
**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): March 31, 2015

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)

001-08106
(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 8.01 Other Events.

MasTec, Inc., a Florida corporation (the "Company") today announced that it has received a consent from the bank group under its senior secured credit facility (the "Bank Group") to delay delivery of its annual audited financial statements for the fiscal year ended December 31, 2014 and its quarterly financial statements for the fiscal quarter ending March 31, 2015. Under the terms of the consent, the Bank Group has extended the deadline for such delivery requirements to June 1, 2015.

Additionally, the Company also announced that it has commenced a consent solicitation (the "Consent Solicitation") in connection with its \$400 million in aggregate principal amount of its 4.875% Senior Notes due March 15, 2023 (the "Notes"). As described more fully in the Consent Solicitation Statement, dated March 31, 2015 (the "Statement"), the purpose of the Consent Solicitation is to amend the fifth supplemental indenture, which forms part of the indenture dated as of June 5, 2009, among the Company, the guarantors named therein and the Trustee (the "Indenture"), pursuant to which the Notes were issued so that (i) (a) the dates for the filing and delivery to the Trustee of any applicable reports and other information required to be filed by the Company under Section 13(a) or 15(d) under the Securities Exchange Act of 1934, as amended (the "SEC Required Information"), including, but not limited to, the Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (the "2014 Form 10-K") and the Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 (the "Q1 2015 Form 10-Q"), under the Indenture will be extended to August 1, 2015 (the "Initial Reporting Extension Date") and (b) if the Company, in its sole discretion, pays the Second Consent Payment (as defined below) on or before August 1, 2015, the dates for the filing and delivery to the Trustee of any applicable SEC Required Information, including, but not limited to, the 2014 Form 10-K, the Q1 2015 Form 10-Q and the Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, under the Indenture will be extended to November 1, 2015 (the "Second Reporting Extension Date"; the Initial Reporting Extension Date and Second Reporting Extension Date are each a "Reporting Extension Date"), (ii) the delivery of any Officers' Certificates detailing any defaults or non-compliance relating to the delayed filing and delivery of any applicable SEC Required Information is not required through the applicable Reporting Extension Date, (iii) the Holders (as defined below) release and waive any default, breach or non-compliance by the Company, the Guarantors and their subsidiaries arising from the failure to timely file or deliver any applicable SEC Required Information and to timely deliver any Officers' Certificates detailing any defaults or non-compliance relating to the delayed filing and delivery of any applicable SEC Required Information to the Trustee prior to the applicable Reporting Extension Date and (iv) the Company would be permitted to notify the Holders of the effectiveness of any amendments to the Indenture, including those made by the Supplemental Indenture (as defined below) giving effect to the Proposed Amendments, by press release rather than direct mail (collectively, the "Proposed Amendments"). Approval of the Proposed Amendments requires the consent of Holders of at least a majority in aggregate principal amount of the outstanding Notes (the "Requisite Consents").

The Consent Solicitation is scheduled to expire at 5:00 p.m., New York City time, on April 10, 2015, unless extended or earlier terminated by the Company in its sole discretion (the "Expiration Time"). Holders of record as of 5:00 p.m., New York City time, on March 30, 2015 ("Holder") who validly deliver (and do not validly revoke) consents in respect of Notes to the Proposed Amendments in the manner described in the Statement will be entitled to receive,

subject to the terms and conditions set forth in the Statement, consent consideration equal to \$2.50 per \$1,000 principal amount of Notes with respect to which consents were validly delivered (and not validly revoked) (the “Initial Consent Payment”). Pursuant to the terms of the Consent Solicitation, an additional \$2.50 per \$1,000 principal amount of such Notes with respect to which consents were validly delivered (and not validly revoked) (the “Second Consent Payment” and, together with the Initial Consent Payment, the “Consent Payments”) will be paid to such Holders in the Company’s sole discretion on or before August 1, 2015 if the Company desires to obtain the benefit of the Second Reporting Extension Date. Consents validly delivered (and not validly revoked) after the Acceptance Time (as defined below) but on or prior to the Expiration Time will still be entitled to receive the applicable Consent Payments. Upon or promptly following receipt of the Requisite Consents, the Company intends to enter into the Supplemental Indenture (the “Supplemental Indenture”) to the Indenture governing the Notes (the date and time of execution and delivery by the Company, the “Acceptance Time”), which will give effect to the Proposed Amendments. Consents may not be revoked after the Acceptance Time. If the Requisite Consents are obtained and the Initial Consent Payment is paid, non-consenting Holders will be bound by the Proposed Amendments but will not be entitled to receive the Consent Payments.

Payment of the Consent Payments is subject to the satisfaction or waiver of certain conditions that are set forth in the Statement, including, without limitation, (i) the receipt of the Requisite Consents (which condition may not be waived) and (ii) satisfaction or waiver by the Company of the General Conditions (as defined in the Statement), in each case, as further described in the Statement.

A more comprehensive description of the Consent Solicitation can be found in the Statement and the related Consent Form (together, the “Solicitation Documents”).

Morgan Stanley & Co. LLC is the Solicitation Agent for the Consent Solicitation. Persons with questions regarding the Consent Solicitation should contact the Solicitation Agent at (800) 624-1808 (toll-free) or (212) 761-1057 (collect). Requests for copies of the Solicitation Documents and other related materials should be directed to D.F. King & Co., Inc., the Information and Tabulation Agent for the Consent Solicitation, at (212) 269-5550 (banks and brokers) or (866) 796-7179 (toll-free).

The Company’s obligation to pay the Consent Payments are set forth solely in the Solicitation Documents. This Current Report on Form 8-K (this “Report”) is neither an offer to purchase nor a solicitation of an offer to sell any securities. This Report is for informational purposes only and the Consent Solicitation is being made only by, and pursuant to the terms of, the Solicitation Documents. None of the Company, the Solicitation Agent or the Information and Tabulation Agent makes any recommendation as to whether or not Holders should deliver consents in connection with the Consent Solicitation.

Each Holder must make its own decision as to whether to give its consent to the Proposed Amendments. The Consent Solicitation is not being made in any jurisdiction in which the making thereof would not be in compliance with the applicable laws of such jurisdiction. In any jurisdiction in which the Consent Solicitation is required to be made by a licensed broker or dealer, it shall be deemed to be made by the Solicitation Agent on behalf of the Company. Subject to applicable law, the Company may amend, extend, withdraw or terminate the Consent Solicitation in its sole discretion.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated March 31, 2015

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: March 31, 2015

By: /s/ Alberto de Cardenas

Name: Alberto de Cardenas

Title: Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

**Exhibit
Number**

Description

99.1 Press Release, dated March 31, 2015



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Coral Gables, Florida 33134
Tel: 305-599-1800
Fax: 305-406-1960
www.mastec.com

Contact:

J. Marc Lewis, Vice President-Investor Relations
305-406-1815
305-406-1886 fax
marc.lewis@mastec.com

For Immediate Release**MasTec Announces Solicitation of Consents from Senior Note Holders and Receipt of Bank Consent**

Coral Gables, FL (March 31, 2015) — MasTec, Inc. (NYSE: MTZ) today announced that it has received a consent from the bank group under its senior secured credit facility (the “Bank Group”) to delay delivery of its annual audited financial statements for the fiscal year ended December 31, 2014 and its quarterly financial statements for the fiscal quarter ending March 31, 2015. Under the terms of the consent, the Bank Group has extended the deadline for such delivery requirements to June 1, 2015.

Additionally, the Company has commenced a consent solicitation seeking extension of reporting requirements (the “Consent Solicitation”) under the instruments governing its \$400 million Senior Notes due March 15, 2023 (the “Notes”), including the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2014. Further information regarding the Consent Solicitation is available in the Company’s Current Report on Form 8-K filed today with the Securities and Exchange Commission and available on its website at sec.gov.

Morgan Stanley & Co. LLC is the Solicitation Agent for the Consent Solicitation. Persons with questions regarding the Consent Solicitation should contact the Solicitation Agent at (800) 624-1808 (toll-free) or (212) 761-1057 (collect). Requests for copies of the Solicitation Documents and other related materials should be directed to D.F. King & Co., Inc., the Information and Tabulation Agent for the Consent Solicitation, at (212) 269-5550 (banks and brokers) or (866) 796-7179 (toll-free).

Each holder of Notes must make its own decision as to whether to give its consent under the Consent Solicitation. The Consent Solicitation is not being made in any jurisdiction in which the making thereof would not be in compliance with the applicable laws of such jurisdiction. In any jurisdiction in which the Consent Solicitation is required to be made by a licensed broker or dealer, it shall be deemed to be made by the Solicitation Agent on behalf of the Company. Subject to applicable law, the Company may amend, extend, withdraw or terminate the Consent Solicitation in its sole discretion.

MasTec, Inc. is a leading infrastructure construction company operating mainly throughout North America across a range of industries. The Company's primary activities include the engineering, building, installation, maintenance and upgrade of energy, utility and communications infrastructure, such as: electrical utility transmission and distribution; natural gas and petroleum pipeline infrastructure; wireless, wireline and satellite communications; power generation, including renewable energy infrastructure; and industrial infrastructure. MasTec's customers are primarily in these industries. The Company's corporate website is located at www.mastec.com. Information included on our website is not incorporated into this press release.

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 market conditions, technological developments and regulatory changes that affect us or our customers' industries, activity in the oil and gas, utility and power generation industries and the impact on our customers' expenditure levels caused by fluctuations in prices of oil, natural gas, electricity and other energy sources, the effect on demand for our services of changes in the amount of capital expenditures by our customers, economic conditions, the availability and cost of financing and customer consolidation in the industries we serve, the highly competitive nature of our industry, our ability to accurately estimate the costs associated with our fixed price and other contracts, including any material changes in estimates for completion of projects, our ability to manage projects effectively and in accordance with our estimates, the timing and extent of fluctuations in geographic, weather and operational factors affecting our customers, projects and the industries in which we operate, the ability of our customers, including our largest customers, to terminate or reduce the amount of work, or in some cases, the prices paid for services on short or no notice under our contracts, our dependence on a limited number of customers as well as any impact of potential consolidation of those customers, customer disputes related to our performance of services, any material changes in estimates for legal costs or case settlements or adverse determinations on any claim, lawsuit or proceeding, disputes with, or failures of, our subcontractors to deliver agreed-upon supplies or services in a timely fashion, our ability to replace non-recurring projects with new projects, the adequacy of our insurance, legal and other reserves and allowances for doubtful accounts, risks related to acquisitions and joint ventures, risks associated with operating in or expanding into additional international markets, risks from failure to comply with laws applicable to our foreign activities, fluctuations in foreign currencies, the outcome of our plans for future operations, growth and services, including business development efforts, backlog, acquisitions and dispositions, our ability to maintain a workforce based upon current and anticipated workloads, our ability to attract and retain qualified personnel, key management and skilled employees, including from acquired businesses, and our ability to enforce any noncompetition agreements, our ability to identify suitable acquisition or strategic investment opportunities, to integrate acquired businesses within expected timeframes and to achieve the revenue, cost savings and earnings levels from such acquisitions at or above the levels projected, any exposure resulting from system or information technology interruptions or data security breaches, the impact of U.S. federal, local or state tax legislation and other regulations affecting renewable energy, electricity prices, electrical transmission, oil and gas production, wireless, wireline/fiber and related projects and expenditures, the effect of state and federal regulatory initiatives, including costs of compliance with existing and future safety and environmental requirements, fluctuations in fuel, maintenance, materials, labor and other costs, the impact of being required to pay our subcontractors even if our customers do not pay us, risks associated with potential environmental issues and other hazards from our operations, the impact of any unionized workforce on our operations, including labor availability, productivity and relations, liabilities associated with multi-employer pension plans for our operations that employ unionized workers, including underfunding and withdrawal liabilities, restrictions imposed by our credit facility, senior notes and any future loans or securities, our ability to obtain performance and surety bonds, a small number of our existing shareholders have the ability to influence major corporate decisions, any dilution or stock price volatility that shareholders may experience in connection with shares we may issue as consideration for earn-out obligations or as purchase consideration in connection with past or future acquisitions, or as a result of other stock issuances, uncertainties related to the independent investigation described in the Specified 8-Ks (as defined in the Statement), including, without limitation: the time needed to complete the investigation; whether the investigation will lead to the discovery of accounting errors, whether the investigation will discover any material weakness in internal control over financial reporting or discover other adverse facts; unanticipated material issues that could delay the completion of the investigation or the release and filing of the Company's financial results and periodic financial reports; and possible regulatory action or private party litigation, uncertainties related to the outcome of the Consent Solicitation and other factors, many of which are beyond our control. We do not undertake any obligation to update forward-looking statements.