

March 9, 2016

VIA EDGAR AND EMAIL

Daniel F. Duchovny, Esq.
Special Counsel
U.S. Securities and Exchange Commission
Office of Mergers & Acquisitions
100 F Street NE
Washington, D.C. 20549-4631

**Re: MYR Group Inc.
Preliminary Proxy Statement on Schedule 14A
Filed February 26, 2016
File No. 001-08325**

Dear Mr. Duchovny:

On behalf of our client, MYR Group Inc., a Delaware corporation (“MYR Group” or the “Company”), set forth below are our responses to the comments of the Staff of the Office of Mergers & Acquisitions (the “Staff”) of the Securities and Exchange Commission (the “Commission”) that were set forth in the Staff’s letter, dated March 4, 2016 (the “Comment Letter”), with respect to MYR Group’s Preliminary Proxy Statement on Schedule 14A filed on February 26, 2016 (the “Preliminary Proxy”). In addition, MYR Group has also filed today Amendment No. 1 to the Preliminary Proxy (the “Revised Preliminary Proxy”). The Revised Preliminary Proxy reflects revisions in response to the Comment Letter and certain other minor revisions. For the Staff’s convenience, the text of the Staff’s comments is set forth below in bold text, followed in each case by our response on behalf of the Company.

1. **Please revise the cover page of your proxy statement to clearly identify it as being preliminary. See Rule 14a-6(e)(1) of Regulation 14A.**

Response: The Revised Preliminary Proxy is clearly marked as a “Preliminary Copy.”

2. **Please tell us where you have provided the disclosure required by Item 5(b)(vi)-(xii) of Schedule 14A.**

Response: The Revised Preliminary Proxy now includes Appendix I, which includes the disclosure required by Item 5(b)(vi)-(xii) of Schedule 14A.

3. **Please provide us supplemental support for the December 15 E-Mail and the January 7, 2016 e-mail, each from Engine Capital to you.**

Response: In response to your request for supplemental support for the December 15 E-Mail and the January 7, 2016 e-mail referenced in the Background of Solicitation of the Preliminary Proxy, we have enclosed copies of the December 15 E-Mail and the January 7, 2016 e-mail (with redactions of certain personal contact information).

* * *

The Company has authorized us to advise the Staff that it acknowledges that:

- the Company is responsible for the adequacy and accuracy of the disclosure in the filing;
- Staff comments or changes to disclosure in response to Staff comments do not foreclose the Commission from taking any action with respect to the filings; and
- the Company may not assert Staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Should you have any questions or comments regarding the foregoing, please do not hesitate to contact me at (216) 586-7302.

Very truly yours,

/s/ James P. Dougherty

James P. Dougherty

Enclosures

cc: Gerald B. Engen, Jr.
MYR Group Inc.

From: Bill A. Koertner
Sent: Tuesday, December 15, 2015 9:11 AM

Subject: FW: Communication to the Board

William A. Koertner
President, CEO & Chairman of the Board
MYR Group Inc.

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Please consider the environment before printing this e-mail.*

From: Arnaud Ajdler [mailto:aaajdler@enginecap.com]
Sent: Tuesday, December 15, 2015 8:42 AM
To: Bill A. Koertner
Subject: Communication to the Board

Hi Bill - Please forward the following communication to the Board. Thank you.

Over the last few days, we have spoken with many of the holders as well as the analyst community. There is widespread agreement with the content of our letter. Frankly, not one person we spoke to disagreed. Shareholders would like to see the Company start a strategic review process including a price discovery effort to figure out what third parties would be willing to pay for the Company. At that point, the Board would be in a position to decide what's the best path to pursue. There is widespread frustration with the long-term performance of the stock and a belief that keeping the status quo and continuing the same strategy will continue to generate low shareholder returns. We are aware of strategic buyers as well as private equity firms that have an interest in MYRG but don't want to do the first move and are waiting for the company to start a process. In light of the shareholder feedback and the interest in the company, I would strongly suggest the Board to be proactive and start this review process asap instead of waiting for board changes and more public pressure. We intend to send you our nomination letter as soon as practically possible once the nomination window opens. We would be willing to consider doing this privately if the Company made a public announcement regarding the initiation of a review process. This would allow the Company to run this process with less public pressure. I hope that you are advised by a reputable investment bank as you consider these decisions. Thank you.

Regards,
Arnaud

[REDACTED]

From: Bill A. Koertner
Sent: Thursday, January 07, 2016 7:06 AM
[REDACTED]
Subject: Fwd: Press release
Attachments: press release 1_7_2016.docx; ATT00001.htm

Here you go

[REDACTED]

Begin forwarded message:

From: Arnaud Ajdler <aaajdler@enginecap.com>
Date: January 7, 2016 at 7:31:20 AM CST
To: "Bill A. Koertner" <[REDACTED]>
Subject: Press release

Hi Bill - I wanted to give you a heads up that we are going to issue a press release this morning disclosing the nomination of our slate. I have attached the press release.

Two other comments -

1. There is widespread support among the shareholder base to have the Company start a price discovery process. We have been approached by potential buyers. We understand that some of them have approached you or your advisers (the assumption is that it is Stifel). So we know that there are buyers for the Company and when shareholders learn that, it will further confirm the view that the Company needs to start a process. What's the downside of seeing what these buyers are willing to pay? They may be willing to pay a lot more than what the standalone plan implies from a valuation point of view and at this point, the Board has a duty to explore, in our opinion.
2. The recent presentation that you issued a couple of days ago contains misleading information. In particular, page 20 where you compare returns of different companies, shows MYRG starting at a \$13 per share price. This is a misleading number. The Company wasn't public. No shareholder could buy shares at that price so it is obviously silly to use that number and we already had a few shareholders call us to make sure that we were aware of this. Is the Board aware that the Company is issuing a presentation with misleading information? They are other issues like that that we will point out over the next few weeks or months but this was a pretty flagrant one.

Can you please forward this email to your Board and please confirm that it was done?

Thank you.

Arnaud

Arnaud Ajdler
Managing Partner
Engine Capital LP
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New York, NY 10018
212-321-0048

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