

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): **November 12, 2014**

**MYR GROUP INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-08325**  
(Commission  
File Number)

**36-3158643**  
(I.R.S. Employer  
Identification No.)

**1701 Golf Road, Suite 3-1012**  
**Rolling Meadows, IL**  
(Address of principal executive offices)

**60008-4210**  
(ZIP Code)

Registrant's telephone number, including area code: **(847) 290-1891**

**None**  
(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 7.01        Regulation FD Disclosure.**

On November 12, 2014, MYR Group Inc. (“MYR”) posted presentation materials on the investor relations section of MYR’s website at <http://investor.myrgroup.com/events.cfm>. Members of MYR’s management may use all or portions of these materials from time to time during the quarter ending December 31, 2014 in meetings with or when making presentations to the investment community, current or potential stakeholders and others. The presentation materials are furnished herewith as Exhibit 99.1.

The information contained in the presentation materials is summary information that should be considered in the context of MYR’s filings with the Securities and Exchange Commission and other public announcements that MYR may make by press release or otherwise from time to time.

This information is not deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01        Financial Statements and Exhibits.**

(d)        The following exhibit is being furnished with this Current Report on Form 8-K.

99.1       MYR Group Inc. Investor Presentation 2014 Third Quarter dated November 2014.

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**SIGNATURE**

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.

**MYR GROUP INC.**

Dated: November 12, 2014

By: /s/ Gerald B. Engen, Jr.

Name: Gerald B. Engen, Jr.

Title: Senior Vice President, Chief Legal Officer and Secretary

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## EXHIBIT INDEX

Exhibit No.	Description
99.1	MYR Group Inc. Investor Presentation 2014 Third Quarter dated November 2014.



# Investor Presentation

2014 Third Quarter

Nasdaq: MYRG | [www.myrgroup.com](http://www.myrgroup.com)



## SAFE HARBOR STATEMENT

Various statements in this presentation, and any oral statements regarding the subject matter of this presentation, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements include those that express a belief, expectation or intention, as well as those that are not statements of historical fact, and may include projections and estimates concerning the timing and success of specific projects and our future revenue, income, backlog, liquidity, capital spending and investments. The forward-looking statements in this presentation are generally accompanied by words such as “estimate,” “project,” “predict,” “believe,” “expect,” “intend,” “anticipate,” “potential,” “possible,” “plan,” “goal,” “objective,” “outlook,” “see,” “may,” “should,” “could,” “appears” or other words that convey the uncertainty of future events or outcomes. The forward-looking statements speak only as of their date and are based on our current expectations and assumptions about future events, including with respect to expected growth, results of operations, performance, business prospects and opportunities and effective tax rates. These statements do not guarantee future performance and actual results may differ materially from these statements. We disclaim any obligation to update these statements, unless required by securities laws, and we caution you not to rely on them unduly. While our management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond our control. These and other important factors, including those discussed under the caption “Forward-Looking Statements” and in Item 1A “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, and in any risk factors or cautionary statements contained in our other filings with the Securities and Exchange Commission, may cause our actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements.

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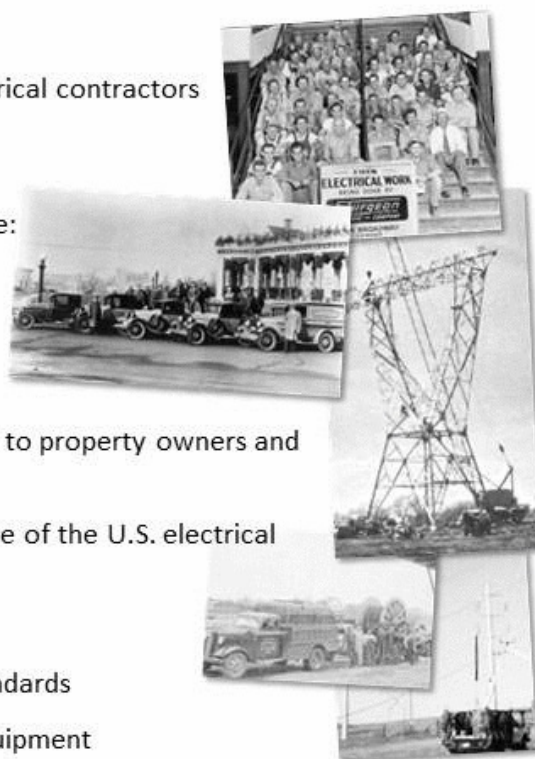
Financial Performance

Investment Outlook

Appendix

## ABOUT MYR GROUP

- MYR Group is a holding company of six specialty electrical contractors
  - Subsidiaries date back to 1891
  - Numerous offices across North America
- Transmission and Distribution (T&D) customers include:
  - Investor Owned Utilities
  - Cooperatives
  - Municipalities
  - Independent Transmission Companies
- Commercial and Industrial (C&I) services are provided to property owners and general contractors in the western United States
- Services include turnkey construction and maintenance of the U.S. electrical infrastructure
- Nationwide network of over 3,400 employees
- Safety performance consistently exceeds industry standards
- Large modern fleet including extensive specialized equipment





## INVESTMENT HIGHLIGHTS

- Strong market position
  - Transmission and Distribution (T&D) - national presence
  - Commercial and Industrial (C&I) - regional presence
- Highly skilled national workforce
- Regulatory environment supports growth
- Favorable industry dynamics providing opportunities for stable and profitable long-term growth
- Significant, major transmission project opportunities
- Strong financial performance, which provides for a healthy balance sheet



COMPANIES:



GREAT SOUTHWESTERN  
CONSTRUCTION, INC.



**Sturgeon**  
ELECTRIC

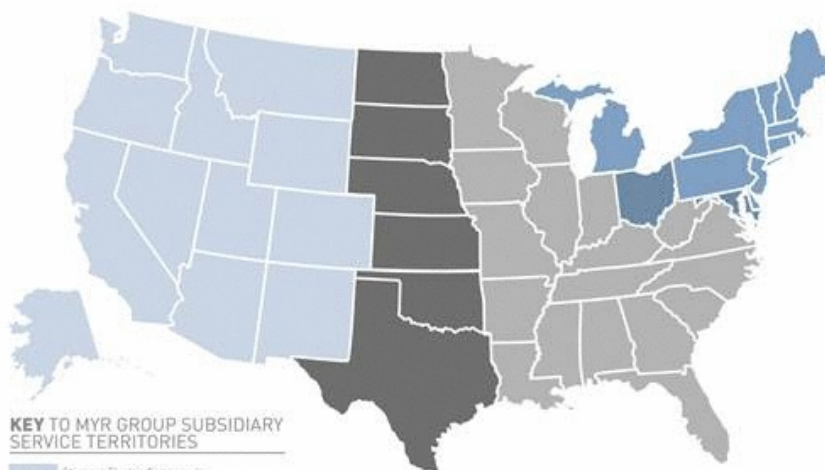


## NATIONWIDE T&D SERVICES

### T & D CAPABILITIES

- Transmission
- Overhead Distribution
- Underground Distribution
- Foundations & Caissons
- Directional Boring
- Substation
- EPC Services
- PCS/Cellular Towers
- Emergency Storm Response
- Fiber Optics

MYR Group provides transmission, distribution and substation services across the U.S. through a network of district and project-specific offices.



KEY TO MYR GROUP SUBSIDIARY SERVICE TERRITORIES

- Sturgeon Electric Company, Inc.
- The L.E. Myers Co.
- Sturgeon Electric Company, Inc. / The L.E. Myers Co.
- Harlan Electric Company
- The L.E. Myers Co. / Harlan Electric Company

Great Southwestern Construction, Inc. and MYR Transmission Services Inc. perform work throughout the entire U.S.

## REGIONAL C&I SERVICES

Regional focus in the Mountain West | A leading contractor in AZ & CO

### C & I CAPABILITIES

- Educational/Medical Centers
- Industrial Facilities
- Water & Wastewater Treatment Plants
- Renovations and Major Additions
- Data Centers
- Technical Services
- Voice, Data & Video Systems
- Transportation / Traffic Signalization
- Airports / Airfield Lighting
- Bridge, Roadway, Tunnel Lighting
- Government & Office Buildings
- Building Automation & Controls
- Telecommunications



## CENTRALIZED FLEET OPERATIONS

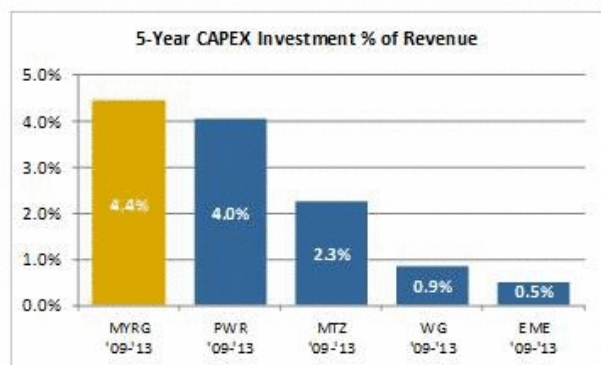
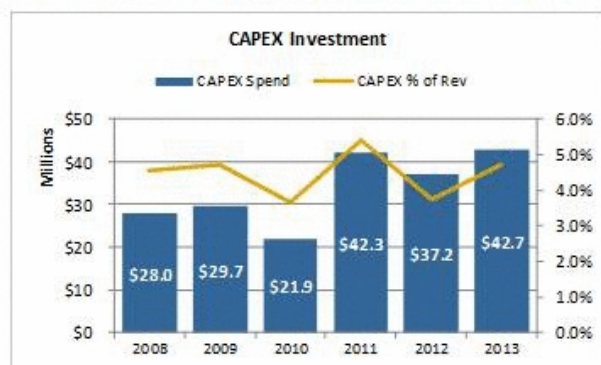


- ★ Centralized Fleet Management
- ★ Regional Support Facilities

MYR Group's centralized fleet management maximizes fleet utilization and creates efficient distribution of fleet resources to projects all across the nation.



## STRATEGIC INVESTMENT IN CAPEX SUPPORTED ORGANIC GROWTH



Source: S&P Capital IQ

### Successful execution of strategy:

Invested in specialty equipment in 2011 - 2013 in anticipation of T&D build-out

Grow top-line revenue organically through expansion of T&D capacity

## REGULATORY ENVIRONMENT SUPPORTS GROWTH

### August 2005 - Energy Policy Act / Revised in 2009 by the American Recovery and Reinvestment Act

- Established minimum reliability standards
- Provided federal permitting and siting authority for transmission lines
- Encouraged investment in infrastructure

### July 2011 - FERC Order 1000 "Transmission Planning and Cost Allocation"

- Intended to facilitate transmission development and lower costs of transmission services
- Could require transmission providers to develop regional transmission plans and cost-allocation methods and to coordinate with neighboring transmission-planning regions
- Could reduce siting and permitting delays, remove the Federal Rights of First Refusal (ROFR) and consider Public Policy Benefits (i.e. Clean Air)

### October 2011 - Federal Government announced creation of an inter-agency Rapid Response Team for Electric Transmission Projects (RRTT)

- Intended to streamline the permitting and review process of electric transmission projects
- Intended to speed project development by coordinating statutory permitting, review and consultation schedules and processes among Federal and State agencies
- 7 major projects have been selected as pilot projects with combined estimated total project costs in excess of \$9 billion

### December 2011 - EPA finalized national standards to reduce mercury and other toxic air pollution from coal and oil-fired power plants

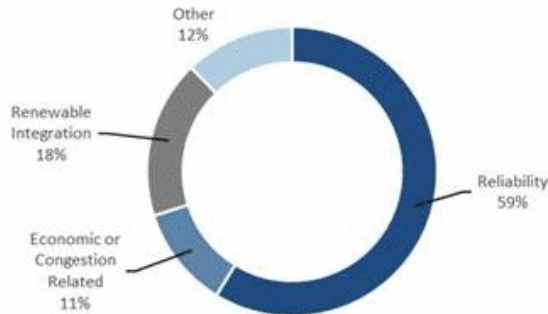
- Planning authorities are being impacted by the Mercury and Air Toxics Standards (MATS)
- Will likely result in substantial power plant retirements around the country by the end of 2015

### 2005 - 2013 - Renewable Portfolio Standards (RPS)

- 30 states with renewable portfolio standards (mandatory); 7 states with renewable energy goals (voluntary) - (Source DSIRE Database)

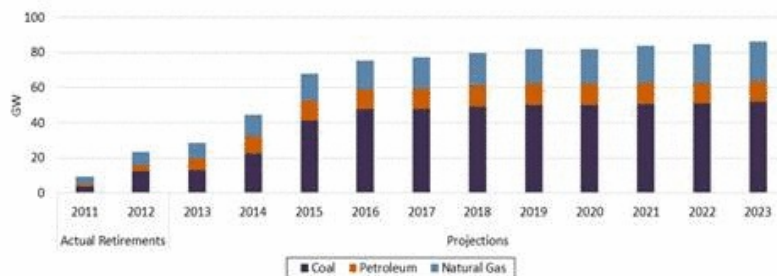
## TRANSMISSION SPENDING

Figure 10: Primary Drivers for New Transmission Projects



"Edison Electric Institute's 2013 Transmission Projects: At a Glance report highlights **more than 150 planned transmission projects totaling about \$51.1 billion planned through 2023**, not including investments in transmission upgrades or replacements to existing facilities, which run several billion dollars annually; although the proposed investment is significant, **the Brattle Group estimates that \$240 billion to \$320 billion will be needed through 2030.**" – Stifel 10/4/13

Figure 14: Actual Retirements and Projected On-Peak Reduction of Coal, Petroleum, and Natural Gas Capacity (2011–2023)<sup>41</sup>



Source: NERC 2013 Long-Term Reliability Assessment

Transmission spending by electrical utilities driven by:

System Reliability

Aging Electric Grid

Connecting Renewables

Plant Retirements

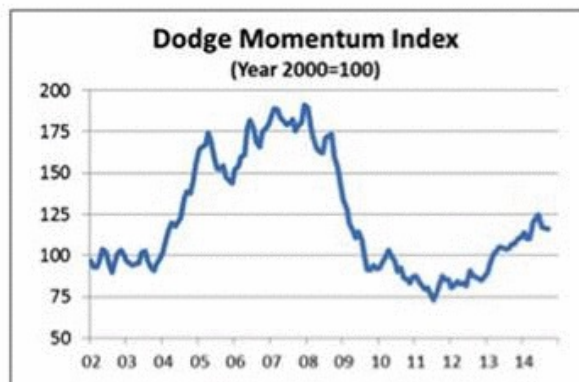
## REGIONAL C&I GROWTH TRENDS

### Dodge Momentum Index – by McGraw-Hill Construction

- 12 month leading indicator of construction spending for nonresidential building
- 91% correlation between construction planning reports and the US Commerce Department's Put in Place spending over the past 10 years
- Used to provide construction starts data to the US Census Bureau for GDP calculation

**"Dodge Momentum Index** - The Dodge Momentum Index fell in September, dropping to 115.8 (2000=100) for the month, down 0.7% from August's reading of 116.6. Despite these setbacks, the Momentum Index **remains 8% higher than a year ago**, indicating that to this point **the upward trend for nonresidential building projects at the planning stage is still present.**"

Source: McGraw Hill Construction Press Release October 7, 2014



### C&I's Strong \$119.7MM Backlog is Driven by:

- Hospitals
- Data Centers
- Airport Projects
- Transportation Work
- Water/Waste Water Upgrades

*"The strong relationship established between the Dodge Momentum Index and construction spending, with its full year of lead time, means that the index is likely to prove extremely valuable to construction industry professionals, as well as economists and Wall Street analysts."*

- McGraw-Hill Construction



## FUTURE GROWTH OPPORTUNITIES

### Organic Growth

- Invest in additional fleet and labor resources to expand capacity
- Leverage extensive bid knowledge and long-term customer relationships to secure future contracts with new and existing customers

### Vertical Integration

- Assess segments of the T&D and C&I markets to bring in-house (e.g., foundation drilling, site clearing, specialty equipment fabrication, environmental controls)

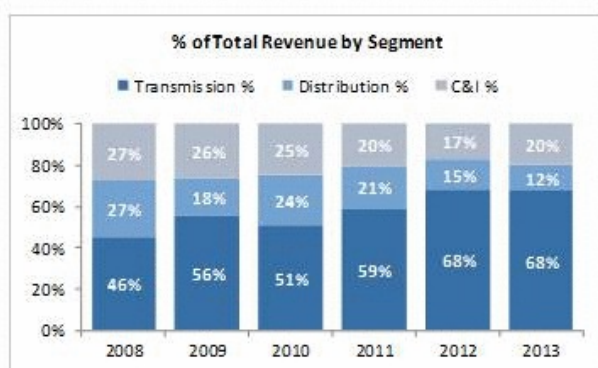
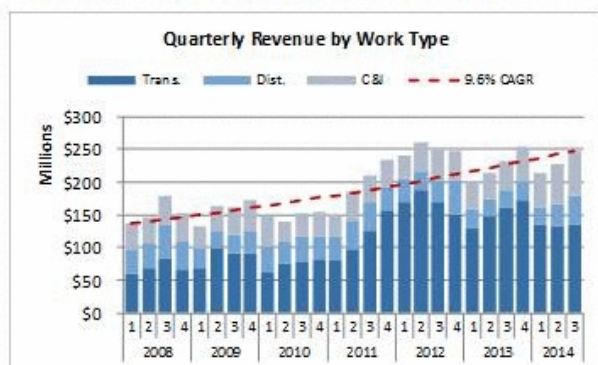
### Horizontal Expansion

- Evaluate other areas of the energy infrastructure market for possible expansion

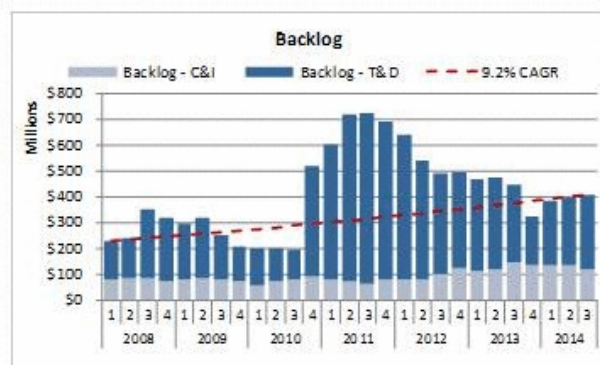
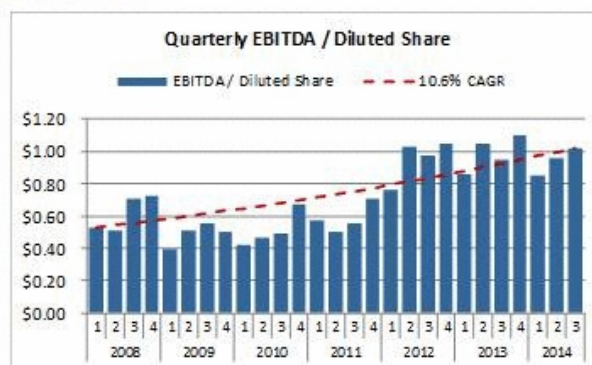
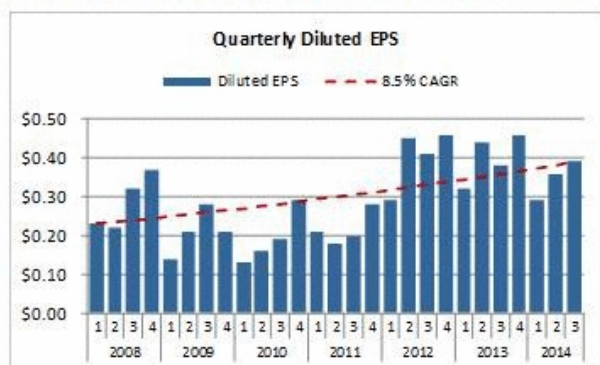
### Geographic Expansion

- Consider the strategic expansion of MYR Group's geographic footprint into favorable markets

## STRONG FINANCIAL PERFORMANCE



## STRONG FINANCIAL PERFORMANCE



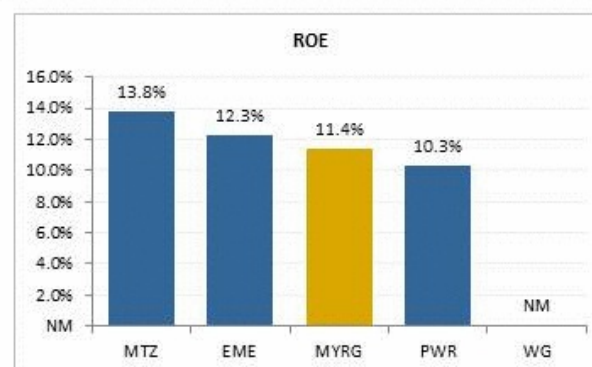
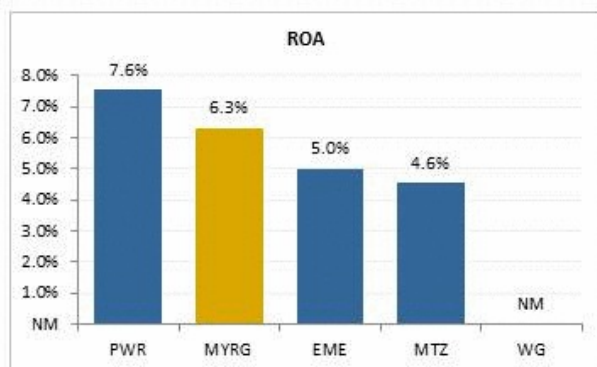
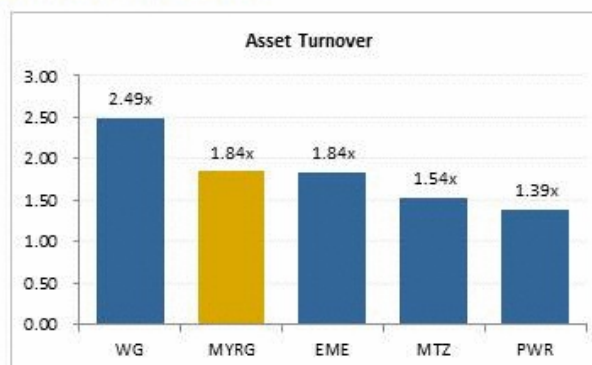
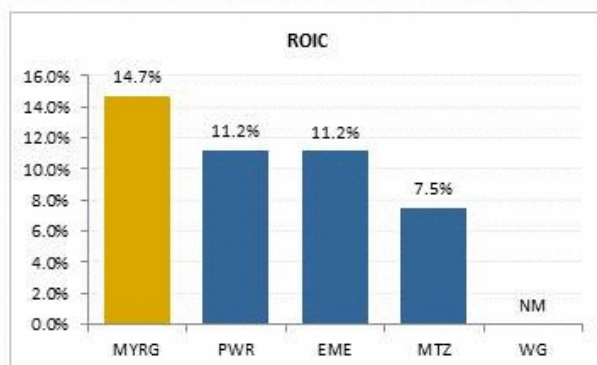
All revenue and backlog growth has been organic

Backlog includes only 90 days of alliance agreements and signed contracts

Not a static business; MYR is constantly marketing to new customers and bidding on new projects

Committed to investing in fleet equipment

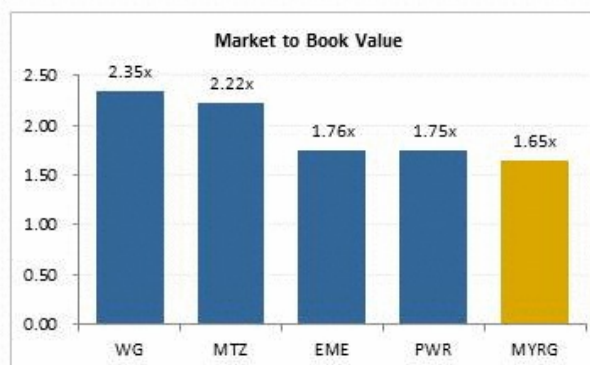
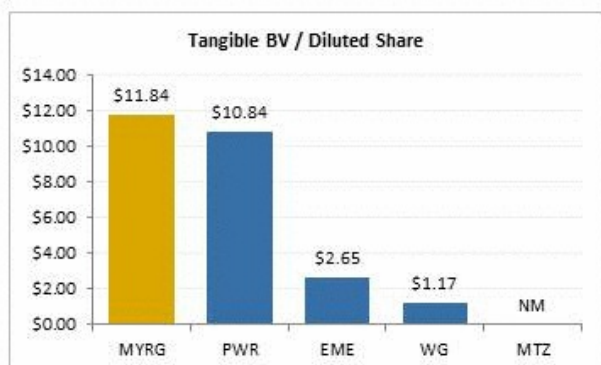
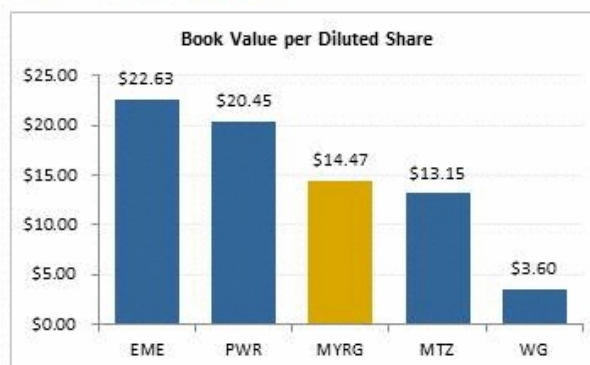
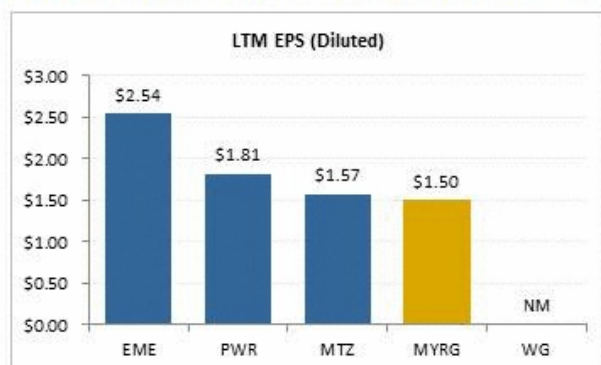
## FINANCIAL PERFORMANCE COMPARISON



Source: S&P Capital IQ - NM (Not Meaningful) reflects negative returns/growth and is ignored for comparison purposes | WG's metrics are as of 06/30/2014

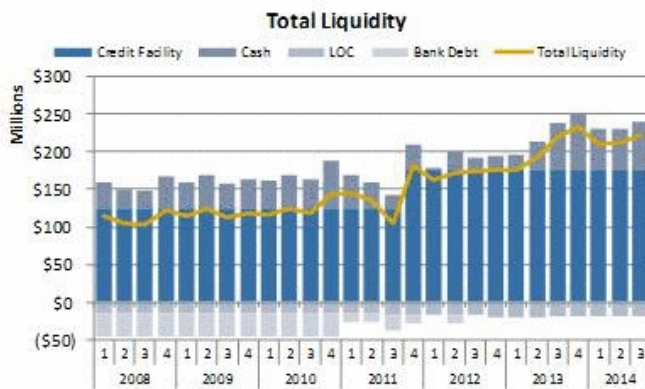


## FUNDAMENTAL FINANCIAL PERFORMANCE

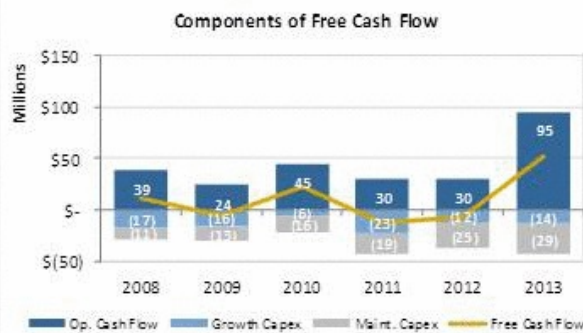


Source: S&P Capital IQ - NM (Not Meaningful) reflects negative returns/growth and is ignored for comparison purposes | WG's metrics are as of 06/30/2014

## BALANCE SHEET STRENGTH



- No funded debt
- Limited goodwill
- Steady growth in tangible net worth
- Large modern fleet including extensive specialty equipment
- Strong liquidity position
- Substantial bonding capacity



## INVESTMENT OUTLOOK

### Proven Strategy Execution

- Solid execution of corporate strategy has solidified MYR Group's position as a market leader in large transmission line construction

### Experienced Management

- Executive Management average 30+ years of industry experience

### Positive Industry Outlook

- Regulatory environment supports growth and numerous market analysts expect escalated spending through year 2020.

### Favorable Growth Prospects

- Opportunities for organic, vertical, horizontal, and geographic growth

### Strong Financial Position

- MYR Group owns a large modern fleet of equipment and has substantial tangible net worth and bonding capacity, coupled with a strong liquidity position

### Centralized Fleet and Corporate Operations

- Centralization allows for greater efficiency and leverage of company resources

# Appendix



## EXPERIENCED MANAGEMENT TEAM

Name	Job Title	Years With MYR	Years Industry Experience
William A. Koertner	President and Chief Executive Officer	16	36
Richard S. Swartz	Senior VP and Chief Operating Officer	32	32
Gerald B. Engen, Jr.	Senior VP, Chief Legal Officer and Secretary	14	31
William H. Green	Senior VP	26	48
Tod Cooper	Senior VP, East	23	25
Paul J. Evans	VP, Chief Financial Officer and Treasurer	2	17
John A. Fluss	Group VP, Large Projects	41	41

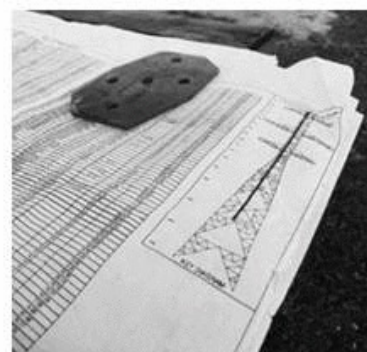


Experienced management team that averages more than 22 years with MYR Group and approximately 33 years in our industry

Operations management averages 37 years of industry experience

Strong corporate culture focused on customer service and safety

Invested in management team for the successful execution of large, multi-year, transmission projects



## MYR GROUP SERVICES



Transmission



Substation



Distribution



Traffic Signalization



Commercial



Industrial



Storm Restoration



Telecommunications



Collector Systems



EPC



Solar Installations



Smart Grid

## MYR GROUP CUSTOMER SAMPLE





## EMERGENCY RESPONSE REVENUE



2005 – Katrina

2008 – Gustav

2008 – Ike

2011 – Irene

2011 – NE  
Snowstorm

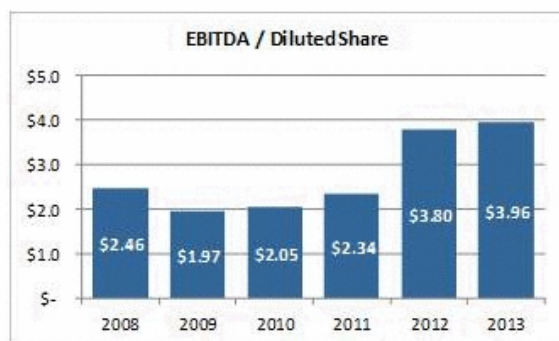
2012 – Sandy

## EBITDA RECONCILIATION

(\$ in Millions, Except Per Share Amounts)\*

	FY						LTM	
	2008	2009	2010	2011	2012	2013	9/30/2014	9/30/2013
Net Income	\$ 23.6	\$ 17.2	\$ 16.1	\$ 18.3	\$ 34.3	\$ 34.8	\$ 32.4	\$ 34.5
Interest Expense, net	0.7	0.6	1.0	0.5	0.8	0.7	0.6	0.6
Provision for Income Taxes	15.5	9.5	9.3	10.8	20.4	20.1	18.8	20.3
Depreciation and Amortization	11.2	13.5	16.3	19.5	25.2	29.2	32.6	28.2
EBITDA	<u>\$ 51.0</u>	<u>\$ 40.8</u>	<u>\$ 42.7</u>	<u>\$ 49.1</u>	<u>\$ 80.7</u>	<u>\$ 84.8</u>	<u>\$ 84.4</u>	<u>\$ 83.6</u>
Diluted Weighted Average Shares Outstanding	20.7	20.7	20.8	21.0	21.2	21.4	21.6	21.4
EBITDA per Diluted Share	\$ 2.46	\$ 1.97	\$ 2.05	\$ 2.34	\$ 3.80	\$ 3.96	\$ 3.92	\$ 3.91
Revenue	\$ 616.1	\$ 631.2	\$ 597.1	\$ 780.4	\$ 999.0	\$ 902.7	\$ 947.6	\$ 895.9

EBITDA is a non-GAAP financial measure that is defined as Earnings Before Income Taxes, Depreciation and Amortization.



Strong  
EBITDA  
Growth

Successful execution  
of organic growth  
strategy

# FINANCIAL RATIO DEFINITIONS

$$\begin{aligned} & \text{LTM Revenue} \\ & \div \text{Total Assets @ beginning of LTM} \\ & = \text{Asset Turnover} \end{aligned}$$

$$\begin{aligned} & \text{LTM Net Income (including discontinued operations \& minority interests)} \\ & \div \text{Total Assets @ beginning of LTM} \\ & = \text{Return on Assets} \end{aligned}$$

$$\begin{aligned} & \text{LTM Net Income (including discontinued operations \& minority interests)} \\ & \div \text{Total Stockholders Equity @ beginning of LTM} \\ & = \text{Return on Equity} \end{aligned}$$

$$\begin{aligned} & \text{Cash used in purchasing property and equipment (5 years)} \\ & \div \text{Revenue (5 years)} \\ & = \text{5-Year CAPEX Investment \% of Revenue} \end{aligned}$$

$$\begin{aligned} & \text{Net cash flow from operating activities} \\ & - \text{Cash used in purchasing property and equipment} \\ & = \text{Free Cash Flow} \end{aligned}$$

$$\begin{aligned} & \text{Book Value (total stockholders' equity)} \\ & \div \text{Weighted Average Diluted Shares} \\ & = \text{Book Value per Diluted Share} \end{aligned}$$

$$\begin{aligned} & \text{(LTM ATNI) - (Dividends + Special Dividends)} \\ & \div \text{Total Capital @ Beginning of LTM (stockholders' equity + net debt)} \\ & = \text{Return on Invested Capital} \end{aligned}$$

$$\begin{aligned} & \text{LTM Diluted EPS} \\ & + \text{LTM Interest expense (income), net, per diluted share} \\ & + \text{LTM Provision for income taxes per diluted share} \\ & + \text{LTM Depreciation and amortization per diluted share} \\ & = \text{LTM EBITDA per Diluted Share} \end{aligned}$$

$$\begin{aligned} & \text{Book Value (total stockholders' equity) per diluted share} \\ & - \text{Goodwill and intangible assets per diluted share} \\ & = \text{Tangible Book Value per Diluted Share} \end{aligned}$$

$$\begin{aligned} & \text{Market Capitalization (S\&P Capital IQ as of 09/30)} \\ & \div \text{Book Value (total stockholders' equity)} \\ & = \text{Market to Book Value} \end{aligned}$$

$$\begin{aligned} & \text{Market Capitalization (S\&P Capital IQ as of 09/30)} \\ & \div \text{Tangible Book Value (S\&P Capital IQ)} \\ & = \text{Market to Tangible Book Value} \end{aligned}$$

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