Address of principal executive offices)

77056

(Zip Code)

Registrant's telephone number, including area code:

(713) 629-7600

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:

- ☐ 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))
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[Top of the Form](#)

Item 7.01. Regulation FD Disclosure.

On December 9, 2004, Quanta issued a press release announcing that it was informed of a secondary offering of 3,692,000 shares of its common stock. A copy of the press release is furnished herewith as an exhibit.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release of Quanta Services, Inc. dated December 9, 2004

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.

Quanta Services, Inc.

December 9, 2004

By: Dana A. Gordon

Name: Dana A. Gordon

Title: Vice President - General Counsel

Exhibit Index

Exhibit No.	Description
99.1	Press Release of Quanta Services, Inc. dated December 9, 2004

PRESS RELEASE

FOR IMMEDIATE RELEASE

04-18

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FIRST RESERVE SELLS 3.69 MILLION SHARES OF QUANTA SERVICES, INC. COMMON STOCK

Houston, December 9, 2004 – Quanta Services, Inc. (NYSE: PWR) was informed today that First Reserve Fund IX, L.P., a private investment fund managed by First Reserve Corporation, sold 3,692,000 shares of Quanta's common stock, or approximately \$26 million, in a public offering led by J.P. Morgan Securities Inc. Quanta will not receive any proceeds from the offering.

A shelf registration statement relating to these securities was filed and has been previously declared effective by the Securities and Exchange Commission (the "SEC"). The shares sold today represent all of the shares remaining under this shelf registration statement. A prospectus supplement relating to the offering will be filed by Quanta with the SEC and will be available on the SEC's website at www.sec.gov. Printed copies of the prospectus supplement relating to the offering may also be obtained, when available, from the Prospectus Department of J.P. Morgan Securities Inc., Prospectus Department, One Chase Manhattan Plaza, Floor 5B, New York, NY 10081 (telephone no. 212-552-5164).

This announcement does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any jurisdictions in which such an offer, solicitation or sale would be unlawful.

Quanta Services, Inc. is a leading provider of specialized contracting services, delivering end-to-end network solutions for electric power, gas, telecommunications and cable television industries. The company's comprehensive services include designing, installing, repairing and maintaining network infrastructure nationwide.

First Reserve Corporation, based in Greenwich, CT, is the largest and oldest private equity firm specializing in the energy industry with \$4.7 billion under management across four active funds.

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