

INFRASOURCE SERVICES INC

Form DEFA14A

March 19, 2007

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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):** **March 19, 2007**

**InfraSource Services, Inc.**

(Exact name of registrant as specified in its charter)

Delaware 001-32164 03-0523754

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

100 West Sixth Street, Suite 300  
Media, Pennsylvania 19063

(Address of principal executive offices) (Zip Code)

(610) 480-8000

(Registrant's telephone number, including area code)

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 (see General Instruction A.2 to Form 8-K):

- 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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**Item 8.01. Other Events.**

On March 19, 2007, InfraSource Services, Inc. ( InfraSource ) issued a press release announcing that it had entered into an Agreement and Plan of Merger with Quanta Services, Inc., a Delaware corporation ( Quanta ), and Quanta MS Acquisition, Inc., a Delaware corporation and wholly owned subsidiary of Quanta ( Merger Sub ), whereby Quanta will acquire all of the capital stock of InfraSource through the merger of Merger Sub with and into InfraSource, with InfraSource as the surviving corporation (the Merger ). Each share of common stock of InfraSource, issued and outstanding at the consummation of the Merger, will be converted into the right to receive 1.223 shares of common stock of Quanta. The transaction is subject to customary conditions, including Hart-Scott-Rodino approval and approval of the Merger by InfraSource stockholders and of the Merger consideration issuance by Quanta stockholders. The full text of the press release is attached as Exhibit 99.1 to this Report and is incorporated herein by reference. In addition to the issuance of the press release described above, on March 19, 2007, Quanta and InfraSource held a conference call related to the Merger. The Investor Presentation and Fact Sheet utilized during such conference call are attached as Exhibit 99.2 and Exhibit 99.3 to this Report and are incorporated herein by reference.

**Important Information for Investors and Stockholders**

In connection with the proposed merger, InfraSource and Quanta will file a joint proxy statement/prospectus with the Securities and Exchange Commission (the SEC ). INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER AND THE PARTIES TO THE MERGER. Investors and security holders may obtain a free copy of the proxy statement (when available) and other documents filed by InfraSource at the SEC website, <http://www.sec.gov>.

InfraSource and certain executive officers and other members of its management may be deemed participants in the solicitation of proxies from its stockholders in connection with the proposed merger. Information concerning the interests of InfraSource's participants in the solicitation, which may be different than those of InfraSource stockholders generally, will be set forth in the proxy statement/prospectus relating to the merger when it becomes available.

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

(d) Exhibits.

99.1 Press Release, dated March 19, 2007 relating to the proposed acquisition of InfraSource Services, Inc. by Quanta Services, Inc.

99.2 Investor Presentation made on March 19, 2007 relating to the proposed acquisition of InfraSource Services, Inc. by Quanta Services, Inc.

99.3 Fact Sheet describing the proposed merger.

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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 hereunto duly authorized.

INFRASOURCE SERVICES, INC.  
(Registrant)

By: /s/ Deborah C. Lofton

Date: March 19, 2007

Name: Deborah C. Lofton  
Title: Senior Vice President, General Counsel  
and Secretary

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