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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): November 20, 2009

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**MASTEC, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**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 S. Douglas Road, 12<sup>th</sup> 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)

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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 2.01 Completion of Acquisition or Disposition of Assets.**

**ITEM 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off- Balance Sheet Arrangement of a Registrant.**

On November 20, 2009 (the "Closing Date"), MasTec, Inc., a Florida corporation ("MasTec", "we", "us" or "our"), through its wholly-owned subsidiary, Precision Acquisition, LLC, a Wisconsin limited liability company ("Buyer"), completed its previously announced acquisition (the "Acquisition") of all of the issued and outstanding membership interests in Precision Pipeline LLC, a Wisconsin limited liability company ("Precision Pipeline"), and Precision Transport Company, LLC, a Wisconsin limited liability company ("Transport") and, together with Precision Pipeline, "Precision" or the "Companies", pursuant to that certain Membership Interest Purchase Agreement, dated November 3, 2009 (the "Purchase Agreement"), by and among MasTec, Buyer, the Companies and the sellers named therein (the "Sellers"). Precision is a natural gas, crude oil and refined products transmission pipeline infrastructure services provider in North America.

Pursuant to the Purchase Agreement, on the Closing Date, Buyer paid to the Sellers approximately \$132 million in cash, of which \$15 million will be held for a period of 18 months following the Closing Date pursuant to the terms of an escrow agreement to fund the Sellers' potential indemnification obligations under the Purchase Agreement. As previously reported, Buyer will pay to Sellers an earn out over five years (the "Earn-Out") equal to 40% of Precision's EBITDA (as defined in the Purchase Agreement) for the last two months of 2009 and 30% of Precision's annualized EBITDA in excess of \$35 million for the remainder of the Earn-Out period, payable, at MasTec's option, in cash or, under certain circumstances, shares of MasTec's common stock, par value \$0.10 per share, or a combination thereof.

As of the Closing Date, the Companies had approximately \$33.6 million in outstanding indebtedness, of which approximately \$11.6 million is guaranteed by the Sellers (the "Seller Guarantees"). Pursuant to the Purchase Agreement, the Companies and MasTec must use commercially reasonable efforts to have the Sellers released from the Seller Guarantees, and MasTec and the Companies have agreed to indemnify the Sellers from any liability related to or arising out of the Seller Guarantees. Additionally, MasTec anticipates that it will guarantee substantially all of the Companies' outstanding indebtedness.

The foregoing description of the Purchase Agreement is only a summary and is qualified in its entirety by reference to the full text of the Purchase Agreement, which was previously filed with the Securities and Exchange Commission (the "Commission") on November 4, 2009 as Exhibit 10.1 to MasTec's Current Report on Form 8-K.

**ITEM 7.01 Regulation FD Disclosure.**

On November 23, 2009, MasTec issued a press release regarding the Acquisition. A copy of that press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The information contained in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed "filed" with the Commission nor incorporated by reference in any registration statement filed by the Company under the Securities Act of 1933, as amended.

**ITEM 9.01 Financial Statements and Exhibits.**

**(a) Financial Statements of Businesses Acquired.**

The audited financial statements required by this Item 9.01(a) are incorporated herein by reference to Exhibit 99.2 to MasTec's Current Report on Form 8-K, filed with the Commission on November 4, 2009. The unaudited interim financial statements required by this Item 9.01(a) will be filed by amendment not later than 71 calendar days after the date that this Form 8-K must be filed.

**(b) Pro Forma Financial Information.**

The financial information required by this Item 9.01(b) will be filed by amendment not later than 71 calendar days after the date that this Form 8-K must be filed.

**(c) Shell Company Transactions.**

Not applicable.

**(d) Exhibits.**

99.1 Press Release dated November 23, 2009.

**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: November 23, 2009

By: /s/ C. Robert Campbell

Name: C. Robert Campbell

Title: Executive Vice President and  
Chief Financial Officer

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated November 23, 2009.

**Contact:**

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**For Immediate Release****MasTec Closes Precision Pipeline, LLC Acquisition**

**Coral Gables, FL** (November 23, 2009) — MasTec, Inc. (NYSE: MTZ) today announced that it has completed the acquisition of Precision Pipeline, LLC, and its related affiliate. The transaction included a payment of \$132 million in cash, the assumption of \$34 million of Precision's debt and an earnout.

The acquisition extends MasTec's presence into the interstate pipeline industry and will complement MasTec's existing energy infrastructure service offerings, which include natural gas gathering systems, mid-stream pipelines, processing plants and compression stations. The acquisition also expands MasTec's pipeline geographical coverage. With the acquisition of Precision, MasTec becomes one of the leading pipeline contractors nationwide, capable of providing end-to-end construction services to oil and gas producers, as well as to mid-stream and interstate natural gas and petroleum pipeline operators.

MasTec believes that U.S. energy policy goals will continue to favor clean, domestic sources of energy and the Company expects to be a leading player in that effort in both renewable energy and natural gas pipeline construction. With recent developments in drilling and completion technologies for oil and gas, particularly the new shale gas fields, MasTec expects new production fields to be developed and old fields to be expanded. MasTec expects that the resulting incremental production will provide continuing construction opportunities as oil and gas producers and pipeline operators move oil, gas and refined products to markets via pipelines.

Precision has experienced significant growth over the past several years and generated \$303 million of revenue and \$37 million in EBITDA in 2007 and \$507 million of revenue and \$93 million in EBITDA in 2008. For the full year of 2009, Precision estimates revenue of slightly less than \$300 million and EBITDA of about \$60 million. As of September 30, 2009, Precision had over \$500 million in backlog.

Jose Mas, MasTec's President and CEO noted, "We are very pleased with the acquisition of Precision. Precision's strong management team and dedicated workforce will provide MasTec with additional capacity and exposure to the natural gas and petroleum industry in markets which we expect will show significant profitable growth in the years to come."

Definitive details of the transaction, along with historical financial information, are included in the 8-K which was recently filed with the SEC.

### Reconciliation of Non-GAAP Disclosures-Unaudited

(In millions)

	2009 (Estimated)	2008	2007
Net income	\$ 44	\$83.3	\$32.2
Depreciation & amortization	10	8.7	4.3
Interest expense, net	2	0.8	0.7
Taxes	4	0.0	0.0
EBITDA	<u>\$ 60</u>	<u>\$92.9</u>	<u>\$37.1</u>

Tables may contain slight summation differences due to rounding.

*This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act. These statements are based on our current expectations and are subject to risks, uncertainties, and other factors, some of which are beyond our control, that are difficult to predict, and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. Important factors that could cause actual results to differ materially from those in forward-looking statements include: Precision's backlog is subject to cancellation and unexpected adjustments and is an uncertain indicator of future operating results, our ability to retain qualified personnel and key management, integrate Precision with MasTec within the expected timeframes and achieve the revenue, cost savings and earnings levels from the acquisition at or above the levels projected; our ability to maintain and grow the customer relationship with Precision's two principal customers and/or replace such contracts or otherwise obtain new business; delays associated with any of Precision's projects; the demand for oil and natural gas; the timing and extent of fluctuations in geographic, weather, equipment and operational factors affecting the oil and gas industry; the impact of any Precision liabilities that are unknown to us; our dependence on a limited number of customers; the ability of our customers, including our largest customers, to terminate or reduce the amount of work, or in some cases prices paid for services on short or no notice under our contracts; the impact of Precision's unionized workforce on our operations, including labor availability and relations; liabilities associated with Precision's multiemployer union pension plans, including underfunding liabilities; further or continued economic downturns, reduced capital expenditures, reduced financing availability, customer consolidation and technological and regulatory changes in the industries we serve; market conditions, technical and regulatory changes that affect our customers' industries; our ability to retain qualified personnel and key management from acquired businesses, enforce any noncompetition agreements, integrate acquired businesses within expected timeframes and achieve the revenue, cost savings and earnings levels from such acquisitions at or above the levels projected; the impact of the American Recovery and Reinvestment Act of 2009 and any similar local or state regulations affecting renewable energy, transmission, broadband and related projects and expenditures; the effect of state and federal regulatory initiatives, including costs of compliance with existing and future environmental requirements; our ability to attract and retain qualified managers and skilled employees; increases in fuel, maintenance, materials, labor and other costs; any liquidity issues related to our securities held for sale; any adverse determination of any claim, lawsuit or proceeding; the highly competitive nature of our industry; the adequacy of our insurance, legal and other reserves and allowances for doubtful accounts; any exposure related to our divested state Department of Transportation projects and assets; restrictions imposed by our credit facility, senior notes and any future loans or securities; any dilution or stock price volatility which shareholders may experience in connection with shares we may issue as consideration for earn-out obligations in connection with past or future acquisitions, including in connection with our acquisition of Precision, or conversions of convertible notes or other stock issuances; the outcome of our plans for future operations, growth, and services, including backlog and acquisitions; and the other factors referenced in the reports we furnish to and file with the SEC. We do not undertake any obligation to update forward-looking statements.*