
**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): June 22, 2009

MASTEC, INC.

(Exact Name of Registrant as Specified in Its Charter)

Florida

(State or Other Jurisdiction of Incorporation)

Florida
(State or other jurisdiction
of incorporation)

0-08106
(Commission File
Number)

65-0829355
(IRS Employer
Identification No.)

800 S. Douglas Road, 12th Floor, Coral Gables, Florida 33134
(Address of Principal Executive Offices) (Zip Code)

(305) 599-1800
(Registrant's Telephone Number, Including Area Code)

N/A

(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:

- 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 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

As previously reported, in the Current Report on Form 8-K filed by MasTec, Inc., a Florida corporation (the “Company”) on June 5, 2009 (the “Prior Form 8-K”), the Company entered into an underwriting agreement with Morgan Stanley & Co. Incorporated, as representative of the underwriters named therein (the “Underwriters”), and each of the Company’s subsidiaries set forth on Schedule IV thereto, pursuant to which the Company (i) agreed to issue and sell to the Underwriters \$100,000,000 aggregate principal amount of its 4.00% Senior Convertible Notes due 2014 (the “Firm Notes”) and (ii) granted the Underwriters an option exercisable for a period of 30 days to purchase up to \$15,000,000 additional principal amount of notes to cover over-allotments, if any (the “Option Notes” and, together with the Firm Notes, the “Notes”). The Notes are guaranteed (the “Guarantees”) by the Company’s subsidiaries that guarantee its 7.625% Senior Notes due 2017 (the “Guarantors”). The Company registered the offer and sale of the Notes, the Guarantees and the shares of the Company’s common stock, par value \$0.10 per share, issuable upon conversion of the Notes under the Securities Act of 1933, as amended, on a shelf registration statement on Form S-3ASR (File No. 333-158502).

On June 17, 2009, the Underwriters exercised their over-allotment option to purchase the Option Notes in full, and the Option Notes and respective Guarantees were issued on June 22, 2009 pursuant to the Indenture dated June 5, 2009 (the “Base Indenture”) and the Supplemental Indenture dated June 5, 2009 (the “Supplemental Indenture”), each among the Company, the Guarantors and U.S. Bank National Association, as trustee. The terms of the Base Indenture, Supplemental Indenture and Notes are summarized in the Prior Form 8-K which terms are incorporated by reference in this Item 2.03 of this Current Report on Form 8-K by reference thereto.

ITEM 7.01 Regulation FD Disclosure.

On June 23, 2009, the Company issued a press release regarding the closing of the over-allotment option for its convertible note public offering. A copy of that press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The information contained in Item 7.01 of this report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” with the Securities and Exchange Commission nor incorporated by reference in any registration statement filed by the Company under the Securities Act of 1933, as amended.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed (other than Exhibit 99.1 which is furnished and not filed) as exhibits to this Report on Form 8-K:

- 4.1 Form of 4.00% Senior Convertible Notes due 2014 (filed as Exhibit 4.1 to the Company’s Current Report on Form 8-K dated June 5, 2009 and incorporated by reference herein).

- 4.2 Indenture, dated June 5, 2009, by and among the Company, certain of the Company's subsidiaries and U.S. Bank National Association, as trustee (filed as Exhibit 4.2 to the Company's Current Report on Form 8-K dated June 5, 2009 and incorporated by reference herein).
- 4.3 Supplemental Indenture, dated June 5, 2009, by and among the Company, certain of the Company's subsidiaries and U.S. Bank National Association, as trustee (filed as Exhibit 4.3 to the Company's Current Report on Form 8-K dated June 5, 2009 and incorporated by reference herein).
- 99.1 Press release, dated June 23, 2009.

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.

MASTEC, INC.

Date: June 23, 2009

By: /s/ Alberto de Cardenas

Alberto de Cardenas
Executive Vice President
General Counsel

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
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99.1	Press release, dated June 23, 2009.

**Contact:**

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For Immediate Release**MasTec Announces Full Exercise and Closing of Convertible
Note Offering Over-Allotment**

Coral Gables, FL (June 23, 2009) — MasTec, Inc. (NYSE: MTZ) today announced that its underwriters have exercised their entire 15% over-allotment related to the Company's recent senior convertible note offering. MasTec closed the additional \$15 million aggregate principal amount of convertible notes on June 22.

The total \$115,000,000 aggregate principal amount of senior convertible notes, including the 15% over-allotment, have an interest rate of 4%, with interest paid semi-annually, and mature on June 15, 2014, unless earlier repurchased or converted. Proceeds from the additional \$15 million aggregate principal amount of new senior convertible notes, will be used for working capital, possible acquisitions of assets and businesses and for general corporate purposes.

The new senior convertible notes are convertible, under certain circumstances, into shares of MasTec common stock at a conversion rate of 63.4417 shares of common stock per \$1,000 principal amount of convertible notes, equivalent to a conversion price of approximately \$15.76 per share of common stock, subject to adjustment in certain circumstances.

The transaction enhances MasTec's balance sheet and capital structure. Current liquidity increased by approximately \$55 million. Additionally, after the new convertible note transaction, the Company's debt maturities and interest rates are very favorable. MasTec has a \$210 million bank credit facility, currently priced at LIBOR plus 250 basis points, due in 2013, \$115 million of 4% convertible notes due in 2014, and \$150 million of 7.625% senior notes due in 2017.

MasTec is a leading specialty contractor operating mainly throughout the United States across a range of industries. The Company's core activities are the building, installation, maintenance and upgrade of communication and utility infrastructure systems.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act. These statements are based on management's current expectations and are subject to a number of risks, uncertainties, and assumptions, including further or continued economic downturns, reduced capital expenditures, reduced financing availability; customer consolidation and technological and regulatory changes in the industries we serve; market conditions, technical and regulatory changes in our customers' industries; our ability to retain qualified personnel and key management from acquired businesses, integrate acquired businesses within expected timeframes and achieve the revenue, cost savings and earnings levels from such

acquisitions at or above the levels projected; the impact of the American Recovery and Reinvestment Act of 2009 and any similar local or state regulations affecting renewable energy, transmission, broadband and related projects and expenditures; our ability to attract and retain qualified managers and skilled employees; increases in fuel, maintenance, materials, labor and other costs; liquidity issues and the impact of recent accounting pronouncements related to the auction rate securities we hold; adverse determinations on any claim, lawsuit or proceeding; the highly competitive nature of our industry; our dependence on a limited number of customers; the ability of our customers, including some of our largest customers, to terminate or reduce the amount of work, or in some cases prices paid for services, on short or not notice under our contracts; the adequacy of our insurance, legal and other reserves and allowances for doubtful accounts; any exposure related to our divested state Department of Transportation projects and assets; the restrictions imposed by our credit facility, senior notes, convertible notes and any future loans or securities; the outcome of our plans for future operations, growth and services, including backlog and acquisitions; any dilution or stock price volatility which shareholders may experience in connection with shares we may issue as consideration for earn-out obligations entered into, or as a result of conversions of convertible securities issued, in connection with past or future acquisitions or offerings; as well as other risks detailed in our filings with the Securities and Exchange Commission. Actual results may differ significantly from results expressed or implied in these statements. We do not undertake any obligation to update forward-looking statements.