

DYCOM INDUSTRIES INC

Form 8-K

May 26, 2005

**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 23, 2005**

**Dycom Industries, Inc.**

(Exact Name of Registrant as Specified in Charter)

Florida  
(State or Other Jurisdiction  
of Incorporation)

0-5423  
(Commission File Number)

59-1277135  
(I.R.S. Employer  
Identification No.)

4440 PGA Boulevard, Suite 500  
Palm Beach Gardens, Florida 33410  
(Address of Principal Executive Offices) (Zip Code)

**REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (561) 627-7171**

Not Applicable

(Former Name and 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))

**Item 2.02. Results of Operations and Financial Conditions.**

On May 23, 2005, Dycom Industries, Inc. ( Dycom ) issued a press release announcing its unaudited financial results for its third fiscal quarter ended April 30, 2005. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On May 24, 2005 Dycom held a conference call to review the results of its third fiscal quarter ended April 30, 2005 and to address its outlook. An audio replay of the conference call will available at [www.dycomind.com](http://www.dycomind.com) until June 23, 2005. A copy of the conference call transcript is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(a) Financial statements of businesses acquired.

None.

(b) Pro forma financial information.

None.

(c) Exhibits.

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | Press release of Dycom Industries, Inc. issued on May 23, 2005.  |
| 99.2        | Transcript of Dycom Industries, Inc. conference call to review the results of its third fiscal quarter ended April 30, 2005 and address its outlook, which took place on May 24, 2005. |

The information in this Current Report on Form 8-K, including Exhibits 99.1 and 99.2 furnished herewith, is being furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ) or otherwise subject to the liabilities of that Section, nor shall such information be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933 or the Exchange Act, unless the Registrant specifically states that it is so incorporated by reference.

**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.

**DYCOM INDUSTRIES, INC.**

Date: May 26, 2005

By: */s/ Richard L. Dunn*  
*Richard L. Dunn*  
*Senior Vice President and Chief*  
*Financial Officer*

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**EXHIBIT INDEX**

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