## 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): May 2, 2018

#### MYR GROUP INC.

(Exact name of registrant as specified in its charter)

**Delaware** 1-08325 36-3158643 (State or Other Jurisdiction (Commission (I.R.S. Employer of Incorporation) File Number) Identification No.) 1701 Golf Road, Suite 3-1012 Rolling Meadows, IL 60008 (Address of Principal Executive Offices) (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)) Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or

revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.  $\Box$ 

Emerging growth company  $\square$ 

#### Item 2.02 Results of Operations and Financial Condition.

On May 2, 2018, MYR Group Inc. issued a press release announcing its financial results for the three months ended March 31, 2018. The press release is furnished hereto as Exhibit 99.1.

This information shall not be 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. Press Release, dated May 2, 2018

#### **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: May 2, 2018 By: /s/ BETTY R. JOHNSON

Name: Betty R. Johnson

Title: Senior Vice President, Chief Financial Officer and Treasurer



#### **MYR Group Inc. Announces First-Quarter 2018 Results**

Rolling Meadows, Ill., May 2, 2018 – MYR Group Inc. ("MYR") (NASDAQ: MYRG), a holding company of leading specialty contractors serving the electric utility infrastructure, commercial and industrial construction markets in the United States and western Canada, today announced its first-quarter 2018 financial results.

#### Highlights

- · First quarter revenues of \$345.6 million, a 15.2% increase year over year
- · First quarter net income of \$5.6 million, or \$0.34 per diluted share
- · Backlog of \$958.5 million, an all-time high

#### **Management Comments**

Rick Swartz, MYR's President and CEO, said "We are pleased with our first-quarter 2018 financial results, which included increases in revenues, gross profit, earnings per share, net income and EBITDA as compared to the first quarter of 2017. Our backlog in the first quarter reached \$958.5 million, a record high consisting of both short and long-term projects with varying construction start dates. We believe our strong market position and active bidding climates in both our T&D and C&I markets should continue to support efficiencies in our operations."

#### **First Quarter Results**

MYR reported first-quarter 2018 revenues of \$345.6 million, an increase of \$45.5 million, or 15.2 percent, compared to the first quarter of 2017. Specifically, the T&D segment reported revenues of \$216.4 million, an increase of \$20.7 million, or 10.6 percent, from the first quarter of 2017, primarily due to an increase in distribution revenue. The C&I segment reported first-quarter 2018 revenues of \$129.2 million, an increase of \$24.8 million, or 23.8 percent, from the first quarter of 2017, primarily due to increased spending from new and existing customers and increased volume on certain organic expansion locations.

Consolidated gross profit increased to \$35.8 million in the first quarter of 2018, compared to \$25.7 million in the first quarter of 2017. The increase in gross profit was primarily due to higher revenues and increased margins. Gross margin increased to 10.3 percent for the first quarter of 2018 from 8.6 percent for the first quarter of 2017. The increase in gross margin was largely due to improvements in efficiency from the prior year, which was significantly impacted by inclement weather and a high mix of smaller, shorter duration work. Changes in estimates of gross profit on certain projects resulted in a gross margin decrease of 0.1 percent for the first quarter of 2018. Gross margin increased 0.4 percent due to changes in estimates of gross profit on certain projects for the first quarter of 2017.

Selling, general and administrative expenses ("SG&A") increased to \$28.3 million in the first quarter of 2018, compared to \$25.8 million in the first quarter of 2017. The year-over-year increase was primarily due to higher bonus and profit sharing costs. As a percentage of revenues, SG&A decreased to 8.2 percent for the first quarter of 2018 from 8.6 percent for the first quarter of 2017.

Income tax expense was \$2.3 million for the first quarter of 2018, with an effective tax rate of 28.9 percent. For the first quarter of 2017 we had an income tax benefit of \$0.4 million, which represented 42.7 percent of pretax income. The effective tax rate for the first quarter of 2018 benefited from the enactment of the United States Tax Cuts and Jobs Act on December 22, 2017. The tax benefit in the first quarter of 2017 was caused by excess tax benefits pertaining to the vesting of stock awards and the exercise of stock options related to the Company's stock compensation program.

For the first quarter of 2018, net income was \$5.6 million, or \$0.34 per diluted share, compared to \$1.2 million, or \$0.07 per diluted share, for the same period of 2017. First-quarter 2018 EBITDA, a non-GAAP financial measure, was \$18.0 million, or 5.2 percent of revenues, compared to \$11.1 million, or 3.7 percent of revenues, in the first quarter of 2017.

#### **Backlog**

As of March 31, 2018, MYR's backlog was \$958.5 million, which represented an increase of \$279.4 million, or 41.1 percent, compared to December 31, 2017. Specifically, in the same period, T&D backlog increased \$101.2 million, or 30.4 percent, to \$434.3 million while C&I backlog increased \$178.2 million, or 51.5 percent, to \$524.2. Total backlog at March 31, 2018 increased \$297.6 million, or 45.0 percent, from the \$660.9 million reported at March 31, 2017. The increase in backlog was primarily due to the addition of the previously announced Denver Central 70 Project and various small and mid-sized T&D projects.

#### **Balance Sheet**

As of March 31, 2018, MYR had \$162.0 million of borrowing availability under its credit facility.

#### **Non-GAAP Financial Measures**

To supplement MYR's financial statements presented in accordance with generally accepted accounting principles in the United States (GAAP), MYR uses certain non-GAAP measures. Reconciliation to the nearest GAAP measures of all non-GAAP measures included in this press release can be found at the end of this release. MYR's definitions of these non-GAAP measures may differ from similarly titled measures used by others. These non-GAAP measures should be considered supplemental to, and not a substitute for, financial information prepared in accordance with GAAP.

MYR believes that these non-GAAP measures are useful because they (i) provide both management and investors meaningful supplemental information regarding financial performance by excluding certain expenses and benefits that may not be indicative of recurring core business operating results, (ii) permit investors to view MYR's performance using the same tools that management uses to evaluate MYR's past performance, reportable business segments and prospects for future performance, (iii) publicly disclose results that are relevant to financial covenants included in MYR's credit facility and (iv) otherwise provide supplemental information that may be useful to investors in evaluating MYR.

#### Conference Call

MYR will host a conference call to discuss its first-quarter 2018 results on Thursday, May 3, 2018, at 9:00 a.m. Central time. To participate in the conference call via telephone, please dial (877) 561-2750 (domestic) or (763) 416-8565 (international) at least five minutes prior to the start of the event. A replay of the conference call will be available through Thursday, May 10, 2018, at 11:59 p.m. Eastern time, by dialing (855) 859-2056 or (404) 537-3406, and entering conference ID 6855529. MYR will also broadcast the conference call live via the internet. Interested parties may access the webcast through the Investor Relations section of MYR's website at www.myrgroup.com. Please access the website at least 15 minutes prior to the start of the call to register, download and install any necessary audio software. The webcast will be available until Thursday, May 10, 2018, at 11:59 P.M. Eastern time.

#### About MYR

MYR is a holding company of leading specialty contractors serving the electric utility infrastructure, commercial and industrial construction markets throughout the United States and western Canada who have the experience and expertise to complete electrical installations of any type and size. Their comprehensive services on electric transmission and distribution networks and substation facilities include design, engineering, procurement, construction, upgrade, maintenance and repair services. Transmission and distribution customers include investor-owned utilities, cooperatives, private developers, government-funded utilities, independent power producers, independent transmission companies, industrial facility owners and other contractors. Commercial and industrial electrical contracting services are provided to general contractors, commercial and industrial facility owners, local governments and developers generally throughout the western and northeastern United States and western Canada. For more information, visit myrgroup.com.

#### **Forward-Looking Statements**

Various statements in this announcement, including those that express a belief, expectation, or intention, as well as those that are not statements of historical fact, are forward-looking statements. The forward-looking statements may include projections and estimates concerning the timing and success of specific projects and our future production, revenue, income, capital spending, segment improvements and investments. Forward-looking statements are generally accompanied by words such as "anticipate," "believe," "encouraged," "estimate," "expect," "intend," "likely," "may," "objective," "outlook," "plan," "possible," "potential," "project," "remain confident," "should" "unlikely," or other words that convey the uncertainty of future events or outcomes. The forward-looking statements in this announcement speak only as of the date of this announcement; we disclaim any obligation to update these statements (unless required by securities laws), and we caution you not to rely on them unduly. We have based these forward-looking statements on our current expectations and assumptions about future events. 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. No forward-looking statement can be guaranteed and actual results may differ materially from those projected. Forward-looking statements in this announcement should be evaluated together with the many uncertainties that affect MYR's business, particularly those mentioned in the risk factors and cautionary statements in Item 1A of MYR's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, and in any risk factors or cautionary statements contained in MYR's subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K.

#### **MYR Group Inc. Contact:**

Betty R. Johnson, Chief Financial Officer, 847-290-1891, <a href="mailto:investorinfo@myrgroup.com">investorinfo@myrgroup.com</a>

#### **Investor Contact:**

Kristine Walczak

Dresner Corporate Services, 312-780-7205, kwalczak@dresnerco.com

Financial tables follow...

## MYR GROUP INC. Consolidated Balance Sheets As of March 31, 2018 and December 31, 2017

(In thousands, except share and per share data)		March 31, 2018		December 31, 2017	
	(ı	ınaudited)			
ASSETS					
Current assets:					
Cash and cash equivalents	\$	1,719	\$	5,343	
Accounts receivable, net of allowances of \$537 and \$605, respectively		256,364		283,008	
Costs and estimated earnings in excess of billings on uncompleted contracts		93,206		78,260	
Current portion of receivable for insurance claims in excess of deductibles		4,366		4,221	
Refundable income taxes, net		<del>_</del>		391	
Other current assets		7,882		8,513	
Total current assets		363,537		379,736	
Property and equipment, net of accumulated depreciation of \$238,112 and \$231,391, respectively		151,570		148,084	
Goodwill		46,988		46,994	
Intangible assets, net of accumulated amortization of \$5,305 and \$5,183, respectively		10,720		10,852	
Receivable for insurance claims in excess of deductibles		14,440		14,295	
Investment in joint ventures		719		168	
Other assets		3,617		3,659	
Total assets	\$	591,591	\$	603,788	
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current liabilities:					
Current portion of capital lease obligations	\$	1,094	\$	1,086	
Accounts payable		105,042		110,383	
Billings in excess of costs and estimated earnings on uncompleted contracts		18,699		28,919	
Current portion of accrued self-insurance		12,452		13,138	
Income taxes payable, net		2,110			
Other current liabilities		42,562		35,038	
Total current liabilities		181,959		188,564	
Deferred income tax liabilities		13,525		13,452	
Long-term debt		67,381		78,960	
Accrued self-insurance		32,046		32,225	
Capital lease obligations, net of current maturities		2,349		2,629	
Other liabilities		903		919	
Total liabilities		298,163		316,749	
Commitments and contingencies					
Stockholders' equity:					
Preferred stock—\$0.01 par value per share; 4,000,000 authorized shares; none issued and outstanding at March 31, 2018 and December 31, 2017		_		_	
Common stock—\$0.01 par value per share; 100,000,000 authorized shares; 16,492,060 and 16,464,757 shares					
issued and outstanding at March 31, 2018 and December 31, 2017, respectively		164		163	
Additional paid-in capital		144,260		143,934	
Accumulated other comprehensive loss		(316)		(299)	
Retained earnings		149,320		143,241	
Total stockholders' equity		293,428		287,039	
Total liabilities and stockholders' equity	\$	591,591	\$	603,788	

# MYR GROUP INC. Unaudited Consolidated Statements of Operations and Comprehensive Income Three Months Ended March 31, 2018 and 2017

	Three months ended March 31,					
(In thousands, except per share data)	2018		2017			
Contract revenues	\$ 345,611	\$	300,129			
Contract costs	309,858		274,389			
Gross profit	 35,753		25,740			
Selling, general and administrative expenses	28,280		25,779			
Amortization of intangible assets	117		188			
Gain on sale of property and equipment	(1,051)		(707)			
Income from operations	 8,407		480			
Other income (expense)						
Interest income	_		1			
Interest expense	(721)		(514)			
Other, net	249		874			
Income before provision for income taxes	 7,935		841			
Income tax expense (benefit)	2,291		(359)			
Net income	\$ 5,644	\$	1,200			
Income per common share:						
—Basic	\$ 0.35	\$	0.07			
—Diluted	\$ 0.34	\$	0.07			
Weighted average number of common shares and potential common shares outstanding:						
—Basic	16,321		16,161			
—Diluted	16,520		16,452			
Net income	\$ 5,644	\$	1,200			
Other comprehensive income (loss):						
Foreign currency translation adjustment	 (17)		(49)			
Other comprehensive income (loss)	(17)		(49)			
Total comprehensive income	\$ 5,627	\$	1,151			

#### MYR GROUP INC.

#### Unaudited Consolidated Statements of Cash Flows Three Months Ended March 31, 2018 and 2017

Three months ended March 31,

Chan flows from operating activities:         Section one         5.64         8.10           Adjustments to reconcile net income to net cash flows provided by operating activities:         9.275         9.588           Admontzation of intangible assets         117         188           Stock-based compensation expense         40         867           Deferred income taxes         40         867           Calin on sale of property and equipment         70         90           Calin on sale of property and equipment         70         90           Changes in operating assets and liabilities         70         90           Changes in operating assets and liabilities         250         12,147           Receivable, net         250         12,151         (2,847)           Receivable for insurance claims in excess of billings on         290         47           Other assets         1,151         2,847           Receivable for insurance claims in excess of deductibles         1,05         1,03           Accounts payable         3,75         1,03           Accounts payable         1,01         7,13           Accrued self insurance         1,05         1,07           We test shill how provided by operating activities         2,03         3,06	(In thousands)		March 31,				
Net income         \$ 5,644         \$ 1,200           Adjustments to reconcile net income to net cash flows provided by operating activities:         9,275         9,558           Amortization of intangible assets         117         188           Stock-based compensation expense         420         867           Deferred income taxes         420         867           Gain on sale of property and equipment         702         93           Changes in operating assets and liabilities         702         93           Accounts receivable ne         26,041         2,147           Costs and estimated earnings in excess of billings on         (25)         (47)           Under assets         (280)         (47)           Other assets         (280)         (47)           Other assets         (290)         (47)           Other assets         (280)         (3,765)         (10,33)           Other liabilities         (85)         1,834         (10,191)         7,134           Accounts payable			2018		2017		
Net income         \$ 5,644         \$ 1,200           Adjustments to reconcile net income to net cash flows provided by operating activities:         9,275         9,558           Amortization of intangible assets         117         188           Stock-based compensation expense         420         867           Deferred income taxes         420         867           Gain on sale of property and equipment         702         93           Changes in operating assets and liabilities         702         93           Accounts receivable ne         26,041         2,147           Costs and estimated earnings in excess of billings on         (25)         (47)           Under assets         (280)         (47)           Other assets         (280)         (47)           Other assets         (290)         (47)           Other assets         (280)         (3,765)         (10,33)           Other liabilities         (85)         1,834         (10,191)         7,134           Accounts payable	Cash flaws from apprating activities						
Adjustments to reconcile net income to net cash flows provided by operating activities:         9,275         9,585           Depreciation and amortization of property and equipment         9,275         9,586           Amortization of intangible assets         117         188           Stock-based compensation expense         420         867           Deferred income taxes         48         143           Gain on sale of property and equipment         (1,051)         (707)           Other non-cash items         702         (93)           Changes in operating assets and liabilities         26,041         12,417           Costs and estimated earnings in excess of billings on         (260)         (47)           Receivable for insurance claims in excess of deductibles         (290)         (47)           Other assets         (290)         (47)           Receivable for insurance claims in excess of deductibles         (290)         (47)           Other assets         (290)         (47)           Accounts payable         (3,765)         (10,33)           Billings in excess of costs and estimated earnings on         (10,191)         7,134           Accrued self insurance         (857)         1,834           Accrued self insurance         (857)         1,834	-	¢	5 644	Ф	1 200		
Depreciation and amortization of property and equipment         9,275         9,588           Amortization of intangible assets         117         188           Stock-based compensation expense         420         867           Deferred income taxes         48         (143)           Gain on sale of property and equipment         (1,051)         (707)           Other non-cash items         702         (93)           Changes in operating assets and liabilities         26,041         12,417           Costs and estimated earnings in excess of billings on uncompleted contracts         (26,041         12,417           Costs and estimated earnings in excess of deductibles         (290)         (47)           Other assets         (290)         (47)           Other assets         (3,765)         (10,33)           Accounts payable         (3,765)         (10,333)           Billings in excess of costs and estimated earnings on uncompleted contracts         (10,191)         7,134           Accrued self insurance         (857)         1,834           Other liabilities         (857)         1,834           Other liabilities         (9666)         (5,679)           Net cash flows provided by operating activities         1,074         937           Proceeds from invest		ψ	5,044	ψ	1,200		
Amortization of intangible assers         117         188           Stock-based compensation expense         40         667           Deferred income taxes         48         (143)           Gain on sale of property and equipment         (1,051)         (707)           Other non-cash items         702         (93)           Changes in operating assets and liabilities         26,041         12,417           Costs and estimated earnings in excess of billings on         (26,041         12,417           Cost and estimated earnings in excess of deductibles         (290)         (47)           Other assets         (290)         (47)           Receivable for insurance claims in excess of deductibles         (290)         (47)           Other assets         (290)         (47)           Other assets costs and estimated earnings on         (10,191)         7,134           Accounts payable         (3,765)         (10,333)           Billings in excess of costs and estimated earnings on         (10,191)         7,134           Accounts payable         (857)         1,834           Other liabilities         (857)         1,834           Other liabilities         (857)         1,834           Other liabilities         (203)         1,506			0 275		0 558		
Stock-based compensation expense         420         867           Deferred income taxes         48         (143)           Gain on sale of property and equipment         (1,051)         (707)           Other non-cash items         702         (93)           Changes in operating assets and liabilities         26,041         12,417           Costs and estimated earnings in excess of billings on         (15,131)         (2,847)           uncompleted contracts         (290)         (47)           Other assets         (290)         (47)           Other assets         (290)         (47)           Other assets         (1,051)         (2,847)           Accounts payable         (3,765)         (10,333)           Billings in excess of costs and estimated earnings on         (1,911)         7,134           Accured self insurance         (857)         1,834           Other liabilities         9,666         (5,679)           Net cash flows provided by operating activities         22,033         13,060           Cash flows from investing activities         (1,497)         (10,002)           Proceeds from sale of property and equipment         1,074         937           Purchases of property and equipment activities         (1,497)         (10,002) </td <td></td> <td></td> <td></td> <td></td> <td></td>							
Deferred income taxes         48         (143)           Gain on sale of property and equipment         (1,051)         (707)           Other non-cash items         702         (93)           Changes in operating assets and liabilities         26,041         12,417           Accounts receivable, net         26,041         12,417           Cots and estimated earnings in excess of billings on uncompleted contracts         (15,131)         (2,847)           Receivable for insurance claims in excess of deductibles         (290)         (47)           Other assets         1,405         (289)           Accounts payable         (3,765)         (10,333)           Billings in excess of costs and estimated earnings on uncompleted contracts         (10,191)         7,134           Accrued self insurance         (857)         1,834           Other liabilities         9,666         (5,679)           Net cash flows provided by operating activities         2,033         13,060           Cash flows from investing activities         1,074         937           Purchases of property and equipment         (14,497)         (10,002)           Net cash flows used in investing activities         (13,423)         (9,065)           Cash flows from financing activities         (11,579)         (19,491) <td></td> <td></td> <td></td> <td></td> <td></td>							
Gain on sale of property and equipment       (1,051)       (707)         Other non-cash items       702       (93)         Changes in operating assets and liabilities       26,041       12,417         Accounts receivable, net       26,041       12,417         Costs and estimated earnings in excess of billings on       (15,131)       (2,847)         Receivable for insurance claims in excess of deductibles       (290)       (47)         Other assets       (290)       (47)         Accounts payable       (3,765)       (10,333)         Billings in excess of costs and estimated earnings on       (10,191)       7,134         uncompleted contracts       (857)       1,834         Accrued self insurance       (857)       1,834         Pucc							
Other non-cash items         702         (93)           Changes in operating assets and liabilities         26,041         12,417           Costs and estimated earnings in excess of billings on uncompleted contracts         (15,131)         (2,847)           Receivable for insurance claims in excess of deductibles         (290)         (47)           Other assets         1,405         (289)           Accounts payable         (3,765)         (10,333)           Billings in excess of costs and estimated earnings on uncompleted contracts         (10,191)         7,134           Accrued self insurance         (857)         1,834           Other liabilities         9,666         5,679           Net cash flows provided by operating activities         22,033         13,060           Cash flows from investing activities         22,033         13,060           Cash flows from sale of property and equipment         1,074         937           Purchases of property and equipment         1,14497         (10,002)           Net cash flows used in investing activities         (13,423)         (9,065)           Cash flows from financing activities         (11,579)         (19,491)           Payments under revolving lines of credit         (11,579)         (19,491)           Payments under revolving lines of credit<					, ,		
Changes in operating assets and liabilities       26,041       12,477         Accounts receivable, net       26,041       12,477         Costs and estimated earnings in excess of billings on uncompleted contracts       (15,131)       (2,847)         Receivable for insurance claims in excess of deductibles       (290)       (47)         Other assets       1,405       (289)         Accounts payable       (3,765)       (10,333)         Billings in excess of costs and estimated earnings on uncompleted contracts       (10,191)       7,134         Accrued self insurance       (857)       1,834         Other liabilities       9,666       (5,679)         Net cash flows provided by operating activities       22,033       13,060         Cash flows from investing activities       1,074       937         Purchases of property and equipment       1,074       937         Purchases of property and equipment       (14,497)       (10,002)         Net cash flows used in investing activities       (13,423)       (9,055)         Cash flows from financing activities       (11,579)       (19,491)         Payment of principal obligations under capital leases       (272)       (268)         Proceeds from exercise of stock options       582       911         Repurchase of							
Accounts receivable, net       26,041       12,417         Costs and estimated earnings in excess of billings on uncompleted contracts       (15,131)       (2,847)         Receivable for insurance claims in excess of deductibles       (290)       (47)         Other assets       1,405       (289)         Accounts payable       (3,765)       (10,333)         Billings in excess of costs and estimated earnings on uncompleted contracts       (10,191)       7,134         Accrued self insurance       (857)       1,834         Other liabilities       9,666       (5,679)         Net cash flows provided by operating activities       22,033       13,060         Cash flows from investing activities       22,033       13,060         Cash flows from sale of property and equipment       1,074       937         Purchases of property and equipment       1,074       937         Purchases of property and equipment       (14,497)       (10,002)         Net repayments under revolving lines of credit       (11,579)       (19,491)         Payment of principal obligations under capital leases       (272)       (268)         Proceeds from exercise of stock options       582       911         Repurchase of common shares       (934)       (2,208)         Net cash flows used			702		(55)		
Costs and estimated earnings in excess of billings on uncompleted contracts         (15,131)         (2,847)           Receivable for insurance claims in excess of deductibles         (290)         (47)           Other assets         1,405         (289)           Accounts payable         (3,765)         (10,333)           Billings in excess of costs and estimated earnings on uncompleted contracts         (10,191)         7,134           Accrued self insurance         (857)         1,834           Other liabilities         9,666         (5,679)           Net cash flows provided by operating activities         22,033         13,060           Cash flows from investing activities         1,074         937           Proceeds from sale of property and equipment         1,074         937           Purchases of property and equipment         1,049         10,002           Net repayments under revolving lines of credit         (11,497)         (10,002)           Proceeds from functing activities:         2         (268)           Proceeds from exercise of stock options         582         911           Payment of principal obligations under capital leases         (272)         (268)           Proceeds from exercise of stock options         582         911           Repurchase of common shares         <			26 041		12 417		
uncompleted contracts         (15,131)         (2,847)           Receivable for insurance claims in excess of deductibles         (290)         (47)           Other assets         1,405         (289)           Accounts payable         (3,765)         (10,333)           Billings in excess of costs and estimated earnings on uncompleted contracts         (10,191)         7,134           Accrued self insurance         (857)         1,834           Other liabilities         9,666         (5,679)           Net cash flows provided by operating activities         22,033         13,060           Cash flows from investing activities         22,033         13,060           Porceeds from sale of property and equipment         1,074         937           Purchases of property and equipment         (14,497)         (10,002)           Net cash flows used in investing activities         (13,423)         (9,065)           Cash flows from financing activities         (13,423)         (9,065)           Porceeds from sunder revolving lines of credit         (11,579)         (19,491)           Payment of principal obligations under capital leases         (272)         (268)           Proceeds from exercise of stock options         582         911           Repurchase of common shares         (934)			20,011		12, 117		
Receivable for insurance claims in excess of deductibles         (290)         (47)           Other assets         1,405         (289)           Accounts payable         (3,765)         (10,333)           Billings in excess of costs and estimated earnings on uncompleted contracts         (10,191)         7,134           Accrued self insurance         (857)         1,834           Other liabilities         9,666         (5,679)           Net cash flows provided by operating activities         22,033         13,060           Cash flows from investing activities:           Proceeds from sale of property and equipment         1,074         937           Purchases of property and equipment         (14,497)         (10,002)           Net cash flows used in investing activities         (13,423)         (9,065)           Cash flows from financing activities         (11,579)         (19,491)           Payment of principal obligations under capital leases         (272)         (268)           Proceeds from exercise of stock options         582         911           Repurchase of common shares         (934)         (2,208)           Net cash flows used in financing activities         (12,203)         (21,056)           Effect of exchange rate changes on cash         (3,624)         (16,007)			(15 131)		(2.847)		
Other assets       1,405       (280)         Accounts payable       (3,765)       (10,333)         Billings in excess of costs and estimated earnings on uncompleted contracts       (10,191)       7,134         Accrued self insurance       (857)       1,834         Other liabilities       9,666       (5,679)         Net cash flows provided by operating activities       22,033       13,060         Cash flows from investing activities:       1,074       937         Purchases of property and equipment       (14,497)       (10,002)         Net cash flows used in investing activities       (13,423)       (9,065)         Cash flows from financing activities:       (11,579)       (19,491)         Payment of principal obligations under capital leases       (272)       (268)         Proceeds from exercise of stock options       582       911         Repurchase of common shares       (934)       (2,208)         Net cash flows used in financing activities       (12,203)       (21,056)         Effect of exchange rate changes on cash       (3)       154         Net decrease in cash and cash equivalents       (3,624)       (10,007)         Cash and cash equivalents:       5,343       23,846							
Accounts payable       (3,765)       (10,333)         Billings in excess of costs and estimated earnings on uncompleted contracts       (10,191)       7,134         Accrued self insurance       (857)       1,834         Other liabilities       9,666       (5,679)         Net cash flows provided by operating activities       22,033       13,060         Cash flows from investing activities:         Proceeds from sale of property and equipment       1,074       937         Purchases of property and equipment       (14,497)       (10,002)         Net cash flows from financing activities       (3,423)       (9,065)         Cash flows from financing activities       (11,579)       (19,491)         Payment of principal obligations under capital leases       (272)       (268)         Proceeds from exercise of stock options       582       911         Repurchase of common shares       (934)       (2,208)         Net cash flows used in financing activities       (12,203)       (21,056)         Effect of exchange rate changes on cash       (31)       154         Net decrease in cash and cash equivalents       (3624)       (16,907)         Cash and cash equivalents:       (3624)       (16,907)							
Billings in excess of costs and estimated earnings on uncompleted contracts       (10,191)       7,134         Accrued self insurance       (857)       1,834         Other liabilities       9,666       (5,679)         Net cash flows provided by operating activities       22,033       13,060         Cash flows from investing activities:       ***         Proceeds from sale of property and equipment       1,074       937         Purchases of property and equipment       (14,497)       (10,002)         Net cash flows used in investing activities       (13,423)       9,065)         Cash flows from financing activities:       ***       (11,579)       (19,491)         Payment of principal obligations under capital leases       (272)       (268)         Proceeds from exercise of stock options       582       911         Repurchase of common shares       (934)       (2,208)         Net cash flows used in financing activities       (12,203)       (21,056)         Effect of exchange rate changes on cash       (362)       (16,907)         Cash and cash equivalents       (3,624)       (16,907)         Cash and cash equivalents       5,343       23,846	Accounts payable						
uncompleted contracts         (10,191)         7,134           Accrued self insurance         (857)         1,834           Other liabilities         9,666         (5,679)           Net cash flows provided by operating activities         22,033         13,060           Cash flows from investing activities:         ***         ***           Proceeds from sale of property and equipment         (14,497)         (10,002)           Net cash flows used in investing activities         (13,423)         (9,065)           Cash flows from financing activities:         ***         ***           Net repayments under revolving lines of credit         (11,579)         (19,491)           Payment of principal obligations under capital leases         (272)         (268)           Proceeds from exercise of stock options         582         911           Repurchase of common shares         (934)         (2,208)           Net cash flows used in financing activities         (12,203)         (21,056)           Effect of exchange rate changes on cash         (31)         154           Net decrease in cash and cash equivalents         (3,624)         (16,907)           Cash and cash equivalents:         5,343         23,846			(,,,		, , ,		
Accrued self insurance       (857)       1,834         Other liabilities       9,666       (5,679)         Net cash flows provided by operating activities       22,033       13,060         Cash flows from investing activities:         Proceeds from sale of property and equipment       1,074       937         Purchases of property and equipment       (14,497)       (10,002)         Net cash flows used in investing activities       (13,423)       9,065         Cash flows from financing activities:       ***         Net repayments under revolving lines of credit       (11,579)       (19,491)         Payment of principal obligations under capital leases       (272)       (268)         Proceeds from exercise of stock options       582       911         Repurchase of common shares       (934)       (2,208)         Net cash flows used in financing activities       (12,203)       (21,056)         Effect of exchange rate changes on cash       (31)       154         Net decrease in cash and cash equivalents       (3,624)       (16,907)         Cash and cash equivalents:       5,343       23,846			(10,191)		7,134		
Net cash flows provided by operating activities       22,033       13,060         Cash flows from investing activities:         Proceeds from sale of property and equipment       1,074       937         Purchases of property and equipment       (14,497)       (10,002)         Net cash flows used in investing activities       (13,423)       (9,065)         Cash flows from financing activities:       ***         Net repayments under revolving lines of credit       (11,579)       (19,491)         Payment of principal obligations under capital leases       (272)       (268)         Proceeds from exercise of stock options       582       911         Repurchase of common shares       (934)       (2,208)         Net cash flows used in financing activities       (12,203)       (21,056)         Effect of exchange rate changes on cash       (31)       154         Net decrease in cash and cash equivalents       (3,624)       (16,907)         Cash and cash equivalents:       **       (3,624)       (16,907)         Cash and cash equivalents:       **       3,343       23,846							
Net cash flows provided by operating activities       22,033       13,060         Cash flows from investing activities:         Proceeds from sale of property and equipment       1,074       937         Purchases of property and equipment       (14,497)       (10,002)         Net cash flows used in investing activities       (13,423)       (9,065)         Cash flows from financing activities:       ***         Net repayments under revolving lines of credit       (11,579)       (19,491)         Payment of principal obligations under capital leases       (272)       (268)         Proceeds from exercise of stock options       582       911         Repurchase of common shares       (934)       (2,208)         Net cash flows used in financing activities       (12,203)       (21,056)         Effect of exchange rate changes on cash       (31)       154         Net decrease in cash and cash equivalents       (3,624)       (16,907)         Cash and cash equivalents:       5,343       23,846	Other liabilities		9,666		(5,679)		
Cash flows from investing activities:         Proceeds from sale of property and equipment       1,074       937         Purchases of property and equipment       (14,497)       (10,002)         Net cash flows used in investing activities       (13,423)       (9,065)         Cash flows from financing activities:         Net repayments under revolving lines of credit       (11,579)       (19,491)         Payment of principal obligations under capital leases       (272)       (268)         Proceeds from exercise of stock options       582       911         Repurchase of common shares       (934)       (2,208)         Net cash flows used in financing activities       (12,203)       (21,056)         Effect of exchange rate changes on cash       (31)       154         Net decrease in cash and cash equivalents       (3,624)       (16,907)         Cash and cash equivalents:       5,343       23,846	Net cash flows provided by operating activities						
Proceeds from sale of property and equipment       1,074       937         Purchases of property and equipment       (14,497)       (10,002)         Net cash flows used in investing activities       (13,423)       (9,065)         Cash flows from financing activities:         Net repayments under revolving lines of credit       (11,579)       (19,491)         Payment of principal obligations under capital leases       (272)       (268)         Proceeds from exercise of stock options       582       911         Repurchase of common shares       (934)       (2,208)         Net cash flows used in financing activities       (12,203)       (21,056)         Effect of exchange rate changes on cash       (31)       154         Net decrease in cash and cash equivalents       (3,624)       (16,907)         Cash and cash equivalents:       5,343       23,846			,				
Purchases of property and equipment       (14,497)       (10,002)         Net cash flows used in investing activities       (13,423)       (9,065)         Cash flows from financing activities:         Net repayments under revolving lines of credit       (11,579)       (19,491)         Payment of principal obligations under capital leases       (272)       (268)         Proceeds from exercise of stock options       582       911         Repurchase of common shares       (934)       (2,208)         Net cash flows used in financing activities       (12,203)       (21,056)         Effect of exchange rate changes on cash       (31)       154         Net decrease in cash and cash equivalents       (3,624)       (16,907)         Cash and cash equivalents:       5,343       23,846			1,074		937		
Net cash flows used in investing activities(13,423)(9,065)Cash flows from financing activities:(11,579)(19,491)Net repayments under revolving lines of credit(11,579)(268)Payment of principal obligations under capital leases(272)(268)Proceeds from exercise of stock options582911Repurchase of common shares(934)(2,208)Net cash flows used in financing activities(12,203)(21,056)Effect of exchange rate changes on cash(31)154Net decrease in cash and cash equivalents(3,624)(16,907)Cash and cash equivalents:5,34323,846			(14,497)		(10,002)		
Cash flows from financing activities:Net repayments under revolving lines of credit(11,579)(19,491)Payment of principal obligations under capital leases(272)(268)Proceeds from exercise of stock options582911Repurchase of common shares(934)(2,208)Net cash flows used in financing activities(12,203)(21,056)Effect of exchange rate changes on cash(31)154Net decrease in cash and cash equivalents(3,624)(16,907)Cash and cash equivalents:Beginning of period5,34323,846							
Net repayments under revolving lines of credit       (11,579)       (19,491)         Payment of principal obligations under capital leases       (272)       (268)         Proceeds from exercise of stock options       582       911         Repurchase of common shares       (934)       (2,208)         Net cash flows used in financing activities       (12,203)       (21,056)         Effect of exchange rate changes on cash       (31)       154         Net decrease in cash and cash equivalents       (3,624)       (16,907)         Cash and cash equivalents:       5,343       23,846	<u> </u>		(15, 125)	_	(5,005)		
Payment of principal obligations under capital leases       (272)       (268)         Proceeds from exercise of stock options       582       911         Repurchase of common shares       (934)       (2,208)         Net cash flows used in financing activities       (12,203)       (21,056)         Effect of exchange rate changes on cash       (31)       154         Net decrease in cash and cash equivalents       (3,624)       (16,907)         Cash and cash equivalents:       5,343       23,846			(11.579)		(19.491)		
Proceeds from exercise of stock options       582       911         Repurchase of common shares       (934)       (2,208)         Net cash flows used in financing activities       (12,203)       (21,056)         Effect of exchange rate changes on cash       (31)       154         Net decrease in cash and cash equivalents       (3,624)       (16,907)         Cash and cash equivalents:       5,343       23,846							
Repurchase of common shares       (934)       (2,208)         Net cash flows used in financing activities       (12,203)       (21,056)         Effect of exchange rate changes on cash       (31)       154         Net decrease in cash and cash equivalents       (3,624)       (16,907)         Cash and cash equivalents:       5,343       23,846         Beginning of period       5,343       23,846							
Net cash flows used in financing activities(12,203)(21,056)Effect of exchange rate changes on cash(31)154Net decrease in cash and cash equivalents(3,624)(16,907)Cash and cash equivalents:5,34323,846			(934)				
Effect of exchange rate changes on cash Net decrease in cash and cash equivalents Cash and cash equivalents Beginning of period  (31) 154 (16,907) (16,907) (16,907)	-						
Net decrease in cash and cash equivalents(3,624)(16,907)Cash and cash equivalents:5,34323,846							
Cash and cash equivalents:Beginning of period5,34323,846							
Beginning of period 5,343 23,846			(5,024)		(10,507)		
			5 343		23.846		
End of period \$ 1,719 \$ 6,939	End of period	\$		\$			
ψ 1,/19 ψ 0,555		Ψ	1,/13	Ψ	0,333		

## MYR GROUP INC. Unaudited Consolidated Selected Data and Net Income Per Share Three and Twelve Months Ended March 31, 2018 and 2017

	Three months ended					Last twelve months ended			
	March 3					March			
(in thousands, except share and per share data)		2018		2017		2018		2017	
Summary Statement of Operations Data:									
Contract revenues	\$	345,611	\$	300,129	\$	1,448,799	\$	1,188,982	
Gross profit	\$	35,753	\$	25,740	\$	135,017	\$	133,182	
Income from operations	\$	8,407	\$	480	\$	37,485	\$	35,927	
Income before provision for income taxes	\$	7,935	\$	841	\$	31,734	\$	35,950	
Income tax expense (benefit)	\$	2,291	\$	(359)	\$	6,136	\$	15,306	
Net income	\$	5,644	\$	1,200	\$	25,598	\$	20,644	
Tax rate	_	28.9%		(42.7)%		19.3%		42.6%	
Per Share Data:									
Income per common share:									
- Basic	\$	0.35	\$	0.07	\$	1.58(1)	\$	1.27(1)	
- Diluted	\$	0.34	\$	0.07	\$	1.54(1)	\$	1.24(1)	
Weighted average number of common shares									
and potential common shares outstanding:						10010(0)		1.5 55 1/5)	
- Basic		16,321		16,161		16,312(2)		16,324(2)	
- Diluted		16,520		16,452		16,507(2)		16,663(2)	
(in thousands)	_	March 31, 2018	=	December 31, 2017	<del>-</del>	March 31, 2017		March 31, 2016	
Summary Balance Sheet Data:									
Total assets	\$	591,591	L	\$ 603,788	9	\$ 548,708	\$	504,604	
Total stockholders' equity (book value)	\$	293,428	3	\$ 287,039	5	\$ 263,894	\$	305,018	
Goodwill and intangible assets	\$	57,708	3	\$ 57,846	9	58,166	\$	58,275	
Total funded debt	\$	67,381	Ĺ	\$ 78,960	9	39,580	\$	_	

Last twelve months ended March 31, 2018 2017 **Financial Performance Measures (3): Reconciliation of Non-GAAP measures:** Net income \$ 25,598 20,644 2,807 Interest expense, net 1,628 Tax impact of interest (694)(542)EBIT, net of taxes (4) \$ 27,863 \$ 21,578

See notes at the end of this earnings release.

#### MYR GROUP INC.

### Unaudited Performance Measures and Reconciliation of Non-GAAP Measures Three and Twelve Months Ended March 31, 2018 and 2017

Three months ended

Last twelve months ended

	March 31,				March 31,			
(in thousands, except share, per share data, ratios and percentages)		2018		2017		2018		2017
Financial Performance Measures (3):								
EBITDA (5)	\$	18,048	\$	11,100	\$	72,763	\$	76,530
EBITDA per Diluted Share (6)	\$	1.09	\$	0.67	\$	4.41	\$	4.59
Free Cash Flow (7)	\$	7,536	\$	3,058	\$	(35,563)	\$	21,520
Book Value per Period End Share (8)	\$	17.58	\$	15.74				
Tangible Book Value (9)	\$	235,720	\$	205,728				
Tangible Book Value per Period End Share (10)	\$	14.12	\$	12.27				
Funded Debt to Equity Ratio (11)		0.23		0.15				
Asset Turnover (12)						2.64		2.36
Return on Assets (13)						4.7%		4.1%
Return on Equity (14)						9.7%		6.8%
Return on Invested Capital (17)						9.4%		7.7%
Reconciliation of Non-GAAP Measures:								
Reconciliation of Net Income to EBITDA:	ф	5.644	ф	4.000	ф	25.500	ф	20.644
Net income	\$	5,644	\$	1,200	\$	25,598	\$	20,644
Interest expense, net Provision for income taxes		721		513		2,807		1,628
Depreciation and amortization		2,291		(359)		6,136		15,306
EBITDA (5)	ф.	9,392	ф	9,746	Φ.	38,222	ф.	38,952
EDITUA (5)	\$	18,048	\$	11,100	\$	72,763	\$	76,530
Reconciliation of Net Income per Diluted Share to EBITDA per Diluted Share:								
Net Income per share:	\$	0.34	\$	0.07	\$	1.54	\$	1.24
Interest expense, net, per share		0.04		0.03		0.17		0.10
Provision for income taxes per share		0.14		(0.02)		0.37		0.92
Depreciation and amortization per share		0.57		0.59		2.33		2.33
EBITDA per Diluted Share (6)	\$	1.09	\$	0.67	\$	4.41	\$	4.59
Coloniation of Free Cook Flore								
Calculation of Free Cash Flow:  Net cash flow from operating activities	\$	22,033	\$	13,060	\$	(225)	\$	53,124
Less: cash used in purchasing property and equipment	Ф	(14,497)	Ф	(10,002)	Ф	(225) (35,338)	Ф	(31,604)
Free Cash Flow (7)	\$		\$	3,058	đ	(35,563)	\$	21,520
rice dusti riow (/)	D.	7,536	Ф	3,036	\$	(33,303)	D.	21,320
Reconciliation of Book Value to Tangible Book Value:								
Book value (total stockholders' equity)	\$	293,428	\$	263,894				
Goodwill and intangible assets		(57,708)		(58,166)				
Tangible Book Value (9)	\$	235,720	\$	205,728				
Reconciliation of Book Value per Period End Share to Tangible Book Value per Period End Share:								
Book value per period end share	\$	17.58	\$	15.74				
Goodwill and intangible assets per period end share		(3.46)		(3.47)				
Tangible Book Value per Period End Share (10)	\$	14.12	\$	12.27				
Calculation of Paviod End Chaves								
Calculation of Period End Shares: Shares Outstanding		16,492		16 472				
Plus: Common Equivalents				16,473				
-		199		291				
Period End Shares (15)	_	16,691	_	16,764				
				March 31, 2018		March 31, 2017		March 31, 2016
Reconciliation of Invested Capital to Shareholders Equity:								
Book value (total stockholders' equity)			\$	293,428	\$	263,894	\$	305,018
Plus: Total Funded Debt				67,381		39,580		_
Less: Cash and cash equivalents				(1,719)		(6,939)		(26,039)
Invested Capital (16)			\$	359,090	\$	296,535	\$	278,979



- (1) Last-twelve-months earnings per share is the sum of earnings per share reported in the last four quarters.
- (2) Last-twelve-months average basic and diluted shares were determined by adding the average shares reported for the last four quarters and dividing by four.
- (3) These financial performance measures are provided as supplemental information to the financial statements. These measures are used by management to evaluate our past performance, our prospects for future performance and our ability to comply with certain material covenants as defined within our credit agreement, and to compare our results with those of our peers. In addition, we believe that certain of the measures, such as book value, tangible book value, free cash flow, asset turnover, return on equity and debt leverage are measures that are monitored by sureties, lenders, lessors, suppliers and certain investors. Our calculation of each measure is described in the following notes; our calculation may not be the same as the calculations made by other companies.
- (4) EBIT, net of taxes is defined as net income plus net interest, less the tax impact of net interest. The tax impact of net interest is computed by multiplying net interest by the effective tax rate. Management uses EBIT, net of taxes, to measure our results exclusive of the impact of financing costs.
- (5) EBITDA is defined as earnings before interest, taxes, depreciation and amortization. EBITDA is not recognized under GAAP and does not purport to be an alternative to net income as a measure of operating performance or to net cash flows provided by operating activities as a measure of liquidity. EBITDA is a component of the debt to EBITDA covenant, as defined in our credit agreement, which we must comply with to avoid potential immediate repayment of amounts borrowed or additional fees to seek relief from our lenders. In addition, management considers EBITDA a useful measure because it eliminates differences which are caused by different capital structures as well as different tax rates and depreciation schedules when comparing our measures to our peers' measures.
- (6) EBITDA per diluted share is calculated by dividing EBITDA by the weighted average number of diluted shares outstanding for the period. EBITDA per diluted share is not recognized under GAAP and does not purport to be an alternative to income per diluted share.
- (7) Free cash flow, which is defined as cash flow provided by operating activities minus cash flow used in purchasing property and equipment, is not recognized under GAAP and does not purport to be an alternative to net income, cash flow from operations or the change in cash on the balance sheet. Management views free cash flow as a measure of operational performance, liquidity and financial health.
- (8) Book value per period end share is calculated by dividing total stockholders' equity at the end of the period by the period end shares outstanding.
- (9) Tangible book value is calculated by subtracting goodwill and intangible assets outstanding at the end of the period from stockholders' equity outstanding at the end of the period. Tangible book value is not recognized under GAAP and does not purport to be an alternative to book value or stockholders' equity.
- (10) Tangible book value per period end share is calculated by dividing tangible book value at the end of the period by the period end number of shares outstanding. Tangible book value per period end share is not recognized under GAAP and does not purport to be an alternative to income per diluted share.
- (11) The funded debt to equity ratio is calculated by dividing total funded debt at the end of the period by total stockholders' equity at the end of the period.
- (12) Asset turnover is calculated by dividing the current period revenue by total assets at the beginning of the period.
- (13) Return on assets is calculated by dividing net income for the period by total assets at the beginning of the period.
- (14) Return on equity is calculated by dividing net income for the period by total stockholders' equity at the beginning of the period.
- (15) Period end shares is calculated by adding average common stock equivalents for the quarter to the period end balance of common stock outstanding. Period end shares is not recognized under GAAP and does not purport to be an alternative to diluted shares. Management views period end shares as a better measure of shares outstanding as of the end of the period.
- (16) Invested capital is calculated by adding net funded debt (total funded debt less cash and marketable securities) to total stockholders' equity.
- (17) Return on invested capital is calculated by dividing EBIT, net of taxes, less any dividends, by invested capital at the beginning of the period. Return on invested capital is not recognized under GAAP, and is a key metric used by management to determine our executive compensation.