

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 14 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) February 3, 1998

MASTEC, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

0-3797

59-1259279

State of Other Jurisdiction
Of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

3155 N.W. 77th Avenue, Miami, Florida

33122-1205

Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (305) 599-1800

N/A

(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events

On February 3, 1998, MasTec, Inc. announced the sale of \$200 million in senior subordinated notes due in 2008 with a coupon rate of 7 3/4 percent. The notes, that were sold in a private placement with registration rights, will yield a 7.77 percent discount to investors. The offering was increased from \$150 million to take advantage of attractive interest rates and proceeds will be used for general corporate purposes, including acquisitions, working capital and capital expenditures.

On February 6, 1998, MasTec, Inc. announced the acquisition of Phasecom Systems, Inc. of Toronto, Canada, a telecommunications infrastructure services provider in Ontario, Alberta and Saskatchewan, Canada and in Buffalo, New York and New Orleans, Louisiana.

The Company has issued press releases announcing the foregoing events, copies of which are attached as exhibits 99.1 and 99.2 which are incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

(c)

- 99.1 Press release dated February 3, 1998.
- 99.2 Press release dated February 6, 1998.

SIGNATURES

Pursuant to the requirement 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.

Date: February 20, 1998.

/s/ Edwin D. Johnson

Edwin D. Johnson
Senior Vice President-
Chief Financial Officer
(Principal Financial Officer
and Authorized Officer)

NEWS
For Immediate Release
February 3, 1998

From MasTec, Inc.
3155 N.W. 77th Avenue, Suite 135
Miami, Florida 33122-1205
Tel : (305) 599-1800
Fax : (305) 406-1908
For more information contact:
Edwin D. Johnson,
Chief Financial Officer
ejohnson@mastec.com

MASTEC, INC. RAISES \$200 MILLION IN SUBORDINATED DEBT

MIAMI, FL - MasTec, Inc. (NYSE: MTZ) announced today that it has sold \$200 million in senior subordinated notes due in 2008 with a coupon rate of 7 3/4 percent. The notes have been sold at a discount to yield 7.77 percent to investors. The offering was increased from \$150 million to take advantage of attractive interest rates and proceeds will be used for general corporate purposes, including acquisitions, working capital and capital expenditures. The notes were sold in a private placement with registration rights.

Jorge Mas, Chairman and Chief Executive Officer, said: "We were very pleased with the reception of the investment community to our note offering, which has galvanized us to continue our growth strategy. Our position as the principal consolidator in a fragmented industry, coupled with strong access to capital, provides us with a unique opportunity for expansion and enhancement of shareholder value."

Opening the Lines of Communication(R) worldwide, MasTec is one of the world's leading telecommunications and related infrastructure service providers, serving clients throughout the United States, Latin America and Spain. For more information, please visit our web site at www.mastec.com.

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NEWS
For Immediate Release
February 6, 1998

From MasTec, Inc.
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Miami, Florida 33122-1205
Tel : (305) 599-1800
Fax : (305) 406-1908
For more information contact:
Edwin D. Johnson,
Chief Financial Officer
ejohnson@mastec.com

MASTEC, INC. ANNOUNCES ACQUISITION OF PHASECOM SYSTEMS

MIAMI, FL - MasTec, Inc. (NYSE: MTZ) announced today the acquisition of Phasecom Systems, Inc. of Toronto, Canada. Phasecom provides telecommunications infrastructure services in Ontario, Alberta and Saskatchewan, Canada and in Buffalo, New York and New Orleans, Louisiana.

Opening the Lines of Communication(R) worldwide, MasTec is one of the world's leading telecommunications and related infrastructure service providers, serving clients throughout the United States, Latin America and Spain. For more information, please visit our web site at www.mastec.com.

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