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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

[0000015615](#)

Name of Issuer

[MASTEC INC](#)

Jurisdiction of Incorporation/Organization

[FLORIDA](#)

Year of Incorporation/Organization

☒ Over Five Years Ago

☐ Within Last Five Years (Specify Year)

☐ Yet to Be Formed

Previous
Names

☐ None

[BURNUP & SIMS INC](#)

[MasTec Reincorporation, Inc.](#)

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[MASTEC INC](#)

Street Address 1

[800 S. Douglas Road](#)

City

[Coral Gables](#)

State/Province/Country

[FL](#)

Street Address 2

[12th Floor](#)

ZIP/PostalCode

[33134](#)

Phone Number of Issuer

[305-599-1800](#)

3. Related Persons

Last Name

[Mas](#)

First Name

[Jose](#)

Middle Name

[R.](#)

Street Address 1

[800 S. Douglas Road](#)

Street Address 2

[12th Floor](#)

City

[Coral Gables](#)

State/Province/Country

[FL](#)

ZIP/PostalCode

[33134](#)

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

[Mas](#)

First Name

[Jorge](#)

Middle Name

Street Address 1

[800 S. Douglas Road](#)

Street Address 2

[12th Floor](#)

City

[Coral Gables](#)

State/Province/Country

[FL](#)

ZIP/PostalCode

[33134](#)

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

[Van Heuvelen](#)

First Name

[John](#)

Middle Name

Street Address 1

[800 S. Douglas Road](#)

Street Address 2

[12th Floor](#)

City	State/Province/Country	ZIP/PostalCode
Coral Gables	FL	33134

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Dwyer	Robert	J.
Street Address 1	Street Address 2	
800 S. Douglas Road	12th Floor	
City	State/Province/Country	ZIP/PostalCode
Coral Gables	FL	33134

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Jaumot	Frank	E.
Street Address 1	Street Address 2	
800 S. Douglas Road	12th Floor	
City	State/Province/Country	ZIP/PostalCode
Coral Gables	FL	33134

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Sorzano	Jose	S.
Street Address 1	Street Address 2	
800 S. Douglas Road	12th Floor	
City	State/Province/Country	ZIP/PostalCode
Coral Gables	FL	33134

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Csiszar	Ernst	N.
Street Address 1	Street Address 2	
800 S. Douglas Road	12th Floor	
City	State/Province/Country	ZIP/PostalCode
Coral Gables	FL	33134

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Johnson	Julia	L.
Street Address 1	Street Address 2	
800 S. Douglas Road	12th Floor	
City	State/Province/Country	ZIP/PostalCode
Coral Gables	FL	33134

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Apple	Robert	
Street Address 1	Street Address 2	

800 S. Douglas Road
City
Coral Gables
Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

12th Floor
State/Province/Country
FL
ZIP/PostalCode
33134

Clarification of Response (if Necessary):

Last Name
Campbell
Street Address 1
800 S. Douglas Road
City
Coral Gables
Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

First Name
C.
Street Address 2
12th Floor
State/Province/Country
FL
ZIP/PostalCode
33134

Middle Name
Robert

Clarification of Response (if Necessary):

Last Name
de Cardenas
Street Address 1
800 S. Douglas Road
City
Coral Gables
Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

First Name
Alberto
Street Address 2
12th Floor
State/Province/Country
FL
ZIP/PostalCode
33134

Middle Name

Clarification of Response (if Necessary):

4. Industry Group

- | | | |
|--|---|--|
| <input type="checkbox"/> Agriculture | Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | <input type="checkbox"/> Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Travel |
| Is the issuer registered as
an investment company under
the Investment Company
Act of 1940? | <input type="checkbox"/> Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| <input type="checkbox"/> Energy | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Other |
| <input type="checkbox"/> Coal Mining | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

Revenue Range OR Aggregate Net Asset Value Range

<input type="checkbox"/> No Revenues	<input type="checkbox"/> No Aggregate Net Asset Value
<input type="checkbox"/> \$1 - \$1,000,000	<input type="checkbox"/> \$1 - \$5,000,000
<input type="checkbox"/> \$1,000,001 - \$5,000,000	<input type="checkbox"/> \$5,000,001 - \$25,000,000
<input type="checkbox"/> \$5,000,001 - \$25,000,000	<input type="checkbox"/> \$25,000,001 - \$50,000,000
<input type="checkbox"/> \$25,000,001 - \$100,000,000	<input type="checkbox"/> \$50,000,001 - \$100,000,000
<input checked="" type="checkbox"/> Over \$100,000,000	<input type="checkbox"/> Over \$100,000,000
<input type="checkbox"/> Decline to Disclose	<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable	<input type="checkbox"/> Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/> Rule 505
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input checked="" type="checkbox"/> Rule 506
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Securities Act Section 4(5)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Investment Company Act Section 3(c)
	<input type="checkbox"/> Section 3(c)(1) <input type="checkbox"/> Section 3(c)(9)
	<input type="checkbox"/> Section 3(c)(2) <input type="checkbox"/> Section 3(c)(10)
	<input type="checkbox"/> Section 3(c)(3) <input type="checkbox"/> Section 3(c)(11)
	<input type="checkbox"/> Section 3(c)(4) <input type="checkbox"/> Section 3(c)(12)
	<input type="checkbox"/> Section 3(c)(5) <input type="checkbox"/> Section 3(c)(13)
	<input type="checkbox"/> Section 3(c)(6) <input type="checkbox"/> Section 3(c)(14)
	<input type="checkbox"/> Section 3(c)(7)

7. Type of Filing

☒ New Notice Date of First Sale **2009-11-04** ☐ First Sale Yet to Occur

☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

<input type="checkbox"/> Equity	<input type="checkbox"/> Pooled Investment Fund Interests
<input checked="" type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input checked="" type="checkbox"/> Other (describe)

Common stock issuable upon conversion of notes.

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Morgan Stanley & Co. Incorporated	8209	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
1585 Broadway		
City	State/Province/Country	ZIP/Postal Code
New York	NY	10036
State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US	

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Barclays Capital Inc.	19714	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
745 Seventh Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NY	10019
State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US	

13. Offering and Sales Amounts

Total Offering Amount \$[100,000,000](#) USD or ☐ Indefinite

Total Amount Sold \$[100,000,000](#) USD

Total Remaining to be Sold \$[0](#) USD or ☐ Indefinite

Clarification of Response (if Necessary):

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

[39](#)

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$[3,500,000](#) USD ☒ Estimate

Finders' Fees \$[0](#) USD ☐ Estimate

Clarification of Response (if Necessary):

[Placement agent fees.](#)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$[0](#) USD ☐ Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to

file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
MASTEC INC	C. Robert Campbell	C. Robert Campbell	Executive Vice President and Chief Financial Officer	2009-11-17

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.