

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

MASTEC, INC.

(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction of  
incorporation or organization)

**65-0829355**  
(I.R.S. Employer  
Identification No.)

**3155 N.W. 77<sup>th</sup> Avenue, Miami, Florida 33122-1205**  
(Address of principal executive offices, including zip code)

**MasTec, Inc. 1997 Non-Qualified Employee Stock Purchase Plan**  
(Full title of the plan)

**Donald P. Weinstein**  
**MasTec, Inc.**  
**3155 N.W. 77th Avenue**  
**Miami, Florida 33122-1205**  
(Name and address of agent of service)  
**(305) 599-1800**  
(Telephone number, including area code, of agent  
for service)

**Copy to:**  
**William L. Floyd, Esq.**  
**McKenna Long & Aldridge LLP**  
**303 Peachtree Street, N.E.**  
**Suite 5300**  
**Atlanta, Georgia 30308**  
**(404) 527-4000**

CALCULATION OF REGISTRATION FEE

| <b>Title of securities to be registered</b>    | <b>Amount to be registered (1)</b> | <b>Proposed maximum offering price per share (1)</b> | <b>Proposed maximum aggregate offering price (1)</b> | <b>Amount of registration fee (1)</b> |
|--|------------------------------------|--|--|---------------------------------------|
| Common Stock,<br>\$0.10 par value<br>per share | 300,000 shares                     | \$3.665  | \$1,099,500.00                                       | \$88.95                               |

- (1) The offering price of the shares which may be acquired pursuant to the MasTec, Inc. 1997 Non-Qualified Employee Stock Purchase Plan is not presently determinable. The offering price for such shares is estimated pursuant to Rule 457(c) and (h) of the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee and is based upon the average of the high and low prices of MasTec's common stock on May 16, 2003 as quoted on the New York Stock Exchange. An undetermined number of additional shares may be issued, or the shares registered hereunder may be combined into an undetermined lesser number of shares, as a result of events such as stock splits, stock dividends or similar transactions pursuant to the terms of the 1997 Non-Qualified Employee Stock Purchase Plan.

## Explanatory Note

On April 21, 2003, the Board of Directors of MasTec, Inc. approved an amendment to the MasTec, Inc. 1997 Non-Qualified Employee Stock Purchase Plan (the "1997 Plan") to increase the maximum number of shares of common stock, par value \$0.10 per share, that may be issued under the 1997 Plan by 300,000 additional shares. This registration statement has been filed to register the additional 300,000 shares of common stock issuable under the 1997 Plan, as amended.

The additional shares to be registered by this registration statement are of the same class as those securities covered by MasTec's previously filed Registration Statement on Form S-8 filed on February 27, 1997 (Registration Statement No. 333-22465); Post Effective Amendment No. 1 to Form S-8 filed July 31, 1998 (Registration Statement No. 333-22465); and Registration Statement on Form S-8 filed July 3, 2001 (Registration Statement No. 64568) for the 1997 Plan. Pursuant to General Instruction E to Form S-8, the contents of the earlier registration statements, as amended, are incorporated herein by reference.

### INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The documents containing the information specified in Part I of the instructions to the Registration Statement on Form S-8 will be sent or given to participants in the 1997 Plan as required by Rule 428(b)(1) of the rules promulgated under the Securities Act. These documents are not being filed with the Securities and Exchange Commission (the "Commission") as a part of this registration statement in accordance with Rule 424 and 428(b) and the Note to Part I of Form S-8.

### PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The Commission allows MasTec to "incorporate by reference" the information MasTec files with the Commission, which means that MasTec can disclose important information to you by referring you to those documents. The information incorporated by reference is considered part of this registration statement, and later information that MasTec files with the Commission will automatically update and supersede this information. MasTec incorporates by reference the documents listed below and any future filings made with the Commission under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, until MasTec files a post-effective amendment that indicates all securities offered in this registration statement have been sold or that de-registers all securities then remaining unsold.

MasTec has filed the following documents with the Commission that are incorporated by reference as of their respective dates:

- (1) MasTec's Annual Report on Form 10-K for the fiscal year ended December 31, 2002;
- (2) MasTec's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2003; and
- (3) The description of MasTec's common stock as contained in MasTec's Registration Statement on Form S-3 (Registration No. 333-11013) as filed with the Commission on August 29, 1996, including all amendments or reports filed for the purpose of updating such description.

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#### ITEM 8. EXHIBITS

| <u>Exhibit Number</u> | <u>Description</u>  |
|-----------------------|---|
| 5.1                   | Opinion of McKenna Long & Aldridge LLP.                                 |
| 23.1                  | Consent of Ernst & Young LLP.   |
| 23.2                  | Consent of PricewaterhouseCoopers LLP.                                  |
| 23.3                  | Consent of McKenna Long & Aldridge LLP (included in Exhibit 5.1 above). |
| 24.1                  | Powers of Attorney (see signature page to this registration statement). |

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Miami, State of Florida, on May 23, 2003.

**MASTEC, INC.**

**MASTEC, INC.**  
(Registrant)

BY: /s/ Donald P. Weinstein

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## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Donald P. Weinstein and Ivette Ruiz, and each of them, as his true and lawful attorneys-in-fact, each acting alone, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including any post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and any other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents (or any of them), or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of May 23, 2003.

| <u>Signatures</u>   | <u>Title</u>   |
|---|--|
| /s/ Jorge Mas<br>_____<br>Jorge Mas                       | Chairman of the Board  |
| /s/ Austin J. Shanfelter<br>_____<br>Austin J. Shanfelter | President and Chief Executive Officer<br>(Principal Executive Officer) |
| /s/ Jose Mas<br>_____<br>Jose Mas                         | Director   |
| /s/ Arthur B. Laffer<br>_____<br>Arthur B. Laffer         | Director   |
| /s/ John Van Heuvelen<br>_____<br>John Van Heuvelen       | Director   |
| /s/ Julia L. Johnson<br>_____<br>Julia L. Johnson         | Director   |
| /s/ Joseph P. Kennedy II<br>_____<br>Joseph P. Kennedy II | Director   |
| /s/ William N. Shiebler<br>_____<br>William N. Shiebler   | Director   |
| /s/ Jose S. Sorzano<br>_____<br>Jose S. Sorzano           | Director   |

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## EXHIBIT INDEX

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## [McKenna Long &amp; Aldridge Letterhead]

May 22, 2003

MasTec, Inc.  
3155 N.W. 77th Ave.  
Miami, Florida 33122

Re: MasTec, Inc. -  
1997 Non-Qualified Employee Stock Purchase Plan  
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to MasTec, Inc., a Florida corporation (the "Company"), in connection with a Registration Statement on Form S-8 (the "Registration Statement") that is being filed by the Company with the Securities and Exchange Commission. Pursuant to the Registration Statement, the Company intends to register under the Securities Act of 1933, as amended, an aggregate of 300,000 additional shares (the "Shares") of common stock, \$0.10 par value per share (the "Common Stock") of the Company. The Shares may be purchased by and issued to employees of the Company pursuant to the 1997 Non-Qualified Employee Stock Purchase Plan (the "Plan").

The opinion hereinafter set forth is given at the request of the Company pursuant to Item 8 of Form S-8 and Item 601(b)(5) of Regulation S-K. The only opinion rendered consists of the matter set forth in numbered paragraph (1) below (our "Opinion"), and no other opinion is implied or to be inferred beyond the matters expressly stated. Additionally, our Opinion is based upon and subject to the qualifications, limitations and exceptions set forth in this letter.

Our Opinion is furnished for the benefit of the Company solely with regard to the Registration Statement, may be relied upon by the Company only in connection with the Registration Statement and may not otherwise be relied upon, used, quoted or referred to by or filed with any other person or entity without our prior written permission.

In rendering our Opinion, we have examined such agreements, documents, instruments and records as we deemed necessary or appropriate under the circumstances for us to express our Opinion, including, without limitation, the Articles of Incorporation, as amended, and Bylaws of the Company, the record of corporate proceedings and the Plan. In making all of our examinations, we assumed the genuineness of all signatures, the authority of the persons who executed such documents, the authenticity of all documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as copies, and the due execution and delivery of all documents by any persons or entities other than the Company where due execution and delivery by such persons or entities is a prerequisite to the effectiveness of such documents.

As to various factual matters that are material to our Opinion, we have relied upon: (i) the factual statements set forth in a certificate of an officer of the Company; (ii) the action by Unanimous Consent in Lieu of a Meeting of the Board of Directors of the Company, dated April 21, 2003; (iii) the action by Unanimous Consent in Lieu of a Meeting of the Compensation Committee of the Board of Directors of the Company, dated April 10, 2003; and (iv) originals or copies of certificates of various public officials. We have not independently verified or investigated, nor do we assume any responsibility for, the factual accuracy or completeness of such factual statements.

We do not herein express any opinion concerning any matter respecting or affected by any laws other than the Florida Business Corporation Act that is now in effect. The Opinion hereinafter set forth is based upon the Florida Business Corporation Act and facts in existence as of the date hereof, and we expressly disclaim any obligation to advise you of changes to such law or facts that hereafter may come to our attention.

Based upon and subject to the foregoing, we are of the following opinion:

- (1) the Shares, when issued in accordance with the terms of the Plan against payment in full of the price therefor, established in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this Opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ McKenna Long & Aldridge LLP

MCKENNA LONG & ALDRIDGE LLP

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-\_\_\_\_\_) pertaining to the MasTec, Inc. 1997 Non-Qualified Employee Stock Purchase Plan of our report dated March 10, 2003, with respect to the consolidated financial statements of MasTec, Inc. included in the Annual Report (Form 10-K) for the year ended December 31, 2002, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Miami, Florida  
May 21, 2003

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 18, 2002 relating to the financial statements, which appears in MasTec Inc.'s Annual Report on Form 10-K for the year ended December 31, 2002.

/s/ PricewaterhouseCoopers LLP

Miami, Florida  
May 21, 2003