
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

MYR Group Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

1701 Golf Road, Suite 3-1012
Rolling Meadows, IL 60008
(Address of principal executive offices)(Zip Code)

MYR Group Inc. 2017 Long-Term Incentive Plan (As Amended and Restated as of April 23, 2020)
(Full title of the plan)

William F. Fry
Vice President, Chief Legal Officer, and Secretary
MYR Group Inc.
1701 Golf Road, Suite 3-1012
Rolling Meadows, IL 60008
(847) 290-1891

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered ⁽¹⁾ (2)	Proposed maximum offering price per share ⁽³⁾	Proposed maximum aggregate offering price ⁽³⁾	Amount of registration fee
Common Stock, par value \$0.01 per share	600,000	\$27.57	\$16,542,000	\$2,148

- (1) Represents shares of common stock, par value \$0.01 per share (“ **Common Stock** ”), of MYR Group Inc. (the “ **Registrant** ” or the “ **Company** ”) issuable pursuant to the MYR Group Inc. 2017 Long-Term Incentive Plan (As Amended and Restated as of April 23, 2020) (the “ **Plan** ”) being registered hereon.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933 (the “ **Securities Act** ”), this Registration Statement also covers such additional Common Stock as may become issuable pursuant to the anti-dilution provisions of the Plan.
- (3) Estimated solely for purposes of calculation of the registration fee. Calculated pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act on the basis of the average of the high and low sales prices of the Common Stock on April 28, 2020 as reported on the Nasdaq Global Market.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”). The following documents previously filed by the Registrant with the Securities and Exchange Commission (the “*Commission*”) are incorporated by reference in this Registration Statement:

- (a) the Registrant’s [Annual Report on Form 10-K for the fiscal year ended December 31, 2019](#) (Commission File No. 001-08325) filed with the Commission on March 4, 2020;
- (b) the Registrant’s Current Report on Form 8-K (Commission File No. 001-08325) filed with the Commission on [April 1, 2020](#); and on [April 27, 2020](#); and
- (c) the description of the Common Stock contained in the Registrant’s registration statement on [Form 8-A](#) filed with the Commission on August 21, 2008, including any subsequently filed amendments and reports updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the “*DGCL*”) provides that a corporation may indemnify its directors and officers, as well as other employees and individuals, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with specified actions, suits or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation (a “*derivative action*”)), if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification only extends to expenses (including attorneys’ fees) actually and reasonably incurred in connection with the defense or settlement of such actions, and the statute requires court approval before there can be any indemnification in which the person seeking indemnification has been found liable to the corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation’s bylaws, disinterested director vote, stockholder vote, agreement or otherwise.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability for (i) any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) payments of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) any transaction from which the director derived an improper personal benefit.

Article Seventh of the Registrant's Restated Certificate of Incorporation provides that "[t]he Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article Seventh shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition." Article VIII of the Company's Amended and Restated By-Laws (the "**By-Laws**") provides for similar rights.

In accordance with the Restated Certificate of Incorporation and the By-Laws, the Registrant enters into certain indemnification agreements with its officers and directors. The indemnification agreements provide the Registrant's officers and directors with further indemnification, to the maximum extent permitted by the DGCL.

The foregoing summaries are necessarily subject to the complete text of the statute, the Registrant's Restated Certificate of Incorporation and By-Laws, the indemnification agreements and any other arrangements referred to above, and are qualified in their entirety by reference thereto.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit

No.

Description

- | | |
|------------------------------|--|
| <u>4.1</u> | <u>Registrant's Restated Certificate of Incorporation (filed with the Commission as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (Commission File No. 001-08325) on May 7, 2014 and incorporated herein by reference)</u> |
| <u>4.2</u> | <u>Registrant's Amended and Restated By-Laws (filed with the Commission as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (Commission File No. 001-08325) on December 22, 2015 and incorporated herein by reference)</u> |
| <u>4.3</u> | <u>MYR Group Inc. 2017 Long-Term Incentive Plan (As Amended and Restated as of April 23, 2020) (filed with the Commission as Exhibit 10.1 to the Registrant's Current Report on Form 8-K (Commission File No. 001-08325) on April 27, 2020 and incorporated herein by reference)</u> |
| <u>5.1*</u> | <u>Opinion of William F. Fry, Vice President, Chief Legal Officer, and Secretary of the Company</u> |
| <u>23.1*</u> | <u>Consent of Crowe LLP</u> |
| <u>23.2*</u> | <u>Consent of William F. Fry, Vice President, Chief Legal Officer, and Secretary of the Company (included in Exhibit 5.1)</u> |
| <u>24.1*</u> | <u>Power of Attorney</u> |

* Filed herewith

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rolling Meadows, State of Illinois, on April 29, 2020.

MYR GROUP INC.

By: /s/ WILLIAM F. FRY

Name: William F. Fry

Title: Vice President, Chief Legal Officer and Secretary

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* <u>Richard S. Swartz</u>	President, Chief Executive Officer and Director (Principal Executive Officer)	April 29, 2020
* <u>/s/ BETTY R. JOHNSON</u> Betty R. Johnson	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial and Principal Accounting Officer)	April 29, 2020
* <u>Kenneth M. Hartwick</u>	Chairman of the Board of Directors	April 29, 2020
* <u>Larry F. Altenbaumer</u>	Director	April 29, 2020
* <u>Bradley T. Favreau</u>	Director	April 29, 2020
* <u>William A. Koertner</u>	Director	April 29, 2020
* <u>Jennifer E. Lowry</u>	Director	April 29, 2020
* <u>Donald C. I. Lucky</u>	Director	April 23, 2020
* <u>Maurice E. Moore</u>	Director	April 29, 2020
* <u>William D. Patterson</u>	Director	April 29, 2020

* This Registration Statement has been signed on behalf of the above officers and directors by William F. Fry, as attorney-in-fact, pursuant to a power of attorney filed as Exhibit 24.1 to this Registration Statement.

Date: April 29, 2020

By: /s/ WILLIAM F. FRY
William F. Fry
Attorney-in-Fact

April 29, 2020

Opinion of William F. Fry

MYR Group Inc.
1701 Golf Road, Suite 3-1012
Rolling Meadows, Illinois 60008-4210

Re: MYR Group Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

I am the Vice President, Chief Legal Officer and Secretary of MYR Group Inc., a Delaware corporation (the "Company"). I have acted as counsel to the Company in connection with the filing of a Registration Statement on Form S-8 (together with all exhibits thereto, the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), for the registration of 600,000 shares (the "Shares") of common stock, par value \$0.01 per share, of the Company issuable pursuant to the Company's 2017 Long-Term Incentive Plan (As Amended and Rested as of April 23, 2020) (the "Plan"). In connection with the opinion expressed herein, I have examined such documents, records and matters of law as I have deemed relevant or necessary for purposes of this opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, I am of the opinion that the Shares that may be issued or delivered and sold pursuant to the Plan and the authorized forms of stock awards, restricted stock awards and other applicable award agreements thereunder will be, when issued or delivered and sold in accordance with such Plan and the applicable award agreements, validly issued, fully paid and nonassessable, provided that the consideration for such Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and I express no opinion as to the effect of the laws of any other jurisdiction.

I hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, I do not thereby admit that I am included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ WILLIAM F. FRY

William F. Fry

Vice President, Chief Legal Officer and Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of MYR Group Inc. of our report dated March 4, 2020 relating to the consolidated financial statements and effectiveness of internal control over financial reporting appearing in the Annual Report on Form 10-K of MYR Group Inc. for the year ended December 31, 2019.

/s/ Crowe LLP

Oak Brook, Illinois
April 29, 2020

POWER OF ATTORNEY RESOLUTION**SIGNATURE AUTHORITY FORM S-8**

WHEREAS, MYR Group Inc., a Delaware corporation (the “Company”), proposes to file with the Securities and Exchange Commission (the “SEC”) a registration statement on Form S-8 to register under the Securities Act of 1933 (the “Securities Act”) shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”) issuable in connection with the MYR Group Inc. 2017 Long-Term Incentive Plan (As Amended and Restated as of April 23, 2020) (the “Plan”); and

WHEREAS, each of the undersigned is an officer or director of the Company and holds the office or offices herein below set opposite his or her name.

NOW, THEREFORE, BE IT RESOLVED, that each of the undersigned hereby constitutes and appoints Richard S. Swartz, Betty R. Johnson, and William F. Fry , and each of them individually, his or her true and lawful attorney-in-fact, with full power of substitution and resubstitution to act for him or her and in his or her name, place and stead, to sign his or her name in the capacity or capacities set forth below and generally to do all such things in his or her name and in his or her capacity as an officer to enable the Company to comply with the provisions of the Securities Act and all requirements of the SEC in connection with the execution and filing of (i) one or more registration statements on Form S-8 with respect to the registration under the Securities Act of the Company’s Common Stock issuable in connection with the Plan, (ii) any and all amendments, including post-effective amendments, supplements and exhibits to the Form S-8 Registration Statement and (iii) any and all applications or other documents to be filed with the SEC or any state securities commission or other regulatory authority or exchange with respect to the securities covered by the Form S-8 Registration Statement, with full power and authority to do and perform any and all acts and things whatsoever necessary, appropriate or desirable to be done in the premises or in the name, place and stead of the said director and/or officer, hereby ratifying and approving the acts of said attorneys and any of them and any such substitute.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 23rd day of April 2020.

<u>/s/ RICHARD S. SWARTZ</u> Richard S. Swartz	President, Chief Executive Officer, Director
<u>/s/ LARRY F. ALTENBAUMER</u> Larry F. Altenbaumer	Director
<u>/s/ BRADLEY T. FAVREAU</u> Bradley T. Favreau	Director
<u>/s/ KENNETH M. HARTWICK</u> Kenneth M. Hartwick	Director
<u>/s/ WILLIAM A. KOERTNER</u> William A. Koertner	Director
<u>/s/ JENNIFER E. LOWRY</u> Jennifer E. Lowry	Director
<u>/s/ DONALD C. I. LUCKY</u> Donald C. I. Lucky	Director
<u>/s/ MAURICE E. MOORE</u> Maurice E. Moore	Director
<u>/s/ WILLIAM D. PATTERSON</u> William D. Patterson	Director