
**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) December 30, 2005

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 Douglass Road, Floor 12, 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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On December 30, 2005, MasTec, Inc., a Florida corporation ("MasTec"), through its subsidiary, MasTec North America AC, LLC, a Florida limited liability company (the "Buyer"), entered into an Asset Purchase Agreement (the "Purchase Agreement") with Ronald E. Phillips, an individual resident in South Carolina, Dawn M. Phillips, an individual resident in South Carolina, the Digital Satellite Services Employee Stock Ownership Trust, and Digital Satellite Services, Inc., a South Carolina corporation (the "Seller"), pursuant to which MasTec completed the purchase of certain assets (the "Assets") of the Seller.

In general, the Assets comprise the Seller's installation of residential and commercial satellite and security systems in portions of Georgia, North and South Carolina, Tennessee, Kentucky and Virginia (the "Business"). The purchase price of the transaction is \$18.5 million in cash, \$7.5 million of MasTec common stock, and an earn-out based on performance. The Buyer will also assume certain operating liabilities of the Seller. The transaction is subject to receipt of customer consent and customary closing conditions and is expected to close on January 31, 2006.

The foregoing summary of the Purchase Agreement is not complete and is qualified in its entirety by reference to the Purchase Agreement. A copy of the press release issued by MasTec related to the Purchase Agreement and dated January 6, 2006 is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On January 6, 2006, MasTec issued a press release announcing earnings guidance for 2006 and the fourth quarter of 2005. The earnings guidance information contained in the press release attached as Exhibit 99.2 is hereby incorporated by reference in this report on Form 8-K. The information contained in this Item 2.02, including the earnings guidance information contained in Exhibit 99.2 shall be deemed "furnished" and not "filed" with the Securities and Exchange Commission nor incorporated by reference in any registration statement.

ITEM 2.05 COSTS ASSOCIATED WITH EXIT OR DISPOSAL ACTIVITIES

On December 31, 2005, the executive committee of the board of directors of MasTec voted to sell or otherwise dispose of substantially all of MasTec's state departments of transportation related projects and assets. These projects will be treated as a discontinued operation beginning in the fourth quarter of 2005. The decision was made as a result of an evaluation of, among other things, the short and long term prospects of these projects. At this time, MasTec is unable in good faith to make a full determination of the estimates required by paragraphs (b), (c) or (d) of Item 2.05 of this Form 8-K. MasTec will file an amendment to this Form 8-K under this Item 2.05 within four business days after it makes a determination of such estimates or range of estimates.

The discontinued operations information contained in the press release attached hereto as Exhibit 99.2 related to the sale of the traffic related projects and assets is filed herewith and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial Statements of Business Acquired.

Not applicable

(b) Pro Forma Financial Information.

Not applicable

(c) Exhibits

99.1 — Press Release dated January 6, 2006

99.2 — Press Release dated January 6, 2006

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, MasTec Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 6, 2006

MASTEC, INC.

By: /s/ Austin J. Shanfelter

Austin J. Shanfelter
Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated January 6, 2006.
99.2	Press Release dated January 6, 2006.



Contact:

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For Immediate Release

**MasTec Expands Install-to-the-Home Platform with
Acquisition of Digital Satellite Services, Inc.**

Coral Gables, FL (January 6, 2006) — MasTec, Inc. (NYSE: MTZ) today announced that it has entered into a definitive agreement to purchase substantially all of the assets and assume certain operating liabilities and contracts of Digital Satellite Services, Inc., (“DSSI”). DSSI, which also operates under the names of Ron’s Digital Satellite and Ron’s TV, is principally involved in the installation of residential and commercial satellite and security services.

DSSI’s revenues are expected to exceed \$50 million in 2005 and its principal markets include Atlanta, Georgia, the Greenville-Spartanburg area of South Carolina and Asheville, North Carolina, and portions of Tennessee, Kentucky and Virginia, which are all markets that are contiguous to areas in which MasTec is currently active with similar installation services. In addition, MasTec expects to hire approximately 630 additional installation technicians as a result of the acquisition.

The purchase price is composed of \$18.5 million in cash, \$7.5 million of MasTec common stock and an earn-out based on performance. The transaction is subject to the receipt of customer consent and other customary closing conditions and is expected to close on January 31, 2006.

Austin J. Shanfelter, MasTec’s President and CEO, stated, “The acquisition of DSSI will involve the acquisition of a great management and technician team and will expand our profitable install-to-the-home platform. It is expected to be earnings accretive, and fits well with our announced goal of selective acquisitions in core business areas.”

Management will hold a conference call on Monday, January 9, 2006 at 9:00 a.m. Eastern Time to discuss the items announced today. The call-in number for the conference call is (913) 981-5584 and the replay number is (719) 457-0820, with a pass code of 2680194. The replay will run for 15 days. Additionally, the call will be broadcast live over the Internet and can be accessed and replayed through the investor relations section of the Company’s website at www.mastec.com.

MasTec <www.mastec.com> is a leading specialty contractor operating throughout the United States and in Canada across a range of industries. The Company’s core activities are the building, installation, maintenance and upgrade of communication and utility infrastructure systems.

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 revenue and earnings per share may differ from that projected, that we may be impacted by business and economic conditions affecting our customers, the highly competitive nature of our industry, dependence on a limited number of customer, our contracts may be canceled on short notice, restrictions imposed by our credit facility and senior notes, fuel charge increases, 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.



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For Immediate Release

**MasTec Announces Intent to Sell State Department of
Transportation Projects and Provides Related Earnings
Guidance**

Coral Gables, FL (January 6, 2006) — MasTec, Inc. (NYSE: MTZ) today announced its intention to sell substantially all of its state Department of Transportation related projects and assets. The projects that are for sale will be accounted for as discontinued operations. Friedman, Billings, Ramsey & Co., Inc., an investment banking firm, has been retained to assist the Company in its disposition efforts.

If MasTec had accounted for these projects as a discontinued operation since January 1, 2005, MasTec's revenue and income from continuing operations for the nine months ended September 30, 2005 would have been \$624.6 million and \$10.5 million, or \$0.21 income per share, respectively. Additionally, MasTec's loss from discontinued operations for the nine months ended September 30, 2005 would have been \$13.6 million, or \$0.27 loss per share.

Austin J. Shanfelter, MasTec's President and CEO, noted, "The sale of these projects allows us to focus on our core businesses of providing services related to voice, video, data and energy infrastructure and for our install-to-the-home clients. This move allows MasTec to grow and focus on businesses that have acceptable returns on capital and margins."

Today, MasTec also announced related guidance for 2005 and guidance for 2006.

For the fourth quarter of 2005, MasTec expects revenue from continuing operations in the range of \$215-220 million. Additional transportation projects revenue estimated at \$21 million would have been reported if these projects were not considered discontinued. MasTec expects earnings per share from continuing operations of \$0.14 to \$0.16 per share. Loss from discontinued operations for the fourth quarter of 2005 is estimated at \$0.09 to \$0.12 per share. An evaluation of the fair value of the projects and assets that are going to be sold is currently underway and are not included in this estimate. Any potential asset write downs or other charges, if any, are expected to be accounted for in the Company's year end financial statements.

For 2006, MasTec expects revenue from continuing operations, including the acquisition of Ron's TV, which was announced today, to be in the range of \$950 to \$975 million, approximately a double-digit growth rate. Earnings per share from continuing operations for 2006 are expected to be between \$0.70 and \$0.80 per share.

Austin J. Shanfelter, MasTec's President and CEO, said "Fourth quarter results from our core operations exceeded our expectations from both a revenue and earnings standpoint and have set the trend for 2006 earnings expectations. The demand for our infrastructure and install-to-the-home services remains strong. With three consecutive profitable quarters from continuing operations just completed, we are well positioned to have a successful year in 2006."

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