

QUANTA SERVICES INC
Form 10-Q/A
September 13, 2010

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Form 10-Q/A
(Amendment No. 1)**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2010

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from to .

Commission file no. 001-13831

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 No.)*

1360 Post Oak Blvd.

Suite 2100

Houston, Texas 77056

(Address of principal executive offices, including zip code)

(Registrant's telephone number, including area code)

(713) 629-7600

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting
company

(Do not check if a smaller
reporting company)

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

210,542,636 shares of Common Stock were outstanding as of August 2, 2010. As of the same date, 432,485 shares of Limited Vote Common Stock were outstanding.

EXPLANATORY NOTE

Quanta Services, Inc. (Quanta) is filing this Amendment No. 1 on Form 10-Q/A (Amendment) to amend its quarterly report on Form 10-Q filed with the Securities and Exchange Commission (SEC) on August 9, 2010 (Original Report on Form 10-Q). This Amendment is being filed to include disclosure regarding the unregistered issuance of common stock during the second quarter of 2010 that was inadvertently omitted from Item 2 of Part II of the Original Report on Form 10-Q. The complete text of Item 2 of Part II has been set forth in its entirety in accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended. In connection with the filing of this Amendment and pursuant to the rules of the SEC, Quanta is including with this Amendment currently dated certifications. Unless otherwise indicated, the exhibits previously filed with the Original Report on Form 10-Q are not re-filed herewith.

Except for the matters discussed in this Explanatory Note, this Amendment reflects the disclosures made at the time of the filing of the Original Report on Form 10-Q, and no attempt has been made in this Amendment to modify or update such disclosures presented in the Original Report on Form 10-Q. This Amendment does not reflect events occurring after the filing of the Original Report on Form 10-Q or modify or update those disclosures affected by subsequent events. Accordingly, this Amendment should be read in conjunction with Quanta's filings made with the SEC subsequent to the filing of the Original Report on Form 10-Q, including any amendments to those filings.

PART II OTHER INFORMATION
QUANTA SERVICES, INC. AND SUBSIDIARIES

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Unregistered Sales of Securities

In April 2010, we issued an aggregate 241,300 shares of our common stock in exchange for Limited Vote Common Stock. For a description of our Limited Vote Common Stock, see Note 11 in the Notes to our Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

All securities listed on the following table are shares of our common stock. We relied on Section 4(2) of the Securities Act of 1933, as amended (the Securities Act), as the basis for exemption from registration. For all issuances, the purchasers were accredited investors as defined in Rule 501 of the Securities Act. All issuances were as a result of privately negotiated transactions, and not pursuant to public solicitations.

| Period | Number of Shares | Purchaser | Consideration |
|--------------------------------|---------------------|---|---|
| April 1, 2010 - April 30, 2010 | 241,300 | Certain Holders of Limited Vote Common Stock | Exchange of 229,808 shares of Limited Vote Common Stock for Common Stock |

Issuer Purchases of Equity Securities

The following table contains information about our purchases of equity securities during the three months ended June 30, 2010.

| Period | (a) Total Number of Shares Purchased | (b) Average Price Paid Per Share | (c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | (d) Maximum Number of Shares that may yet be Purchased Under the Plans or Programs |
|----------------------------|---|-------------------------------------|--|---|
| May 1, 2010 - May 31, 2010 | 9,888(i) | \$ 20.83 | None | None |

(i) Represents shares purchased from employees to satisfy tax withholding obligations in connection with the vesting of restricted stock awards pursuant to Quanta's 2001 Stock Incentive Plan (as amended and restated March 13, 2003) and the 2007

Stock Incentive
Plan and
pursuant to
InfraSource's
2004 Omnibus
Stock Incentive
Plan.

Item 6. Exhibits.

Exhibit

| No. | Description |
|------------|---|
| 31.1* | Certification of Periodic Report by Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith) |
| 31.2* | Certification of Periodic Report by Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith) |
| 32.1* | Certification of Periodic Report by Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith) |

* Filed or
furnished
herewith

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant, Quanta Services, Inc., has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Quanta Services, Inc.

By: /s/ Derrick A. Jensen
Derrick A. Jensen
*Vice President and
Chief Accounting Officer*

Dated: September 13, 2010

INDEX TO EXHIBITS

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