
**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): July 31, 2008

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 3.02 Unregistered Sales of Equity Securities.

The text related to the Earn-Out Shares (as defined below) contained in Item 8.01 of this Current Report on Form 8-K is hereby incorporated by reference herein.

ITEM 7.01 Regulation FD Disclosure.

On August 6, 2008, MasTec issued a press release regarding the Acquisition. A copy of that press release is furnished as Exhibit 99.1 to this report on Form 8-K. The information contained in this Item 7.01 of this Current 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 8.01 Other Events.

On July 31, 2008 (the "Closing Date"), MasTec, Inc., a Florida corporation ("MasTec") through a subsidiary (the "Buyer") entered into an Asset Purchase Agreement (the "Purchase Agreement"), dated as of July 31, 2008, with NSORO, LLC, a Georgia limited liability company (the "Seller" and such transaction, the "Acquisition"). As part of the Acquisition, Buyer has acquired substantially all of Seller's project management services for wireless network operators in the United States to support the buildout and expansion of their wireless network infrastructure which is comprised of cell sites and central office switching facilities (the "Business"). At the time of the Acquisition, substantially all of the Business' revenues come from AT&T.

Pursuant to the terms of the Purchase Agreement, the purchase price for the Acquisition consists of \$17.5 million, which was paid in cash on the Closing Date (subject to adjustment as set forth in the Purchase Agreement), assumption of \$12 million in indebtedness related to a working capital line secured by receivables and earn-out payments payable over an eight-year period equal to 50% of the earnings before taxes of the Business above certain minimum thresholds for the Buyer and an equal second threshold for the Seller (the "Earn-Out"). The Earn-Out is payable at MasTec's option in cash, MasTec common stock (the "Earn-Out Shares") or a combination thereof. MasTec has offered to potentially issue the Earn-Out Shares to the Seller in reliance on the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended. The Purchase Agreement only allows MasTec to issue the Earn-Out Shares, if at the time of issuance such shares are registered for resale pursuant to an effective registration statement.

In connection with the Acquisition, Buyer has also entered into a transitional services agreement with Seller pursuant to which Seller will continue to provide all services necessary to operate the Business, consistent with past practice, until such time as Buyer determines. In consideration of these transitional services, Buyer will pay Seller its costs related to such services.

ITEM 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

Not applicable.

(b) Pro Forma Financial Information.

Not applicable.

(c) Shell Company Transactions.

Not applicable.

(d) Exhibits.

99.1 Press Release dated August 6, 2008.

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: August 6, 2008

By: /s/ C. Robert Campbell

Name: C. Robert Campbell

Title: Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 6, 2008.

**Contact:**

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For Immediate Release**MasTec Continues its Diversification Strategy by Acquiring the Assets of Nsoro, LLC**

Coral Gables, FL (August 6, 2008) — MasTec, Inc. (NYSE: MTZ) today announced that it has acquired the assets and liabilities of Nsoro, LLC, a private company specializing in wireless infrastructure management and construction. MasTec paid \$17.5 million in cash plus an earn out and assumed debt related to a working capital line. Nsoro is headquartered in Atlanta, Georgia, and had revenue of approximately \$70 million in 2007.

Jose Mas, MasTec's President and CEO noted, "The acquisition of Nsoro's business is a strategic addition to MasTec. Wireless voice, video and data traffic have all grown dramatically as consumers have embraced the convenience and higher speeds of mobile network access. As consumers continue to push for more integration of content into their wireless devices, the bandwidth requirements keep expanding. As a result, our large communications customers have announced major wireless spending plans to keep up with this growing market opportunity."

Mr. Mas concluded, "We were impressed with the quality of the Nsoro team and expect Nsoro's revenue to grow dramatically in the next few years as it supports wireless infrastructure upgrades. We expect Nsoro to be accretive in 2009."

Nsoro's experienced management team will remain in place after the acquisition, and Darrell Mays, Nsoro's Founder, President and CEO noted, "We are excited about joining the MasTec team. We have strong relations with our customers, and by combining with MasTec, we will expand our ability to grow in this rapidly expanding market."

Additional details of the transaction and associated risks are included in the 8-K which is being furnished to the SEC concurrently with this press release.

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. The Company's corporate website is located at www.mastec.com.

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 that our revenues, margins and earnings per share may differ from that projected; that our expectations and estimates concerning acquired businesses, including our ability to successfully manage the operational challenges, risks and integration of any such acquisition, may differ from our expectations; that in connection with the acquisition from Nsoro, we will be able to maintain and grow the customer relationship with Nsoro's principal customer, which made up substantially all of its revenue at the time of the acquisition; that we may be impacted by business and economic conditions affecting us or our customers, including economic downturns, and increases in fuel, maintenance, materials and other costs, reduced capital expenditures, consolidation and technological and regulatory changes in the industries we serve; any liquidity issues related to our securities held for sale; material changes in estimates for legal costs or case settlements; 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 to terminate or reduce the amount of work, or in some cases prices paid for services under many of our contracts; the adequacy of our insurance, legal and other reserves and allowances for doubtful accounts; any exposure related to our recently sold DOT projects and assets; restrictions imposed by our credit facility and senior notes; the outcome of our plans for future operations, growth, and services, including backlog and acquisitions; 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.