

**UNITED STATES
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)

800 S. Douglas Road, 12th Floor
Coral Gables, Florida
(Address of Principal Executive Offices)

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

33134
(Zip Code)

MasTec, Inc. Amended and Restated 2011 Employee Stock Purchase Plan
(Full title of the plan)

Alberto de Cardenas, Esq.
Executive Vice President & General Counsel
800 S. Douglas Road, 12th Floor
Coral Gables, Florida 33134
(Name and address of agent for service)

(305) 599-1800
(Telephone number, including area code, of agent for service)

Copies to:

Ira N. Rosner, Esq.
Greenberg Traurig, P.A.
333 S.E. 2nd Avenue
Miami, Florida 33131
(305) 579-0500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer Accelerated Filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$0.10 per share	1,000,000 Shares	\$14.68	\$14,680,000	\$1,478.28

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of common stock, \$0.10 par value per share ("Common Stock"), of MasTec, Inc. (the "Registrant") that become issuable under the MasTec, Inc. Amended and Restated 2011 Employee Stock Purchase Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that results in an increase in the number of the Registrant's outstanding shares of Common Stock.
 - (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) under the Securities Act based on the average of the high and low prices per share of Common Stock reported by the New York Stock Exchange on January 14, 2016.
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STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is being filed by MasTec, Inc., a Florida corporation (the “Company,” “we,” “us,” or “our”), for the purpose of registering a total of 1,000,000 additional shares of its Common Stock, issuable pursuant to the MasTec, Inc. Amended and Restated 2011 Employee Stock Purchase Plan, for which previously filed Registration Statement on Form S-8 (File No. 333-174922) is effective (the “Prior Registration Statement”). Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement, as filed with the Securities and Exchange Commission (the “Commission”) on June 15, 2011, are incorporated herein by reference.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Commission by the Company, are incorporated herein by reference:

- (a) Annual Report on Form 10-K for the year ended December 31, 2014, filed with the Commission on July 31, 2015;
- (b) Definitive Proxy Statement for our 2015 Annual Meeting of Shareholders, filed with the Commission on September 2, 2015;
- (c) Quarterly Reports on Forms 10-Q for the quarters ended March 31, 2015, June 30, 2015 and September 30, 2015, filed with the Commission on August 7, 2015, August 17, 2015 and November 3, 2015, respectively;
- (d) Current Reports on Forms 8-K, filed with the Commission on February 27, 2015, March 18, 2015, March 20, 2015, March 31, 2015, April 13, 2015, May 12, 2015, July 31, 2015, August 28, 2015, September 8, 2015, October 16, 2015 and December 21, 2015 (not including any information furnished under Items 2.02, 7.01 or 9.01 of any such Form 8-K); and
- (e) The description of the Company’s Common Stock contained in the Company’s Registration Statement on Form 8-A (Commission File No. 001-08106) filed with the Commission on February 10, 1997 and any amendments to such Registration Statement filed subsequently thereto, including any amendment or report filed for the purpose of updating such description.

Additionally, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (not including any information furnished under Items 2.02, 7.01 or 9.01 of Form 8-K, which information is not incorporated by reference herein) prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference and to be a part of this registration statement from the date of filing of such documents. Any statement contained in a document incorporated herein by reference will be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein, or in a subsequently filed document incorporated herein by reference, modifies or supersedes the statement. Any statement modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this registration statement.

Item 8. Exhibits.

See “Exhibit Index” following the signature page to this registration statement.

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 Coral Gables, State of Florida, on January 20, 2016.

MASTEC, INC.

By: /s/ Alberto de Cardenas

Name: Alberto de Cárdenas

Title: Executive Vice President, General Counsel and
Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	Composite Articles of Incorporation filed as Exhibit 3.1 to our Annual Report on Form 10-K for the year ended December 31, 2009 and incorporated by reference herein (Commission File Number 001-08106).
4.2	Amended and Restated By-laws of MasTec, Inc., filed as Exhibit 3.1 to our Current Report on Form 8-K filed with the Commission on January 28, 2010 and incorporated by reference herein (Commission File Number 001-08106).
5.1	Opinion of Greenberg Traurig, P.A.
23.1	Consent of BDO USA, LLP
23.2	Consent of Greenberg Traurig, P.A. (included in Exhibit 5.1 to this Registration Statement).
24.1	Power of Attorney (included on signature pages hereto).

January 20, 2016

MasTec, Inc.
800 S. Douglas Road
12th Floor
Coral Gables, Florida 33134

Re: Registration Statement on Form S-8 for the MasTec, Inc. Amended and Restated 2011 Employee Stock Purchase Plan.

Ladies and Gentlemen,

On or about the date hereof, MasTec, Inc., a Florida corporation (the "Company"), transmitted for filing with the Securities and Exchange Commission (the "Commission") a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"). The Registration Statement relates to the offering and sale by the Company of up to an aggregate of 1,000,000 shares of the Company's common stock, par value \$0.10 per share ("Common Stock"), under the MasTec, Inc. Amended and Restated 2011 Employee Stock Purchase Plan (as amended to date, the "Plan"). We have acted as counsel to the Company in connection with the preparation and filing of the Registration Statement.

In connection therewith, we have examined and relied upon the original or a copy, certified to our satisfaction, of: (i) the Company's Amended and Restated Articles of Incorporation and Bylaws, each as amended to the date hereof; (ii) records of corporate proceedings of the Company related to the Plan; (iii) the Registration Statement and exhibits thereto; and (iv) such other documents and instruments as we have deemed necessary for the expression of the opinions contained herein. In making the foregoing examinations, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as certified or photocopies. As to various questions of fact material to this opinion, we have relied, to the extent we deemed reasonably appropriate, upon representations of officers or directors of the Company and upon documents, records and instruments furnished to us by the Company, without independently checking or verifying the accuracy of such documents, records and instruments.

Based upon the foregoing examination and assuming that (i) the Company reserves for issuance under the Plan an adequate number of authorized and unissued shares of Common Stock and (ii) the consideration required to be paid in connection with the issuance and sale of shares of Common Stock under the Plan is actually received by the Company as provided in the Plan, we are of the opinion that the shares of Common Stock issued under the Plan will be duly authorized, validly issued, fully paid and nonassessable.

This opinion is rendered solely in connection with the transactions covered hereby, is limited to the matters stated herein, and no opinions may be implied or inferred beyond the matters expressly stated herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we come within the category of persons whose consent is required by Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

The opinions expressed herein are specifically limited to the laws of the State of Florida and the federal laws of the United States of America and are as of the date hereof. We assume no obligation to update or supplement such opinions to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Sincerely,

GREENBERG TRAURIG, P.A.

By: /s/ Drew M. Altman, Esq.

Drew M. Altman, Esq.

Consent of Independent Registered Public Accounting Firm

MasTec, Inc.
Miami, Florida

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated July 31, 2015, relating to the consolidated financial statements and the effectiveness of MasTec, Inc.'s internal control over financial reporting appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2014. Our report on the effectiveness of internal control over financial reporting expresses an adverse opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2014.

/s/ BDO USA, LLP

Miami, Florida

January 20, 2016