

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

65-0829355

(State or Other Jurisdiction of  
 Incorporation or Organization)

(I.R.S. Employer  
 Identification No.)

3155 N.W. 77th Avenue  
 Miami, FL 33122-1205  
 (305) 599-1800

(Address, Including Zip Code, of Registrant's Principal Executive Offices)

1994 Stock Incentive Plan

(Full Title of Plans)

Jose Sariego, Esq.  
 Senior Vice President - General Counsel  
 MasTec, Inc.

3155 N.W. 77th Avenue  
 Miami, FL 33122-1205

(Name and Address, Including Zip Code, of Agent for Service)

(305) 406-1954

(Telephone Number, Including Area Code, of Agent for Service)

With copies to:  
 Geoffrey MacDonald, Esq.  
 Stearns Weaver Miller Weissler  
 Alhadeff & Sitterson, P.A.  
 150 West Flagler Street, Suite 2200  
 Miami, Florida 33130  
 (305) 789-3522

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(2)
Common Stock, par value \$.10 per share	1,000,000	\$69.6875	\$69,687,500	\$18,397.50

- (1) This Registration Statement shall also cover any additional shares of Common Stock which may become issuable under the 1994 Stock Incentive Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of outstanding shares of Common Stock.
- (2) Estimated solely for purpose of calculating the registration fee pursuant to Rule 457(h) on the basis of the average of the high and low prices of the Common Stock on the New York Stock Exchange as of a date within five business days prior to the date of filing of this Registration Statement.

EXPLANATORY NOTE

On February 7, 2000, the Board of Directors of MasTec, Inc. (the "Company"), approved an amendment to the Company's 1994 Stock Incentive Plan (the "1994 Plan") to increase the maximum number of shares of the Company's Common Stock, par value \$.10 per share (the "Common Stock"), that may be issued under the 1994 Plan by 1,000,000 shares and to make certain other related amendments thereto. The Company's shareholders approved these amendments at the Company's Annual Meeting of Shareholders on May 17, 2000. This Registration

Statement has been filed to register the additional 1,000,000 shares of Common Stock issuable pursuant to shares or options to be granted under the 1994 Plan, as amended.

The additional shares to be registered by this Registration Statement are of the same class as those securities covered by the Company's previously filed Registration Statement on Form S-8 filed on July 2, 1997 and amended by Post-Effective Amendment No. 1 thereto filed on July 31, 1998 (Registration No. 333-30647) (the "Earlier Registration Statement"). Pursuant to General Instruction E to Form S-8, the contents of the Earlier Registration Statement are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed herewith:

Exhibit Number	Description
5.1	Opinion of Stearns Weaver Miller Weissler Alhadeff & Sitterson P.A.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Arthur Andersen.
23.3	Consent of Stearns Weaver Miller Weissler Alhadeff & Sitterson P.A. (included in Exhibit 5.1 above).
24.1	Power of Attorney (set forth on 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 Miami, State of Florida on the 9th day of June, 2000.

MASTEC, INC.

By: /s/ Carmen M. Sabater

-----  
 Carmen M. Sabater  
 Senior Vice President and Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Carmen M. Sabater and Jose Sariago, his or her true and lawful attorneys-in-fact and agents, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission granting unto said attorneys-in-fact and agents, 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 or she might or could do in person, hereby ratifying and confirming and confirming all that said attorneys-in-fact and agents or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/Jorge Mas ----- Jorge Mas	Chairman of the Board of Directors	June 9, 2000
/s/Joel-Tomas Citron ----- Joel-Tomas Citron	Vice-Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer)	June 9, 2000
/s/Carmen M. Sabater ----- Carmen M. Sabater	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	June 9, 2000
/s/Arlene Vargas ----- Arlene Vargas	Vice President and Controller (Principal Accounting Officer)	June 9, 2000
/s/Joseph P. Kennedy, II ----- Joseph P. Kennedy, II	Director	June 9, 2000
/s/Arthur B. Laffer ----- Arthur B. Laffer	Director	June 9, 2000
/s/Olaf Olafsson ----- Olaf Olafsson	Director	June 9, 2000
/s/William L. Shiebler ----- William L. Shiebler	Director	June 9, 2000
/s/Jose S. Sorzano ----- Jose S. Sorzano	Director	June 9, 2000

EXHIBIT INDEX

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LAW OFFICES  
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ALAN H. FEIN	JIMMY L. MORALES	DENNIS R. TURNER
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 -----  
 (954) 462-9500

June 9, 2000

Jose Sariego, Esq.  
 Senior Vice President - General Counsel  
 MasTec, Inc.  
 3155 N.W. 77th Avenue  
 Miami, Florida 33122-1205

Re: MasTec, Inc.  
 Registration Statement on Form S-8

Dear Mr. Sariego:

As counsel to MasTec, Inc., a Florida corporation (the "Corporation"), we have examined the Articles of Incorporation and Bylaws of the Corporation, as well as such other documents and proceedings as we have considered necessary for the purposes of this opinion. We have also examined and are familiar with the Corporation's Registration Statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, relating to 1,000,000 shares of the Corporation's common stock, par value \$.10 per share (the "Common Stock"), issuable by the Corporation pursuant to the Corporation's 1994 Incentive Stock Option Plan (the "Plan").

In rendering this opinion, we have assumed, without independent investigation: (i) the authenticity of all documents submitted to us as originals; (ii) the conformity to original documents of all documents submitted to us as certified or photostatic copies and (iii) the genuineness of all signatures. In addition, as to questions of fact material to the opinions expressed herein, we have relied upon such certificates of public officials, corporate agents and officers of the Corporation and such other certificates as we deemed relevant.

Based upon the foregoing, and having regard to legal considerations which we deem relevant, we are of the opinion that following the issuance and delivery of the Common Stock by the Corporation under the Plan, against payment of adequate consideration therefor to the Corporation in accordance with the terms of the Plan, the Common Stock will be validly issued, fully paid and non-assessable.

This opinion is intended solely for the Corporation's use in connection with the registration of the Common Stock and may not be relied upon for any other purpose or by any other person. This opinion may not be quoted in whole or in part or otherwise referred to or furnished to any other person except in response to a valid subpoena. This opinion is limited to the matters expressly stated

herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein. This opinion is rendered as of the date hereof, and we assume no obligation to update or supplement such opinion to reflect any facts

or circumstances that may hereafter come to our attention or any changes in facts or law that may hereafter occur.

We hereby consent to the inclusion of this opinion letter as an exhibit to the Registration Statement.

Very truly yours,

/s/ Stearns Weaver Miller Weissler Alhadeff &  
Sitterson, P.A.  
STEARNS WEAVER MILLER WEISSLER  
ALHADEFF & SITTERSON, P.A.

STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.

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 January 26, 2000 relating to the financial statements of MastTec, Inc., which appear in MastTec, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1999.

/s/ PricewaterhouseCoopers, LLP

Miami, Florida  
June 8, 2000

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in the Registration Statement on Form S-8 of MasTec, Inc., of our report dated March 31, 1999, on our audits of the consolidated financial statements as of December 31, 1998, and for the year then ended, of Sintel, S.A., a subsidiaries.

/s/ Arthur Andersen

ARTHUR ANDERSEN  
Madrid, Spain  
June 8, 2000