

MYR GROUP INC
Form 8-A12G
July 14, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934

MYR Group Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

36-3158643
(IRS Employer
Identification No.)

Three Continental Towers
1701 West Golf Road, Suite 1012

60008-4007

Rolling Meadows, IL
(Address of principal executive offices)

(zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

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**Title of each class
to be so registered**
None

**Name of each exchange on which
each class is to be registered**
None

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. "

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. "

Securities Act registration statement file number to which this form relates: 333-148864

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.01 par value

(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are the common stock of MYR Group Inc. (the Registrant). The description of the common stock set forth under the heading "Description of Capital Stock" in the Registrant's prospectus forming part of its Registration Statement on Form S-1 (File No. 333-148864), originally filed with the Securities and Exchange Commission on January 25, 2008, as thereafter amended and supplemented (the Registration Statement), is hereby incorporated by reference herein.

Item 2. Exhibits

The following exhibits have been filed as exhibits to the Registration Statement and are hereby incorporated by reference herein:

| Exhibit No. | Description |
|--------------------|---|
| 3.1* | Restated Certificate of Incorporation |
| 3.2*** | Amended and Restated By-Laws |
| 4.1* | Registration Rights Agreement, dated December 20, 2007, between the Registrant and Friedman, Billings, Ramsey & Co., Inc. |
| 4.2***** | Form of Global Common Stock Certificate |
| 10.7* | Management Stockholders Agreement |
| 10.8* | Form of Addendum to the Management Stockholders Agreement |
| 10.15** | Form of First Amendment to the Management Stockholders Agreement |

* Incorporated by reference to the exhibit of the same number filed with the Registrant's Registration Statement on Form S-1 (File No. 333-148864).

** Incorporated by reference to the exhibit of the same number filed with Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-148864).

*** Incorporated by reference to the exhibit of the same number filed with Amendment No. 3 to the Registrant's Registration Statement on Form S-1 (File No. 333-148864).

**** Incorporated by reference to the exhibit of the same number filed with Amendment No. 5 to the Registrant's Registration Statement on Form S-1 (File No. 333-148864).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

MYR Group Inc.

Date: July 14, 2008

By: /s/ GERALD B. ENGEN, JR.
Name: Gerald B. Engen, Jr.
Title: Vice President, Chief Legal Officer and Secretary

Exhibit Index

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