

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**SCHEDULE TO/A**  
(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 1)\*

**MASTEC, INC.**  
*(Name of Subject Company(Issuer))*

**MASTEC, INC.**  
*(Names of Filing Person (offeror))*

4.00% Senior Convertible Notes due 2014

4.25% Senior Convertible Notes due 2014  
*(Title of Class of Securities)*

576323AG4  
576323AH2 (Restricted) and 576323AJ8 (Unrestricted)  
*(CUSIP Number of Class of Securities)*

Alberto de Cardenas, Esq.  
Executive Vice President & General Counsel  
800 S. Douglas Road, 12<sup>th</sup> Floor  
Coral Gables, Florida 33134  
(305) 599-1800

*(Name, address and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)*

*Copies of communications to:*

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CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$215,000,000	\$15,329.50

\* Estimated solely for purposes of determining the amount of the filing fee. The Amount assumes the exchange of \$115,000,000 aggregate principal amount of MasTec, Inc.'s 4.00% Senior Convertible Notes due 2014 and \$100,000,000 aggregate principal amount of MasTec, Inc.'s 4.25% Senior Convertible Notes due 2014.

\*\* Registration fee previously paid in connection with MasTec, Inc.'s Registration Statement on Form S-4 (No. 333-170834 filed November 24, 2010). The amount of the filing fee has been calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals \$71.30 for each \$1,000,000 of the value of this transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: 15,329.50  
Form or Registration No.: 333-170834  
Filing Party: MasTec, Inc.  
Date Filed: November 24, 2010

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1  
 issuer tender offer subject to Rule 13(e)-4  
 going-private transaction subject to Rule 13(e)-3  
 amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of a tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13(e)-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO ("Schedule TO") originally filed on November 24, 2010 by MasTec, Inc., a Florida corporation ("MasTec" or the "Company"), relating to the Company's offer to exchange (the "Exchange Offer"):

- for the Company's issued and outstanding 4.00% Senior Convertible Notes due 2014, of which \$115.0 million aggregate principal amount is outstanding (the "Original 4.00% Notes"), up to \$115.0 million in aggregate principal amount of its 4.00% Senior Convertible Notes due 2014 (the "New 4.00% Notes") plus an exchange fee of \$2.50 per \$1,000 in principal amount of the Original 4.00% Notes validly tendered, accepted and not withdrawn; and
- for the Company's issued and outstanding 4.25% Senior Convertible Notes due 2014, of which \$100.0 million aggregate principal amount is outstanding (the "Original 4.25% Notes" and together with the Original 4.00% Notes, the "Original Notes"), up to \$100.0 million in aggregate principal amount of its 4.25% Senior Convertible Notes due 2014 (the "New 4.25% Notes" and together with the New 4.00% Notes, the "New Notes") plus an exchange fee of \$2.50 per \$1,000 in principal amount of the Original 4.25% Notes validly tendered, accepted and not withdrawn.

The Exchange Offer is upon the terms and subject to the conditions contained in the preliminary prospectus (as the same may be amended or supplemented from time to time, the "Prospectus"), and the related Letter of Transmittal (the "Letter of Transmittal"), each of which forms a part of the Company's Registration Statement on Form S-4 (No. No. 333-170834) filed with the Securities and Exchange Commission (the "Commission") on November 24, 2010 (the "Form S-4"), as amended by Amendment No. 1 to the Form S-4 filed with the Commission on December 15, 2010, as amended (the "Registration Statement").

All of the information set forth in the Registration Statement and the Prospectus or other amendment thereto related to the Exchange Offer hereafter filed by the Company with the Commission, is hereby incorporated by reference into this Issuer Tender Offer Statement on Schedule TO in answer to Items 1 through 11 of this Schedule TO.

This Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

**Items 1 through 11.**

Not Applicable

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**Item 12. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(i)	Preliminary Prospectus, dated December 15, 2010 (incorporated by reference from the Registration Statement)
(a)(1)(ii)	Form of Letter of Transmittal (incorporated by reference from Exhibit 99.1 of the Registration Statement)
(a)(1)(iii)	Form of Notice of Guaranteed Delivery (incorporated by reference from Exhibit 99.2 of the Registration Statement)
(a)(1)(iv)	Form of Letter to Clients (incorporated by reference from Exhibit 99.3 of the Registration Statement)
(a)(1)(v)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees (incorporated by reference from Exhibit 99.4 of the Registration Statement)
(a)(2), (3)	None
(a)(4)	Preliminary Prospectus, dated December 15, 2010 (incorporated by reference from the Registration Statement)
(a)(5)(i)*	Press Release, dated November 24, 2010
(a)(5)(ii)	Press Release, dated December 15, 2010
(b), (d), (f), (g), (h)	None

\* Previously filed as an exhibit to the Schedule TO filed on November 24, 2010

**Item 13. Information Required by Schedule 13E-3**

Not applicable.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 15, 2010

**MASTEC, INC.**

By: \_\_\_\_\_ /s/ ALBERTO DE CARDENAS  
Alberto de Cardenas  
Executive Vice President,  
General Counsel and Secretary



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**For Immediate Release**

**MasTec Amends Exchange Offer for its 4.00% and 4.25%  
Senior Convertible Notes Due 2014**

**Coral Gables, FL** (December 15, 2010) — MasTec, Inc. (NYSE: MTZ) announced today it has amended its offer to exchange 100% of its currently outstanding senior convertible notes ("Old Notes") for new notes that are substantially similar in all material terms, except the new notes will have an optional physical, cash or combination settlement feature and will contain certain conditional conversion features ("New Notes"). The amendment, among other matters, reduces the minimum tender condition applicable to the exchange offer, amends certain of the conversion settlement mechanics applicable to the New Notes and extends the expiration time for the exchange offer. The full terms of the exchange offer, a description of the New Notes and the material differences between the New Notes and the Old Notes and other information relating to the exchange offer and MasTec are set forth in the amended registration statement, including the prospectus included therein, filed with the Securities and Exchange Commission on December 15, 2010.

The Company is offering to exchange the Old Notes for New Notes in an attempt to minimize the potential dilution associated with conversions of the notes.

The expiration date for the exchange offer is 12:00 midnight, New York City time, on December 22, 2010, unless extended by MasTec in its sole discretion.

Barclays Capital and Morgan Stanley are acting as co-dealer managers for the exchange offer.

*A registration statement on Form S-4 relating to the New Notes has been filed with the Securities and Exchange Commission but has not yet become effective. The New Notes may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such State.*



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#### Forward-Looking Statements

Certain matters discussed in this press release are forward-looking statements regarding the timing of the exchange offer and MasTec's anticipated use of cash in connection with settlements of the New Notes in attempt to minimize potential dilution. MasTec's ability to complete the exchange offer will depend on, among other things, market conditions, investor acceptance of the offer, effectiveness of the registration statement and the satisfaction of the other conditions to the offer discussed in the prospectus. MasTec's anticipated use of cash in connection with any settlements of New Notes will depend on, among other things, applicable laws and contractual obligations, including its credit facility. There can be no assurance that MasTec will complete the exchange offer on the anticipated terms, or at all.