

DYCOM INDUSTRIES INC  
Form 8-K  
November 20, 2012

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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): November 19, 2012

DYCOM INDUSTRIES, INC.

(Exact name of Registrant as specified in its charter)

Florida  
(State or other jurisdiction)  
of incorporation)

001-10613  
(Commission file number)

59-1277135  
(I.R.S. employer  
identification no.)

11770 U.S. Highway One,  
Suite 101  
Palm Beach Gardens, Florida  
33408  
(Address of principal executive  
offices) (Zip Code)

(561) 627-7171  
(Registrant's telephone number,  
including area code)

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 8.01 Other Events.

On November 19, 2012, Dycom Industries, Inc. (the “Company”) issued a press release announcing it has entered into a definitive agreement with Quanta Services, Inc. to acquire substantially all of Quanta’s domestic telecommunications infrastructure services subsidiaries for approximately \$275 million in cash. The purchase price, which is subject to adjustments for working capital and other specified items, will be financed with a new \$400 million senior secured credit facility arranged and syndicated by Bank of America Merrill Lynch and Wells Fargo Securities, LLC. A copy of the press release is furnished as Exhibit 99.1 to this report on Form 8-K and is incorporated herein by reference.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements as contemplated by the 1995 Private Securities Litigation Reform Act. These statements include expectations regarding a proposed acquisition, including expected benefits and synergies of the transaction, future financial and operating results, future opportunities for the combined businesses and other statements regarding events or developments that the Company believes or anticipates will or may occur in the future. These statements are based on management’s current expectations, estimates and projections. Forward-looking statements are subject to risks and uncertainties that may cause actual results in the future to differ materially from the results projected or implied in any forward-looking statements contained in this Current Report on Form 8-K, including the Company’s ability to consummate the proposed acquisition. Such risks and uncertainties include business and economic conditions and trends in the telecommunications industry affecting our customers, the adequacy of our insurance and other reserves and allowances for doubtful accounts, whether the carrying value of our assets may be impaired, the anticipated outcome of other contingent events, including litigation, liquidity and other financial needs, the availability of financing, and the other risks detailed in our filings with the Securities and Exchange Commission. These filings are available on a web site maintained by the Securities and Exchange Commission at <http://www.sec.gov>. The Company does not undertake to update forward looking statements except as required by law.

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Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release dated November 19, 2012 by Dycom Industries, Inc. announcing the definitive agreement with Quanta Services, Inc.

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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 thereunto duly authorized.

Dated: November 19, 2012

DYCOM INDUSTRIES, INC.  
(Registrant)

|        |  |
|--------|--|
| By:    | /s/ Richard B. Vilsoet                                     |
| Name:  | Richard B. Vilsoet   |
| Title: | Vice President, General Counsel and<br>Corporate Secretary |