Rhapsody Acquisition Corp.
Form S-4/A
June 27, 2008

As filed with the Securities and Exchange Commission on June 27, 2008

Registration No.333-150343

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 2
TO
FORM S-4

REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

RHAPSODY ACQUISITION CORP.
(Exact Name of Each Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	6770 (Primary Standard Industrial Classification Code Number)	20-4743916 (I.R.S. Employer Identification Number)

825 Third Avenue, 40th Floor
New York, New York 10022
(212) 319-7676

(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant s Principal Executive Offices)

Eric S. Rosenfeld
Chairman, Chief Executive Officer and President
825 Third Avenue, 40th Floor
New York, New York 10022
(212) 319-7676

(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)

Copies to:

David Alan Miller, Esq.
Graubard Miller
The Chrysler Building
405 Lexington Avenue
New York, New York 10174
Telephone: (212) 818-8800
Fax: (212) 818-8881

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective and all other conditions to the merger contemplated by the Merger Agreement described in the enclosed proxy statement/prospectus have been satisfied or waived.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box: o

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

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

Large accelerated filer o	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company x

TABLE OF CONTENTS

CALCULATION OF REGISTRATION FEE

(1) Represents shares of common stock to be issued to the Primoris Corporation stockholders upon consummation of the merger with Rhapsody Acquisition Corp.

(2) Based on the market price on April 15, 2008 of the common stock of Rhapsody Acquisition Corp. pursuant to Rule 457(f)(1).

(3) Represents shares of common stock issuable to the Primoris Corporation stockholders and its foreign managers if certain EBITDA milestones are achieved.

(4) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to $39.30 per $1,000,000 of the proposed maximum aggregate offering price.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the SEC, acting pursuant to said Section 8(a), may determine.

TABLE OF CONTENTS

RHAPSODY ACQUISITION CORP.
825 THIRD AVENUE, 40TH FLOOR
NEW YORK, NEW YORK 10022

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS OF RHAPSODY ACQUISITION CORP. TO BE HELD ON JULY 30, 2008

To the Stockholders of Rhapsody Acquisition Corp.:

NOTICE IS HEREBY GIVEN that the special meeting of stockholders of Rhapsody Acquisition Corp. (Rhapsody), a Delaware corporation, will be held at 10:00 a.m. eastern time, on July 30, 2008, at the offices of Graubard Miller, Rhapsody s counsel, at The Chrysler Building, 405 Lexington Avenue, 19th Floor, New York, New York 10174. You are cordially invited to attend the meeting, which will be held for the following purposes:

(1) to consider and vote upon a proposal to approve the Agreement and Plan of Merger, dated as of February 19, 2008, and amended on May 15, 2008, among Rhapsody, Primoris Corporation (Primoris) and certain of the stockholders of Primoris, which, among other things, provides for the merger of Primoris into Rhapsody and for the stockholders of Primoris and for the two persons who are Primoris s foreign managers (pursuant to the terms of certain termination agreements) to receive an aggregate of 24,094,800 shares of Rhapsody common stock at the closing of the merger (subject to reduction in the event of exercise of dissenter s rights by any of the Primoris stockholders) and the right to receive up to an additional 5,000,000 shares of Rhapsody common stock if certain EBITDA milestones are achieved in 2008 and 2009 we refer to this proposal as the merger proposal;

(2) to consider and vote upon separate proposals to approve amendments to the certificate of incorporation of Rhapsody to (i) change the name of Rhapsody from Rhapsody Acquisition Corp. to Primoris Corporation; (ii) increase the number of authorized shares of Rhapsody s common stock from 15 million to 60 million; (iii) change Rhapsody s corporate existence to perpetual; (iv) incorporate the classification of directors that would result from the election of directors in the manner described in the director election proposal described below; (v) remove provisions that will no longer be applicable to Rhapsody after the merger; and (vi) make certain other changes in terms, gender and number that our board of directors believes are immaterial we refer to these proposals collectively as the charter amendment proposals;

(3) to consider and vote upon a proposal to approve the 2008 Long-Term Incentive Equity Plan, which is an equity-based incentive compensation plan for directors, officers, employees and certain consultants we refer to this proposal as the incentive compensation plan proposal;

(4) to elect seven directors to Rhapsody s board of directors, of whom two will serve until the special meeting to be held in 2009, three will serve until the special meeting to be held in 2010 and two will serve until the special meeting to be held in 2011 and, in each case, until their successors are elected and qualified we refer to this proposal as the director election proposal; and

(5) to consider and vote upon a proposal to adjourn the special meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies if, based upon the tabulated vote at the time of the special meeting, Rhapsody is not authorized to consummate the merger we refer to this proposal as the adjournment proposal.

These items of business are described in the attached proxy statement/prospectus, which we encourage you to read in its entirety before voting. Only holders of record of Rhapsody common stock at the close of business on July 3, 2008 are entitled to notice of the special meeting and to vote and have their votes counted at the special meeting and any adjournments or postponements of the special meeting.

After careful consideration, Rhapsody s board of directors has determined that the merger proposal and the other proposals are fair to and in the best interests of Rhapsody and its stockholders and unanimously recommends that you vote or give instruction to vote FOR the approval of all of the proposals and all of the persons nominated by Rhapsody s management for election as directors.

TABLE OF CONTENTS

All Rhapsody stockholders are cordially invited to attend the special meeting in person. To ensure your representation at the special meeting, however, you are urged to complete, sign, date and return the enclosed proxy card as soon as possible. If you are a stockholder of record of Rhapsody common stock, you may also cast your vote in person at the special meeting. If your shares are held in an account at a brokerage firm or bank, you must instruct your broker or bank on how to vote your shares or, if you wish to attend the meeting and vote in person, obtain a proxy from your broker or bank. If you do not vote or do not instruct your broker or bank how to vote, it will have the same effect as voting against the charter amendment proposals.

A complete list of Rhapsody stockholders of record entitled to vote at the special meeting will be available for ten days before the special meeting at the principal executive offices of Rhapsody for inspection by stockholders during ordinary business hours for any purpose germane to the special meeting.

Your vote is important regardless of the number of shares you own. Whether you plan to attend the special meeting or not, please sign, date and return the enclosed proxy card as soon as possible in the envelope provided. If your shares are held in street name or are in a margin or similar account, you should contact your broker to ensure that votes related to the shares you beneficially own are properly counted.

Thank you for your participation. We look forward to your continued support.

By Order of the Board of Directors

Eric S. Rosenfeld
Chairman, Chief Executive Officer
and President

July __, 2008

IF YOU RETURN YOUR PROXY CARD WITHOUT AN INDICATION OF HOW YOU WISH TO VOTE, YOUR SHARES WILL BE VOTED IN FAVOR OF EACH OF THE PROPOSALS AND YOU WILL NOT BE ELIGIBLE TO HAVE YOUR SHARES CONVERTED INTO A PRO RATA PORTION OF THE TRUST ACCOUNT IN WHICH A SUBSTANTIAL PORTION OF THE NET PROCEEDS OF RHAPSODY S IPO ARE HELD. YOU MUST AFFIRMATIVELY VOTE AGAINST THE MERGER PROPOSAL AND DEMAND THAT RHAPSODY CONVERT YOUR SHARES INTO CASH NO LATER THAN THE CLOSE OF THE VOTE ON THE MERGER PROPOSAL TO EXERCISE YOUR CONVERSION RIGHTS. IN ORDER TO CONVERT YOUR SHARES, YOU MUST CONTINUE TO HOLD YOUR SHARES THROUGH THE CLOSING DATE OF THE MERGER AND THEN TENDER YOUR STOCK TO OUR STOCK TRANSFER AGENT WITHIN THE TIME PERIOD SPECIFIED IN A NOTICE YOU WILL RECEIVE FROM OR ON BEHALF OF RHAPSODY, WHICH PERIOD WILL NOT BE LESS THAN 20 DAYS. YOU MAY TENDER YOUR STOCK BY EITHER DELIVERING YOUR STOCK CERTIFICATE TO THE TRANSFER AGENT OR BY DELIVERING YOUR SHARES ELECTRONICALLY USING DEPOSITORY TRUST COMPANY S DWAC (DEPOSIT WITHDRAWAL AT CUSTODIAN) SYSTEM. IF THE MERGER IS NOT COMPLETED, THEN THESE SHARES WILL NOT BE CONVERTED INTO CASH. IF YOU HOLD THE SHARES IN STREET NAME, YOU WILL NEED TO INSTRUCT THE ACCOUNT EXECUTIVE AT YOUR BANK OR BROKER TO WITHDRAW THE SHARES FROM YOUR ACCOUNT

IN ORDER TO EXERCISE YOUR CONVERSION RIGHTS. SEE SPECIAL MEETING OF RHAPSODY STOCKHOLDERS CONVERSION RIGHTS FOR MORE SPECIFIC INSTRUCTIONS.

TABLE OF CONTENTS

PRIMORIS CORPORATION
26000 COMMERCENTRE DRIVE
LAKE FOREST, CALIFORNIA 92630

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS OF PRIMORIS CORPORATION TO BE HELD ON JULY 21, 2008

To the Stockholders of Primoris Corporation:

NOTICE IS HEREBY GIVEN that a special meeting of stockholders of Primoris Corporation (Primoris), a Nevada corporation, will be held at 9:00 a.m. Pacific time, on July 21, 2008, at 26000 Commercentre Drive, Lake Forest, California 92630. You are cordially invited to attend the meeting, which will be held for the following purpose:

To consider and vote upon a proposal to approve the Agreement and Plan of Merger, dated as of February 19, 2008 and amended on May 15, 2008 (merger agreement), by and among Rhapsody Acquisition Corp., a Delaware corporation (Rhapsody), Primoris, and certain of the stockholders of Primoris. The merger agreement provides for, among other things, the merger of Primoris into Rhapsody and: (a) in exchange for their shares of Primoris common stock, for the stockholders of Primoris (subject to their exercise of dissenter s rights), and (b) in exchange for other consideration in connection with certain termination agreements, for the two persons who are Primoris s foreign managers, to receive an aggregate of 24,094,800 shares of Rhapsody common stock and the right to receive up to an additional 5,000,000 shares of Rhapsody common stock if certain EBITDA milestones are achieved in 2008 and 2009 we refer to this proposal as the merger proposal.

The merger proposal is described in the attached proxy statement/prospectus, which we encourage you to read in its entirety before voting. Only holders of record of Primoris common stock at the close of business on June 16, 2008 are entitled to notice of the special meeting and to vote and have their votes counted at the special meeting and any adjournments or postponements of the special meeting.

The merger proposal must be approved by the vote in favor of the proposal by holders of a majority of the outstanding shares of Primoris common stock that are voted at or represented by a proxy and entitled to vote at the special meting. Abstentions will have no effect on the merger proposal. The approval of the merger proposal is a condition to the consummation of the merger. The stockholders of Primoris who are parties to the merger agreement and who own or have proxies to vote an aggregate of 80.7% of the outstanding shares of Primoris common stock have agreed in the merger agreement to vote such shares in favor of the merger proposal.

Under Nevada law, each holder of record of Primoris common stock at the close of business on June 16, 2008 has the right to dissent from the merger proposal, and if the merger is consummated, to receive payment in an amount equal to the fair market value of their shares of Primoris common stock. Holders of Primoris common stock who desire to exercise dissenter s rights must follow the procedures set forth in Chapter 92A, Sections 92A.300 through 92A.500 of the Nevada Revised Statutes, a copy of which is attached hereto as Annex I. Failure by a stockholder to comply with

the procedures set forth in Sections 92A.300 through 92A.500 of the Nevada Revised Statutes could result in the loss of his or her dissenter s rights.

After careful consideration, Primoris s board of directors unanimously recommends that you vote or give instruction to vote FOR the approval of the merger proposal.

Your vote is important regardless of the number of shares you own. Primoris s management looks forward to seeing you at the special meeting.

By Order of the Board of Directors

/s/ Brian Pratt
Brian Pratt
Chief Executive Officer,
President and Chairman of the Board

July __, 2008

TABLE OF CONTENTS

The information in this proxy statement/prospectus is not complete and may be changed. We may not issue these securities until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO AMENDMENT AND COMPLETION, DATED JUNE 27, 2008

PROXY STATEMENT FOR SPECIAL MEETING OF STOCKHOLDERS OF RHAPSODY ACQUISITION CORP.

PROSPECTUS FOR UP TO 28,587,200 SHARES OF COMMON STOCK

We are pleased to report that the boards of directors of Rhapsody Acquisition Corp. and Primoris Corporation have approved an agreement and plan of merger. The agreement provides for a merger between Primoris and Rhapsody, in which Rhapsody will be the surviving entity, thereafter operating under the name Primoris Corporation. Proposals to approve the merger agreement and the other matters discussed in this proxy statement/prospectus will be presented at the special meeting of stockholders of Rhapsody scheduled to be held on July 30, 2008.

If the merger is completed, the Primoris stockholders will receive pursuant to the merger agreement and Primoris s two foreign managers will receive pursuant to certain termination agreements an aggregate of (i) 24,094,800 shares of Rhapsody common stock at the closing of the merger (subject to reduction in the event of exercise of dissenter s rights by any of the Primoris stockholders) plus (ii) the right to receive 2,500,000 shares of Rhapsody common stock for each of the fiscal years ending December 31, 2008 and 2009 during which Rhapsody achieves specified EBITDA (as defined in the merger agreement) milestones as discussed in the section entitled *The Merger Proposal Structure of the Merger.* Of the aggregate number of Rhapsody common stock to be issued in the merger to the holders of all of the issued and outstanding shares of common stock of Primoris and the foreign managers, the foreign managers will receive in the aggregate (a) 507,600 shares of Rhapsody common stock at the closing of the merger (subject to reduction in the event of exercise of dissenter s rights by any of the Primoris stockholders) plus (b) the right to receive 52,667 shares of Rhapsody common stock for each of the fiscal years ending December 31, 2008 and 2009 during which Rhapsody achieves specified EBITDA milestones. Such shares of Rhapsody common stock will be issued to the foreign managers in connection with and in consideration of their entering into certain termination agreements with Primoris and Rhapsody. Of the shares to be issued by Rhapsody, 1,807,110 will be placed in escrow to provide a fund to satisfy Rhapsody s rights to indemnification. Immediately prior to the closing of the merger, Primoris will make a cash distribution to its stockholders of $48,946,661.

Rhapsody s units, common stock and warrants are currently quoted on the Over-the-Counter Bulletin Board under the symbols RPSDU, RPSD and RPSDW, respectively. Rhapsody has applied for listing of its securities on the Nasdaq Global Market at the time of the closing of the merger. If Rhapsody s securities are listed on Nasdaq, the symbols will change to symbols that are reasonably representative of our corporate name.

Rhapsody is providing this proxy statement/prospectus and accompanying proxy card to its stockholders in connection with the solicitation of proxies to be voted at the special meeting of stockholders of Rhapsody and at any adjournments or postponements of the special meeting. Unless the context requires otherwise, references to you are references to Rhapsody stockholders, and references to we , us and our are to Rhapsody. This proxy statement/prospectus also constitutes a prospectus of Rhapsody for the securities of Rhapsody to be issued to stockholders of Primoris pursuant to the merger of Primoris with and into Rhapsody.

This proxy statement/prospectus provides you with detailed information about the merger and other matters to be considered by the Rhapsody stockholders and the Primoris stockholders. We encourage you to carefully read the entire document and the documents incorporated by reference. **IN PARTICULAR, YOU SHOULD CAREFULLY CONSIDER THE MATTERS DISCUSSED UNDER *RISK FACTORS.***

Rhapsody Stockholders Your vote is very important. Whether or not you expect to attend the special meeting, the details of which are described on the following pages, please complete, date, sign and promptly return the accompanying proxy in the enclosed envelope.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this proxy statement/prospectus. Any representation to the contrary is a criminal offense.

The proxy statement/prospectus statement is dated July __, 2008, and is first being mailed on or about July 10, 2008.

TABLE OF CONTENTS

This proxy statement/prospectus incorporates important business and financial information about Rhapsody and Primoris that is not included in or delivered with this document. This information is available without charge to security holders upon written or oral request. To make this request, or if you would like additional copies of this proxy statement/prospectus or have questions about the merger, you should contact Arnaud Ajdler, Secretary, Rhapsody Acquisition Corp., 825 Third Avenue, 40th Floor, New York, New York 10022, Telephone: (212) 319-7676.

To obtain timely delivery of requested materials, security holders must request the information no later than five business days before the date they submit their proxies or attend the special meeting. The latest date to request the information to be received timely is July 25, 2008.

TABLE OF CONTENTS

	Page
Summary of the Material Terms of the Merger	1
Questions and Answers for Rhapsody Stockholders About the Proposals	3
Questions and Answers for Primoris Stockholders About the Proposals	10
Summary of the Proxy Statement/Prospectus	14
Selected Historical Financial Information	25
Selected Unaudited Pro Forma Condensed Financial Statements	27
Risk Factors	30
Forward-Looking Statements	43
Special Meeting of Rhapsody Stockholders	44
The Merger Proposal	49
The Merger Agreement	74
Unaudited Pro Forma Condensed Combined Financial Information	81
The Charter Amendment Proposals	89
The Adjournment Proposal	91
The Incentive Compensation Plan Proposal	92
The Director Election Proposal	98
Other Information Related To Rhapsody	108
Business of Primoris	114
Primoris s Management s Discussion and Analysis of Financial Condition and Results of Operations	128
Comparison of Rights of Rhapsody and Primoris Stockholders	149
Beneficial Ownership of Securities	156
Certain Relationships and Related Person Transactions	160
Description of Rhapsody Common Stock and Other Securities	163
Price Range of Rhapsody Securities and Dividends	166
Appraisal and Dissenter s Rights	167
Stockholder Proposals	170
Legal Matters	170
Experts	170
Delivery of Documents to Stockholders	170
Where You Can Find More Information	171
Index to Financial Statements	FS-1
ANNEXES	
Agreement and Plan of Merger	A-1
Amended And Restated Certificate of Incorporation	B-1
2008 Long-Term Equity Incentive Plan	C-1
Form of Escrow Agreement	D-1
Form of Voting Agreement	E-1
Form of Employment Agreement	F-1
Opinion of Ladenburg Thalmann & Co. Inc.	G-1
Opinion of Graubard Miller	H-1
Nevada Revised Statutes Dissenter s Rights Provisions	I-1

i

TABLE OF CONTENTS

SUMMARY OF THE MATERIAL TERMS OF THE MERGER

The parties to the merger are Rhapsody Acquisition Corp. (Rhapsody), Primoris Corporation (Primoris) and certain of the stockholders of Primoris. Pursuant to the merger agreement, Primoris will be merged into Rhapsody, with Rhapsody being the surviving entity and thereafter operating under the name Primoris Corporation. See the section entitled *The Merger Proposal.*

Primoris is a holding company of various subsidiaries which cumulatively form a diversified engineering and construction company providing a wide range of construction, fabrication, maintenance and replacement services, as well as engineering services to major public utilities, petrochemical companies, energy companies, municipalities and other customers. See the section entitled *Business of Primoris.*

The Primoris stockholders through the merger agreement and its foreign managers pursuant to certain termination agreements (collectively, the Primoris Holders) will receive in the aggregate (i) 24,094,800 shares of Rhapsody common stock upon the closing of the merger (subject to reduction in the event of exercise of dissenter s rights by any of the Primoris stockholders) plus (ii) the right to receive 2,500,000 shares of Rhapsody common stock for each of the fiscal years ending December 31, 2008 and 2009 during which Rhapsody achieves specified EBITDA (as defined in the merger agreement) milestones. At the closing, each share of Primoris stock held by each Primoris stockholder will be converted into 5,400 shares of Rhapsody common stock, for a total of 23,587,200 shares of Rhapsody common stock and the foreign managers will receive a total of 507,600 shares of Rhapsody common stock. Because the exchange ratio is a whole number, no fractional shares of Rhapsody common stock will be required to be issued at the closing. If a fractional share is required to be issued to a Primoris Holder with respect to the EBITDA milestone shares, the number of shares to be issued to such Primoris Holder will be rounded up to the next whole share. See the section entitled *The Merger Proposal Structure of the Merger.*

To provide a fund for payment to Rhapsody with respect to its post-closing rights to indemnification under the merger agreement for breaches of representations and warranties and covenants by Primoris and its stockholders, there will be placed in escrow (with an independent escrow agent) 1,807,110 of the shares issuable to the Primoris Holders at closing. The shares to be placed in escrow will be allocated among the Primoris Holders pro rata to the numbers of shares of Rhapsody common stock to be issued to them at the closing. See the section entitled *The Merger Proposal Indemnification of Rhapsody.*

The merger agreement provides that either Rhapsody or the representative of the Primoris Holders may terminate the agreement if the business combination is not consummated by October 3, 2008. The merger agreement may also be terminated, among other reasons, upon material breach of a party. See the section entitled *The Merger Agreement Termination.*

In addition to voting on the merger, the stockholders of Rhapsody will vote on proposals to amend its certificate of incorporation to (i) change its name to Primoris Corporation, (ii) increase the authorized number of its shares of common stock to 60 million (iii) make its corporate existence perpetual; (iv) incorporate the classification of directors that would result from the election of directors in accordance with the proposal relating to such election to be presented to the special meeting, (v) delete certain provisions that will no longer be applicable after the merger or are not required by Delaware law, and (vi) to make certain other changes in tense, gender and number that our board of directors believes are immaterial. The stockholders of Rhapsody will also vote on proposals to approve the incentive compensation plan, to elect seven directors to Rhapsody s board of directors and, if necessary, to approve an adjournment of the meeting. See the sections entitled *The Charter Amendment Proposals, The Adjournment Proposal, The Incentive Compensation Plan Proposal* and *The Director Election Proposal.*

After the merger, if management s nominees are elected, the directors of Rhapsody will be Brian Pratt, Chairman, Peter J. Moerbeek, John P. Schauerman, Stephen C. Cook and Thomas E. Tucker, who are designees of certain of the

Primoris stockholders, and Eric S. Rosenfeld and David D. Sgro, who are designees of Mr. Rosenfeld. Mr. Pratt and Mr. Schauerman are the current chief executive officer and chief financial officer of Primoris, respectively. Mr. Rosenfeld is the chairman of the board, chief executive officer, president and a current director of Rhapsody and Mr. Sgro is Rhapsody s chief financial officer. Messrs. Moerbeek, Cook and Tucker will be considered independent directors under applicable

TABLE OF CONTENTS

regulatory rules. Certain of the Primoris stockholders who are parties to the merger agreement and Mr. Rosenfeld will enter into a voting agreement at the time of closing of the merger that will provide that they will each vote their shares of Rhapsody common stock in favor of the election of such persons as directors of Rhapsody in specified classes in all elections prior to the annual meeting that will be held in 2011.

Upon completion of the merger, certain officers of Primoris will become officers of Rhapsody holding positions similar to the positions such officers held with Primoris. These officers are Brian Pratt, who will become chief executive officer of Rhapsody, John M. Perisich, who will become senior vice president and general counsel of Rhapsody, John P. Schauerman, who will become chief financial officer of Rhapsody, and Alfons Theeuwes, who will become senior vice president of accounting and finance of Rhapsody. Each of these persons is currently an executive officer of Primoris and has entered into an employment agreement with Primoris, effective upon the merger, which will be assumed by Rhapsody as a result of the merger. See the section entitled *The Director Election Proposal Employment Agreements.*

The Primoris Holders will not be able to sell any of the shares of Rhapsody common stock that they receive as a result of the merger during the twelve month period after the closing date of the merger and those Primoris stockholders who are parties to the merger agreement will enter into lock-up agreements to such effect at the closing. Rhapsody has agreed to register for resale (effective after such 12-month period) under the Securities Act of 1933 (Securities Act) the Rhapsody shares received by those Primoris Holders who may be deemed affiliates of Rhapsody. See the section entitled *The Merger Proposal Sale Restriction; Registration of Shares.*

Prior to the consummation of the merger, Primoris may make cash distributions to its stockholders in amount equal to 50% of Primoris s estimated income for the period beginning on January 1, 2008 and ending on the closing date of the merger. It may also make a distribution to its stockholders in an amount not to exceed $48,946,661, of which $4,895,381 will be withheld to provide for adjustment if the amount of Primoris s actual income for the period from January 1, 2008 to the closing date of the merger is less than the amount initially estimated. See the section entitled *The Merger Agreement Primoris Cash Distributions.*

The merger agreement provides that, following the closing, Rhapsody s board of directors shall initially declare and pay annual dividends on its common stock at a rate of not less than $0.10 per share; provided, however, that the board of directors shall not declare any such dividend unless, at the time of declaration, there is adequate surplus for such declaration under the DGCL or if the board of directors, in the exercise of their business judgment, believes that it would be prudent to cancel or modify the dividend payment.

After the merger, we anticipate having approximately $39.5 million in cash available from the trust account that was established in connection with our initial public offering (IPO) from which payment for conversions of our Public Shares into cash would be made. If the maximum number of shares issued in our IPO (Public Shares) are converted that would still allow us to consummate the merger (1,034,999 shares), such payments would total $8,186,842 based on a conversion price of $7.96 per share.

TABLE OF CONTENTS

QUESTIONS AND ANSWERS FOR RHAPSODY STOCKHOLDERS ABOUT THE PROPOSALS

Q.

Why am I receiving this proxy statement/ prospectus?

A.

Rhapsody and Primoris have agreed to a business combination under the terms of the merger agreement that is described in this proxy statement/prospectus. This agreement is referred to as the merger agreement. A copy of the merger agreement is attached to this proxy statement/prospectus as Annex A, restated as amended, which we encourage you to read.

You are being asked to consider and vote upon a proposal to approve the merger agreement, which, among other things, provides for the merger of Primoris into Rhapsody. You are also being requested to vote to approve (i) separate amendments to Rhapsody s certificate of incorporation to (A) change the name of Rhapsody from Rhapsody Acquisition Corp. to Primoris Corporation; (B) increase the number of authorized shares of Rhapsody s common stock from 15 million to 60 million; (C) change Rhapsody s corporate existence to perpetual; (D) incorporate the classification of directors that would result from the election of directors in the manner described in the director election proposal; (E) delete the present Article Fifth, which identifies Rhapsody s incorporator and is not required in a restated certificate of incorporation, and the preamble and sections A through D, inclusive, of Article Seventh and to redesignate section E of Article Seventh as Article Sixth, as such provisions will no longer be applicable to Rhapsody after the merger, and to renumber succeeding Articles accordingly; and (F) make certain other changes in tense, gender and number that our board of directors believes are immaterial; and (ii) the incentive compensation plan. The provisions of Article Seventh that are proposed to be deleted, by the terms of the preamble (which will also be deleted), apply only during the period that will terminate upon the consummation of the business combination that will be effected by the merger. Section A requires that the business combination be submitted to Rhapsody s stockholders for approval under the Delaware General Corporation Law and is authorized by the vote of a majority of the Public Shares, provided that the business combination shall not be consummated if the holders of 20% or more of the Public Shares exercise their conversion rights. Section B specifies the procedures for exercising conversion rights. Section C provides that, if a business combination is not consummated by the Termination Date (October 3, 2008), only the holders of the Public Shares will be entitled to receive liquidating distributions. Section D provides that holders of Public Shares are entitled to receive distributions from Rhapsody s trust

account established in connection with its initial public offering only in the event of Rhapsody s liquidation or by demanding conversion in accordance with section B. See the section entitled *The Charter Amendment Proposals*.

TABLE OF CONTENTS

The approval of the merger proposal and each of the charter amendment proposals is a condition to the consummation of the merger. If the merger proposal is not approved, the other proposals will not be presented to the stockholders for a vote. If the charter amendment proposals are all not approved, the other proposals will not be presented to the stockholders for a vote and the merger will not be consummated. Rhapsody s amended and restated certificate of incorporation, as it will appear if all of the charter amendment proposals are approved, is annexed as Annex B hereto. The incentive compensation plan is annexed as Annex C hereto. In addition to the foregoing proposals, the stockholders will also be asked to consider and vote upon the election of seven directors of Rhapsody, which proposal will not be presented for a vote if either the merger proposal or the charter amendment proposal is not approved. The stockholders will also be asked to consider and vote upon a proposal to adjourn the meeting to a later date or dates to permit further solicitation and vote of proxies if, based upon the tabulated vote at the time of the special meeting, Rhapsody would not have been authorized to consummate the merger.Rhapsody will hold the special meeting of its stockholders to consider and vote upon these proposals. This proxy statement/ prospectus contains important information about the proposed merger and the other matters to be acted upon at the special meeting. You should read it carefully.

Your vote is important. We encourage you to vote as soon as possible after carefully reviewing this proxy statement/prospectus.

Q. Why is Rhapsody proposing the merger?

A. Rhapsody was organized to effect an acquisition, capital stock exchange, asset acquisition or other similar business combination with an operating business.

Rhapsody completed its IPO on October 10, 2006, raising net proceeds of $38,833,559, including proceeds from the exercise of the underwriters over allotment option and $414,000 of deferred underwriting compensation. Of these net proceeds, $38,028,250, together with $1,250,000 raised from the private sale of warrants, for a total of $39,278,250, were placed in a trust account immediately following the IPO and, in accordance with Rhapsody s certificate of incorporation, will

be released upon the consummation of a business combination. As of May 31, 2008, approximately $41,191,000 was held in deposit in the trust account, including $414,000 of deferred underwriting compensation. Rhapsody intends to use funds held in the trust account to pay stockholders of Rhapsody who exercise conversion rights, expenses of the business combination with Primoris, deferred underwriting compensation and investment banker s fees and for working capital and general corporate purposes.

TABLE OF CONTENTS

Primoris is a holding company of various subsidiaries which cumulatively form a diversified engineering and construction company providing a wide range of construction, fabrication, maintenance and replacement services, as well as engineering services to major public utilities, petrochemical companies, energy companies, municipalities and other customers. Based on its due diligence investigations of Primoris and the industry in which it operates, including the financial and other information provided by Primoris in the course of their negotiations, Rhapsody believes that Primoris s management has successful experience in Primoris s business and that Primoris has in place the infrastructure for strong business operations and to achieve growth both organically and through accretive strategic acquisitions. As a result, Rhapsody also believes that a business combination with Primoris will provide Rhapsody stockholders with an opportunity to participate in a company with significant growth potential. See the section entitled *The Merger Proposal Factors Considered by Rhapsody s Board of Directors.*

In accordance with Rhapsody s certificate of incorporation, if Rhapsody is unable to complete the business combination with Primoris by October 3, 2008, its corporate existence will terminate and it will be required to liquidate.

A.

Q. Do I have conversion rights?

If you are a holder of Public Shares, you have the right to vote against the merger proposal and demand that Rhapsody convert such shares into a pro rata portion of the trust account in which a substantial portion of the net proceeds of Rhapsody s IPO are held. We sometimes refer to these rights to vote against the merger and demand conversion of the Public Shares into a pro rata portion of the trust account as conversion rights.

Q. How do I exercise my conversion rights?

A. If you are a holder of Public Shares and wish to exercise your conversion rights, you must (i) vote against the merger proposal,

(ii) demand that Rhapsody convert your shares into cash, (iii) continue to hold your shares through the closing of the merger and (iv) then deliver your stock to our transfer agent physically or electronically using Depository Trust Company s DWAC (Deposit Withdrawal at Custodian) System within the period specified in a notice you will receive from or on behalf of Rhapsody, which period will be not less than 20 days.

Any action that does not include an affirmative vote against the merger will prevent you from exercising your conversion rights. Your vote on any proposal other than the merger proposal will have no impact on your right to seek conversion.

TABLE OF CONTENTS

You may exercise your conversion rights either by checking the box on the proxy card or by submitting your request in writing to Arnaud Ajdler, our secretary, at the address listed at the end of this section. If you (i) initially vote for the merger proposal but then wish to vote against it and exercise your conversion rights or (ii) initially vote against the merger proposal and wish to exercise your conversion rights but do not check the box on the proxy card providing for the exercise of your conversion rights or do not send a written request to Rhapsody to exercise your conversion rights, or (iii) initially vote against the merger but later wish to vote for it, you may request Rhapsody to send you another proxy card on which you may indicate your intended vote. You may make such request by contacting Rhapsody at the phone number or address listed at the end of this section.

Any corrected or changed proxy card or written demand of conversion rights must be received by Rhapsody s secretary prior to the special meeting. No demand for conversion will be honored unless the holder s stock has been delivered (either physically or electronically) to the transfer agent after the meeting within the time period (at least 20 days) specified in a letter that will be sent to all Rhapsody stockholders who have voted against the merger proposal and demanded to convert their Public Shares into cash promptly after the meeting.

If, notwithstanding your negative vote, the merger is completed, then, if you have also properly exercised your conversion rights, you will be entitled to receive a pro rata portion of the trust account, including any interest earned thereon, calculated as of two business days prior to the date of the consummation of the merger. As of May 31, 2008, there was approximately $41,191,000 in the trust account, which would amount to

approximately $7.96 per Public Share upon conversion. If you exercise your conversion rights, then you will be exchanging your shares of Rhapsody common stock for cash and will no longer own these shares.

Exercise of your conversion rights does not result in either the exercise or loss of any Rhapsody warrants that you may hold. Your warrants will continue to be outstanding following a conversion of your common stock and will become exercisable upon consummation of the merger. A registration statement must be in effect to allow you to exercise any warrants you may hold or to allow Rhapsody to call the warrants for redemption if the redemption conditions are satisfied. If the merger is not consummated, the warrants will not become exercisable and will be worthless.

Q. Do I have appraisal rights if I object to the proposed acquisition?

A. No. Rhapsody stockholders do not have appraisal rights in connection with the merger under the General Corporation Law of the State of Delaware (DGCL).

TABLE OF CONTENTS

Q. What happens to the funds deposited in the trust account after consummation of the merger?

A. After consummation of the merger, the funds in the trust account will be released to Rhapsody and used by Rhapsody to pay stockholders who properly exercise their conversion rights, for expenses it incurred in pursuing its business combination and for working capital and general corporate purposes. Such expenses include $414,000 that will be paid to the underwriters of Rhapsody s IPO for deferred underwriting compensation. The representative of the underwriters of the IPO will also receive a fee of $360,000 for acting as Rhapsody s investment banker in connection with the business combination.

Q. What happens if the merger is not consummated?

A. Rhapsody must liquidate if it does not consummate the merger by October 3, 2008. In any liquidation of Rhapsody, the funds deposited in the trust account, plus any interest earned thereon, less claims requiring payment from the trust account by creditors who have not waived their rights against the trust account, if any, will be distributed pro rata to the holders of Rhapsody s Public Shares. Holders of Rhapsody common stock issued prior to the IPO, including all of Rhapsody s officers and directors, have waived any right to any liquidation distribution with respect to those shares. Eric S. Rosenfeld, our chairman, chief executive officer and president, will be personally liable under certain circumstances to ensure that the proceeds in the trust account are not reduced by the claims of prospective target businesses and vendors or other entities that are owed money by us for services rendered or products sold to us. We cannot assure you that Mr. Rosenfeld will be

able to satisfy those obligations. See the section entitled *Other Information Related to Rhapsody Liquidation If No Business Combination* for additional information.

Q. When do you expect the merger to be completed?

A. It is currently anticipated that the merger will be consummated on July 31, 2008, one day after the Rhapsody special meeting on July 30, 2008.

For a description of the conditions for the completion of the merger, see the section entitled *The Merger Agreement Conditions to the Closing of the Merger.*

Q. What do I need to do now?

A. Rhapsody urges you to read carefully and consider the information contained in this proxy statement/prospectus, including the annexes, and to consider how the merger will affect you as a stockholder of Rhapsody. You should then vote as soon as possible in accordance with the instructions provided in this proxy statement/prospectus and on the enclosed proxy card.

TABLE OF CONTENTS

Q. How do I vote?

A. If you are a holder of record of Rhapsody common stock, you may vote in person at the special meeting or by submitting a proxy for the special meeting. You may submit your proxy by completing, signing, dating and returning the enclosed proxy card in the accompanying pre-addressed postage paid envelope. If you hold your shares in street name, which means your shares are held of record by a broker, bank or nominee, you should contact your broker to ensure that votes related to the shares you beneficially own are properly counted. In this regard, you must provide the record holder of your shares with instructions on how to vote your shares or, if you wish to attend the meeting and vote in person, obtain a proxy from your broker, bank or nominee.

Q. If my shares are held in street name, will my broker, bank or nominee automatically vote my shares for me?

A. No. Your broker, bank or nominee cannot vote your shares unless you provide instructions on how to vote in accordance with the information and procedures provided to you by your broker, bank or nominee.

Q. May I change my vote after I have mailed my signed proxy card?

A. Yes. Send a later-dated, signed proxy card to Rhapsody s secretary at the address set forth below so that it is received by Rhapsody s secretary prior to the special meeting or attend the special meeting in person and vote. You also may revoke your proxy by sending a notice of revocation to Rhapsody s secretary, which must be received by Rhapsody s secretary

prior to the special meeting.

A.

Q. What should I do with my stock certificates?

A. Rhapsody stockholders who do not elect to have their shares converted into the pro rata share of the trust account should not submit their stock certificates now or after the merger, because their shares will not be converted or exchanged in the merger. Rhapsody stockholders who vote against the merger and exercise their conversion rights must deliver their stock to Rhapsody s transfer agent (either physically or electronically) as instructed by Rhapsody or Rhapsody s transfer agent after the meeting.

Q. What should I do if I receive more than one set of voting materials?

A. You may receive more than one set of voting materials, including multiple copies of this proxy statement/prospectus and multiple proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares. If you are a holder of record and your shares are registered in more than one name, you will receive more than one proxy card. Please complete, sign, date and return each proxy card and voting instruction card that you receive in order to cast a vote with respect to all of your Rhapsody shares.

Q. Who can help answer my questions?

A. If you have questions about the merger or if you need additional copies of the proxy statement/prospectus or the enclosed proxy card you should contact:

Mr. Arnaud Ajdler
Rhapsody Acquisition Corp.
825 Third Avenue, 40th Floor
New York, New York 10022
Tel: (212) 319-7676

TABLE OF CONTENTS

Or

Mackenzie Partners, Inc.
105 Madison Avenue
New York, New York 10016
Tel: (800) 322-2885
Fax: (212) 929-0308

You may also obtain additional information about Rhapsody from documents filed with the Securities and Exchange Commission (SEC) by following the instructions in the section entitled *Where You Can Find More Information.* If you intend to vote against the merger and seek conversion of your shares, you will need to deliver your stock (either physically or electronically) to our transfer agent at the address below after the meeting and after receiving delivery instructions from the transfer agent. If you have questions regarding the certification of your position or delivery of your stock, please contact:

Mr. Steven Nelson
Continental Stock Transfer & Trust Company
17 Battery Place
New York, New York 10004
Tel: (212) 509-5100
Fax: (212) 845-3201

TABLE OF CONTENTS

QUESTIONS AND ANSWERS FOR PRIMORIS STOCKHOLDERS ABOUT THE PROPOSALS

Q. Why am I receiving this proxy statement/ prospectus?

A. Rhapsody and Primoris have agreed to a business combination under the terms of the merger agreement that is described in this proxy statement/prospectus. This agreement is referred to as the merger agreement. A copy of the merger agreement, restated as amended, is attached to this proxy statement/prospectus as Annex A, which we encourage you to read.

You are being asked to consider and vote upon a proposal to approve the merger agreement, which, among other things, provides for the merger of Primoris into Rhapsody. The approval of the merger proposal is a condition to the consummation of the merger.

Primoris will hold the special meeting of its stockholders to consider and vote upon the proposal. This proxy statement/prospectus contains important information about the proposed acquisition and the other matters to be acted upon at the special meeting. You should read it carefully.

The stockholders of Primoris who are parties to the merger agreement and who own or have proxies to vote an aggregate of 80.7% of the outstanding shares of Primoris common stock have agreed in the merger agreement to vote such shares in favor of the merger proposal.

Your vote is important. We encourage you to attend and vote at the special meeting.

A.

Q. Why is Primoris proposing the merger?

Primoris is a holding company of various subsidiaries which cumulatively form a diversified engineering and construction company providing a wide range of construction, fabrication, maintenance and replacement services, as well as engineering services to major public utilities, petrochemical companies, energy companies, municipalities and other customers.

Rhapsody was organized to effect an acquisition, capital stock exchange, asset acquisition or other similar business combination.

Rhapsody completed its IPO on October 10, 2006, raising net proceeds, including proceeds from the exercise of the underwriters over allotment option, of approximately $38,833,559. Of these net proceeds, $38,028,250, together with $1,250,000 raised from the private sale of warrants, for a total of $39,278,250 (including $414,000 of deferred underwriting compensation to be payable upon a successful business combination), were placed in a trust account immediately following the IPO and, in accordance with Rhapsody s certificate of incorporation, will be released upon the consummation of a business combination. As of May 31, 2008, approximately $41,191,000 was held in deposit in the trust account. Rhapsody intends to use funds held in the trust account to pay stockholders of Rhapsody who exercise conversion rights, expenses of the business combination with Primoris, deferred underwriting compensation and investment banker s fees and for working capital and general corporate purposes.

TABLE OF CONTENTS

Based on its due diligence investigations of Rhapsody, including the financial and other information provided by Rhapsody in the course of their negotiations, Primoris believes that Rhapsody s management will provide key financial and public market management experience to the Primoris board and would provide important financial resources to Primoris. Additionally, Primoris believes that a business combination with Rhapsody will provide Primoris stockholders with an opportunity

to provide certain liquidity to their investment in Primoris and will provide a further opportunity to participate in a company with expanded growth potential.

In accordance with Rhapsody s certificate of incorporation, Rhapsody must liquidate if it has not consummated a business combination by October 3, 2008. If Rhapsody is unable to complete the business combination with Primoris by such date, it will be forced to liquidate.

Q. Will I be able to sell my Rhapsody shares immediately after the merger?

A. No. The merger agreement provides that no public sales of Rhapsody shares may be made during the first 12 months following the closing of the merger. You will be required to agree to this restriction as a condition to being issued Rhapsody shares. The shares will contain a legend to such effect.

Q. Do I have dissenter s rights?

A. If you are a holder of common stock of Primoris, you have the right under the Nevada Revised Statutes to vote against the merger proposal and demand that Primoris pay you the fair value of such shares. We sometimes refer to these rights to vote against the merger and demand the payment for the fair value of shares as dissenter s rights. Pursuant to the merger agreement, if the holders of more than 5% of the outstanding common stock of Primoris exercise their dissenter s rights, Rhapsody may elect not to proceed with the merger.

Q. How do I exercise my dissenter s rights?

A. If you are a stockholder of Primoris common stock and wish to exercise your dissenter s rights, you must (i) deliver a written notice to Primoris of your intent to demand payment for the Primoris common stock before the vote on the merger is taken and (ii) vote against the merger proposal. If you fail to satisfy these two requirements, you will not satisfy the requirements to exercise your dissenter s rights.

Within 10 days after the completion of the merger, the merged company will then send a written dissenter s notice to those who satisfied the two requirements noted above. The dissenter s notice will contain: (i) a statement of where demand for payment and certificates of Primoris common stock are to be sent, (ii) a statement informing holders of non-certificated shares of Primoris common stock of certain restrictions on transfers, (iii) a form for demanding payment, (iv) a date by when the demand for payment must be received, and (v) a copy of certain provisions of the Nevada Revised Statutes.

TABLE OF CONTENTS

After receipt of such dissenter s notice, the dissenting stockholders must then (i) demand payment, (ii) make certain certifications regarding their ownership of the Primoris common stock and
(iii) deposit their certificates in accordance with the dissenter s notice.

The merged company will then be required to pay each dissenting Primoris stockholder the amount that the merged company estimates to be the fair value of each dissenter s shares of Primoris common stock, plus accrued interest. The payment by the merged company will be accompanied by: (i) a copy of certain financial statements for the merged company, (ii) a statement of the merged company s estimate of the fair value of the dissenter s shares of Primoris common stock, (iii) an explanation as to how interest was calculated,
(iv) a statement stating how a dissenter may demand payment under Nevada law of their estimate of the value of the Primoris common stock, and (v) a copy of certain provisions of the Nevada Revised Statutes.

You may exercise your dissenter s rights by submitting your request in writing to John P. Schauerman of Primoris, at the address listed at the end of this section.

See the section entitled *Appraisal and Dissenter s Rights* for more specific procedures to be followed if you wish to exercise your dissenter s rights.

Q. What happens if the merger is not consummated?

A. If the merger is not consummated, you will continue to own the same shares of common stock of Primoris that you owned prior to the vote at the special meeting. Primoris will continue to operate in its ordinary course as previously operated.

Q. When do you expect the merger to be completed?

A. It is currently anticipated that the merger will be consummated as soon as practicable following the Rhapsody special meeting on July 30, 2008.

For a description of the conditions for the completion of the merger, see the section entitled *The Merger Agreement Conditions to the Closing of the Merger.*

Q. What do I need to do now?

A. Primoris urges you to read carefully and consider the information contained in this proxy statement/prospectus, including the annexes, and to consider how the merger will affect you as a stockholder of Primoris. You should then attend and vote at the special meeting of Primoris stockholders.

How do I vote?	If you are a holder of record of Primoris common stock, you may vote in person at the special meeting.
Q. What should I do with my stock certificates?	A. Promptly following the completion of the merger, Rhapsody s transfer agent will mail to you a letter of transmittal and instructions for surrendering your Primoris stock certificates in exchange for certificates representing Rhapsody common stock. Do not send your Primoris stock certificates until you receive a letter of transmittal from Rhapsody s transfer agent, with instructions for the surrender of the Primoris stock certificates.

TABLE OF CONTENTS

	If you decide to exercise your dissenter s rights, you will need to surrender your certificates as instructed in the dissenter s notice, discussed above.
	See the section entitled *Appraisal and Dissenter s Rights* for more specific procedures to be followed if you wish to exercise your dissenter s rights.
Q. Who can help answer my questions?	A. If you have questions about the merger or your dissenter s rights you should contact:

John P. Schauerman
Primoris Corporation
26000 Commercentre Drive
Lake Forest, California 92630
Tel: (949) 598-9242

TABLE OF CONTENTS

SUMMARY OF THE PROXY STATEMENT/PROSPECTUS

This summary highlights selected information from this proxy statement/prospectus and does not contain all of the information that is important to you. To better understand the merger, you should read this entire document carefully, including the merger agreement, restated as amended, attached as Annex A to this proxy statement/prospectus. The merger agreement is the legal document that governs the merger and the other transactions that will be undertaken in connection with the merger. It is also described in detail elsewhere in this proxy statement/prospectus.

The Parties

Rhapsody

Rhapsody Acquisition Corp. is a blank check company formed on April 24, 2006 as a vehicle to effect a merger, capital stock exchange, asset acquisition or other similar business combination with an operating business.

On October 10, 2006, Rhapsody closed its initial public offering of 5,175,000 units (including 675,000 units subject to the underwriters over-allotment option), with each unit consisting of one share of its common stock and one warrant, each to purchase one share of its common stock at an exercise price of $5.00 per share. The units from the initial public offering (including the over-allotment option) were sold at an offering price of $8.00 per unit, generating total gross proceeds of $41,400,000. Simultaneously with the consummation of the IPO, Rhapsody consummated the private sale of 1,136,364 warrants at $1.10 per warrant to certain of its initial stockholders and affiliates for an aggregate purchase price of $1,250,000. Net proceeds from the offering, including proceeds from the exercise of the underwriter s over-allotment option, were $38,833,559, including $414,000 of deferred underwriting compensation. Of these net proceeds, $38,028,250, together with $1,250,000 raised from the private sale of warrants, for a total of $39,278,250, were deposited into the trust account and the remaining proceeds of approximately $1,030,000 became available to be used to provide for business, legal and accounting due diligence on prospective business combinations and continuing general and administrative expenses. In addition, as provided for in the prospectus for Rhapsody s IPO, subsequent to October 3, 2007, Rhapsody withdrew an additional $200,000 from interest earned on funds in the trust account to fund such expenses. Through December 31, 2007, Rhapsody had used approximately $1,028,000 of the net proceeds that were not deposited into the trust account to pay for remaining expenses of the offering, taxes and general and administrative expenses and at that date had not used the additional $200,000 withdrawn by it for such purposes. The net proceeds deposited into the trust account remain on deposit in the trust account earning interest. As of May 31, 2008, there was approximately $41,191,000 held in the trust account.

The funds deposited in the trust account, with the interest earned thereon, will be released to Rhapsody upon consummation of the merger, and used to pay any amounts payable to Rhapsody stockholders who vote against the merger and exercise their conversion rights and expenses incurred in connection with the business combination, including deferred underwriting compensation of $414,000 and a fee to the representative of the underwriters of the IPO of $360,000 for acting as Rhapsody s investment banker in connection with the business combination. Remaining proceeds will be used for working capital, including funding for organic growth and acquisitions.

If Rhapsody does not complete the merger by October 3, 2008, its corporate existence will terminate and it will liquidate and promptly distribute to its public stockholders the amount in its trust account plus any remaining non-trust account funds after payment of its liabilities.

The Rhapsody common stock, warrants to purchase common stock and units (each unit consisting of one share of common stock and one warrant to purchase common stock) are quoted on the OTC Bulletin Board under the symbols RPSD for the common stock, RPSDW for the warrants and RPSDU for the units.

The mailing address of Rhapsody s principal executive office is 825 Third Avenue, 40th Floor, New York, New York 10022. Its telephone number is (212) 319-7676. After the consummation of the merger, its principal executive office will be located at 26000 Commercentre Drive, Lake Forest, CA 92630 and its telephone number will be (949) 598-9242.

TABLE OF CONTENTS

Primoris

Headquartered in Lake Forest, California, Primoris Corporation is a holding company of various subsidiaries which cumulatively form a diversified engineering and construction company providing a wide range of construction, fabrication, maintenance and replacement services, as well as engineering services to major public utilities, petrochemical companies, energy companies, municipalities and other customers.

As described in the section entitled Business of Primoris , since 1989, Primoris has completed seven acquisitions, two of which involved companies that were roughly equivalent in size to Primoris at the time of the acquisitions.

Primoris provides services through the following groups:

Underground
Industrial
Structures
Engineering
Water and wastewater

The following table sets forth Primoris s revenues by business unit for the fiscal years ended December 31, 2007, 2006 and 2005:

	Year Ended December 31					
	2007		2006		2005	
Business Unit	Revenue (000 s)	%	Revenue (000 s)	%	Revenue (000 s)	%
Underground	$197,367	36.0	$210,336	47.9	$156,322	43.0
Industrial	151,707	27.7	67,458	15.4	90,461	25.0
Structures	60,706	11.1	70,506	16.0	45,965	12.7
Engineering	77,300	14.1	39,733	9.0	26,014	7.2
Water and wastewater	60,586	11.1	51,372	11.7	43,723	12.1
Total (totals may not add due to rounding)	$547,666	100.0 %	$439,405	100.0 %	$362,485	100.0 %

Primoris s principal executive offices are located at 26000 Commercentre Drive, Lake Forest, California 92630. Its telephone number is (949) 598-9242.

The Merger

The merger agreement provides for a business combination transaction by means of the merger of Primoris into Rhapsody, with Rhapsody being the surviving entity and operating under the name Primoris Corporation. At the closing, the Primoris Holders will receive in the aggregate (i) 24,094,800 shares of Rhapsody common stock (subject to reduction in the event of exercise of dissenter s rights by any of the Primoris stockholders) plus (ii) the right to receive 2,500,000 shares of Rhapsody common stock for each of the fiscal years ending December 31, 2008 and 2009 during which the surviving corporation achieves specified EBITDA (as defined in the merger agreement) milestones. Such milestones are $39,300,000 for the 2008 fiscal year and $46,000,000 for the 2009 fiscal year. See the section entitled *The Merger Proposal Structure of the Merger* for the manner in which EBITDA is defined for this purpose.

To provide a fund for payment to Rhapsody with respect to its post-closing rights to indemnification under the merger agreement for breaches of representations and warranties and covenants by Primoris and its stockholders, there will be placed in escrow (with an independent escrow agent) 1,807,110 of the shares issuable to the Primoris Holders at closing. Other than with respect to certain specified matters, the escrow will be the sole remedy for Rhapsody for its

rights to indemnification under the merger agreement. See the section entitled *The Merger Proposal Indemnification.*

TABLE OF CONTENTS

Rhapsody and Primoris plan to complete the merger promptly after the Rhapsody special meeting, provided that:

Rhapsody s stockholders have approved the merger proposal;
holders of fewer than 20% of Rhapsody s Public Shares have voted against the merger proposal and demanded conversion of their shares into cash; and
the other conditions specified in the merger agreement have been satisfied or waived.

After consideration of the factors identified and discussed in the section entitled *The Merger Proposal Factors Considered by Rhapsody s Board of Directors,* Rhapsody s board of directors concluded that the merger met all of the requirements disclosed in Rhapsody s Registration Statement on Form S-1 (Reg. No. 333-134694), that became effective on October 3, 2006, including that such business has a fair market value of at least 80% of the trust account balance at the time of the merger.

Upon completion of the merger, assuming that none of the holders of the Public Shares elects to convert such shares into cash, the Primoris Holders will own approximately 79.3% of the shares of Rhapsody common stock outstanding immediately after the closing of the merger and the other Rhapsody stockholders will own approximately 20.7% of Rhapsody s outstanding common stock. If 19.99% of the holders of Public Shares elect to convert their shares into cash, such percentages would be 82.1% and 17.9%, respectively. The foregoing does not take into account shares that would be issued to Primoris Holders upon achievement of the EBITDA milestones or the exercise of warrants that are presently outstanding or shares that would be issued under the incentive compensation option plan proposed to be adopted in connection with the merger. However, if 19.99% of the Public Shares are converted and thereafter the full EBITDA consideration is earned, the current Rhapsody stockholders would own 15.3% of the total outstanding stock and the Primoris Holders would own 84.7%, assuming that no other shares are issued. All of these percentages assume that none of the Primoris stockholders exercises his or her dissenter s rights. To the extent dissenter s rights are exercised, the percentage owned by the Primoris Holders would decrease and that owned by the Rhapsody stockholders would increase.

Fairness Opinion

Pursuant to an engagement letter dated January 28, 2008, we engaged Ladenburg Thalmann & Co. Inc. (Ladenburg) to render an opinion that the consideration to be paid by us in connection with our merger with Primoris on the terms and conditions set forth in the merger agreement is fair to our stockholders from a financial point of view and that the fair market value of Primoris is at least equal to 80% of the balance in the trust account at the time of the merger. Ladenburg is an investment banking firm that regularly is engaged in the evaluation of businesses and their securities in connection with acquisitions, corporate restructuring, private placements and for other purposes. Our board of directors decided to use the services of Ladenburg because it is a recognized investment banking firm that has substantial experience in similar matters. The engagement letter provides that we will pay Ladenburg a fee of $75,000 (which has been paid) and will reimburse Ladenburg for its reasonable out-of-pocket expenses, including attorneys fees. We have also agreed to indemnify Ladenburg against certain liabilities that may arise out of the opinion.

Ladenburg delivered its written opinion to our board of directors on February 17, 2008, which opinion stated that, as of such date, and based upon and subject to the assumptions made, matters considered and limitations on its review as set forth in the opinion, (i) the consideration then agreed to be paid by us in the merger was fair to our stockholders from a financial point of view, and (ii) the fair market value of Primoris was at least equal to 80% of the balance in the trust account at the time of the merger. Unless Rhapsody management believes there has been a material adverse

change in Primoris s business or its fair market value since the date of such opinion, such opinion will not be updated.

The amount of the consideration to be paid by us to Primoris s stockholders was determined pursuant to negotiations between us and Primoris and not pursuant to recommendations of Ladenburg. The full text of Ladenburg s written opinion, attached hereto as Annex G, is incorporated by reference into this proxy statement/prospectus. You are encouraged to read the Ladenburg opinion carefully and in its entirety for descriptions of the assumptions made, matters considered, procedures followed and limitations on the review undertaken by Ladenburg in rendering them. The summary of the Ladenburg opinion set forth in this proxy

TABLE OF CONTENTS

statement/prospectus is qualified in its entirety by reference to the full text of the opinion, which is attached hereto as Annex G. See the section entitled *The Merger Proposal Fairness Opinion.*

The Charter Amendment Proposals

The proposed amendments to Rhapsody s certificate of incorporation addressed by the charter amendment proposals would, upon consummation of the merger, (i) change Rhapsody s name to Primoris Corporation, (ii) increase the authorized number of shares of its common stock from 15 million to 60 million, (iii) make its corporate existence perpetual, (iv) incorporate the classification of directors that would result from the election of directors in the manner described in the director election proposal; (v) delete the present Article Fifth, which relates to Rhapsody s incorporator and is not required in a restated certificate of incorporation, and the preamble and sections A through D, inclusive, of Article Seventh and to redesignate section E of Article Seventh as Article Sixth, as such provisions will no longer be applicable to Rhapsody after the merger, and to renumber succeeding Articles accordingly; and (vi) make certain other changes that our board of directors believes are immaterial. See the section entitled *The Charter Amendment Proposals.*

The Incentive Compensation Plan Proposal

The proposed incentive compensation plan reserves 1,520,000 shares of Rhapsody common stock for issuance to executive officers (including executive officers who are also directors), employees, directors and consultants in accordance with the plan s terms. The purpose of the plan is to provide Rhapsody s directors, executive officers and other employees as well as consultants who, by their position, ability and diligence are able to make important contributions to Rhapsody s growth and profitability, with an incentive to assist Rhapsody in achieving its long-term corporate objectives, to attract and retain executive officers and other employees of outstanding competence and to provide such persons with an opportunity to acquire an equity interest in Rhapsody. The plan is attached as Annex C to this proxy statement/prospectus. We encourage you to read the plan in its entirety.

The Director Election Proposal; Management of Rhapsody

At the special meeting, seven directors will be elected to Rhapsody s board of directors, of whom two will serve until the special meeting to be held in 2009, three will serve until the special meeting to be held in 2010 and two will serve until the special meeting to be held in 2011 and, in each case, until their successors are elected and qualified.

Upon consummation of the merger, if management s nominees are elected, the directors of Rhapsody will be classified as follows:

in the class to stand for reelection in 2009: Brian Pratt and Thomas E. Tucker;
in the class to stand for reelection in 2010: John P. Schauerman, Stephen C. Cook and Peter J. Moerbeek; and
in the class to stand for reelection in 2011: Eric S. Rosenfeld and David D. Sgro.

Upon the consummation of the merger, the executive officers of Rhapsody will be Brian Pratt, chief executive officer, John M. Perisich, senior vice president and general counsel, John P. Schauerman, chief financial officer, and Alfons Theeuwes, senior vice president of accounting and finance. Each of such persons is currently an executive officer of Primoris.

If either the merger proposal or the charter amendment proposal is not approved by Rhapsody s stockholders at the special meeting, the director election proposal and the other proposals (except an adjournment proposal, as discussed below) will not be presented to the meeting for a vote and Rhapsody s current directors and executive officers will continue in office until Rhapsody is liquidated.

The Adjournment Proposal

If, based on the tabulated vote, there are not sufficient votes at the time of the special meeting to authorize Rhapsody to consummate the merger (because either the merger proposal or the charter amendment proposal is not approved or 20% or more of the holders of the Public Shares vote against the merger proposal and elect to convert their Public Shares into cash), Rhapsody s board of directors may submit a proposal to

TABLE OF CONTENTS

adjourn the special meeting to a later date or dates, if necessary, to permit further solicitation of proxies. See the section entitled *The Adjournment Proposal.*

Vote of Rhapsody Inside Stockholders

As of July 3, 2008, the record date for the Rhapsody special meeting, Eric S. Rosenfeld, Rhapsody s chairman of the board, chief executive officer and president, a trust for the benefit of Mr. Rosenfeld s children, Arnaud Ajdler, Rhapsody s secretary and a director, David D. Sgro, Rhapsody s chief financial officer, Leonard B. Schlemm, Jon Bauer and Colin D. Watson, each a director of Rhapsody, Joel Greenblatt, the special advisor to Rhapsody, and Gregory R. Monahan, a stockholder of Rhapsody, to whom we collectively refer as the Rhapsody Inside Stockholders, beneficially owned and were entitled to vote 1,125,000 shares (Original Shares). The Original Shares issued to the Rhapsody Inside Stockholders constituted approximately 17.9% of the outstanding shares of our common stock immediately after the IPO.

In connection with the IPO, Rhapsody and EarlyBirdCapital, Inc., the representative of the underwriters of the IPO, entered into agreements with each of the Rhapsody Inside Stockholders pursuant to which each Rhapsody Inside Stockholder agreed to vote his or its Original Shares on the merger proposal in accordance with the majority of the votes cast by the holders of Public Shares. The Rhapsody Inside Stockholders have also indicated that they intend to vote their Original Shares in favor of all other proposals being presented at the meeting. The Original Shares have no liquidation rights and will be worthless if no business combination is effected by Rhapsody. In connection with the IPO, the Rhapsody Inside Stockholders entered into lock-up agreements with EarlyBirdCapital, Inc. restricting the sale of their Original Shares until the earlier of twelve months after a business combination or Rhapsody s liquidation.

As of the date of this proxy statement/prospectus, no Rhapsody Inside Stockholder has purchased any shares of Rhapsody common stock in the open market. If the Rhapsody Inside Stockholders believe it would be desirable for

them or their affiliates to purchase shares in advance of the special meeting, such determination would be based on factors such as the likelihood of approval or disapproval of the merger proposal, the number of shares for which conversion may be requested and the financial resources available to such prospective purchasers.

Date, Time and Place of Special Meeting of Rhapsody s Stockholders

The special meeting of the stockholders of Rhapsody will be held at 10:00 a.m., Eastern time, on July 30, 2008, at the offices of Graubard Miller, Rhapsody s counsel, at The Chrysler Building, 405 Lexington Avenue, 19th Floor, New York, New York 10174 to consider and vote upon the merger proposal, the charter amendment proposal, the incentive compensation plan proposal and the director election proposal. A proposal to adjourn the meeting to a later date or dates may be presented, if necessary, to permit further solicitation and vote of proxies if, based upon the tabulated vote at the time of the special meeting, Rhapsody is not authorized to consummate the merger.

Voting Power; Record Date

You will be entitled to vote or direct votes to be cast at the special meeting if you owned shares of Rhapsody common stock at the close of business on July 3, 2008, which is the record date for the special meeting. You will have one vote for each share of Rhapsody common stock you owned at the close of business on the record date. If your shares are held in street name or are in a margin or similar account, you should contact your broker to ensure that votes related to the shares you beneficially own are properly counted. Rhapsody warrants do not have voting rights. On the record date, there were 6,300,000 shares of Rhapsody common stock outstanding, of which 5,175,000 were Public Shares and 1,125,000 were shares held by the Rhapsody Inside Stockholders that were acquired prior to the IPO.

Quorum and Vote of Rhapsody Stockholders

A quorum of Rhapsody stockholders is necessary to hold a valid meeting. A quorum will be present at the Rhapsody special meeting if a majority of the outstanding shares entitled to vote at the meeting are represented in person or by proxy. Abstentions and broker non-votes will count as present for the purposes of establishing a quorum. The Rhapsody Inside Stockholders hold approximately 17.9% of the outstanding shares

TABLE OF CONTENTS

of Rhapsody common stock, none of which are Public Shares. Such shares will be voted on the merger proposal in accordance with the majority of the votes cast by the holders of Public Shares and in favor of all of the other proposals and for the election as directors of management s nominees.

Pursuant to Rhapsody s charter, the approval of the merger proposal will require the affirmative vote of the holders of a majority of the Public Shares cast on the proposal at the meeting. There are currently 6,300,000 shares of Rhapsody common stock outstanding, of which 5,175,000 are Public Shares. The merger will not be consummated if the holders of 20% or more of the Public Shares (1,035,000 shares or more) properly demand conversion of their Public Shares into cash.

The approval of each charter amendment proposal will require the affirmative vote of the holders of a majority of the outstanding shares of Rhapsody common stock on the record date.

The approval of the incentive compensation plan proposal will require the affirmative vote of the holders of a majority of the shares of Rhapsody common stock represented in person or by proxy and entitled to vote thereon at the

meeting.

The election of directors requires a plurality vote of the shares of common stock present in person or represented by proxy and entitled to vote at the special meeting. Plurality means that the individuals who receive the largest number of votes cast FOR are elected as directors. Consequently, any shares not voted FOR a particular nominee (whether as a result of abstentions, a direction to withhold authority or a broker non-vote) will not be counted in the nominee s favor.

The approval of an adjournment proposal will require the affirmative vote of the holders of a majority of the shares of Rhapsody common stock represented in person or by proxy and entitled to vote thereon at the meeting.

Abstentions will have the same effect as a vote AGAINST a charter amendment proposal, the incentive compensation plan proposal and the adjournment proposal, if the latter is presented, but will have no effect on the merger proposal.

Broker non-votes, while considered present for the purposes of establishing a quorum, will have the effect of votes against a charter amendment proposal to which they apply, but will have no effect on the merger proposal, the incentive compensation plan proposal or an adjournment proposal. Please note that you cannot seek conversion of your shares unless you affirmatively vote against the merger proposal.

The merger is conditioned upon approval of the merger proposal and the charter amendment proposal but not upon the approval of the incentive compensation plan proposal or the director election proposal. However, the incentive compensation plan and director election proposals will not be presented for a vote at the special meeting unless both the merger proposal and the charter amendment proposal are approved.

Conversion Rights

Pursuant to Rhapsody s certificate of incorporation, a holder of Public Shares may, if the stockholder affirmatively votes against the merger, demand that Rhapsody convert such shares into cash if the merger is consummated. See the section entitled *Special Meeting of Rhapsody Stockholders Conversion Rights* for the procedures to be followed if you wish to convert your shares into cash. If properly demanded, Rhapsody will convert each Public Share into a pro rata portion of the trust account, calculated as of two business days prior to the anticipated consummation of the merger. As of May 31, 2008, this would amount to approximately $7.96 per share. If you exercise your conversion rights, then you will be exchanging your shares of Rhapsody common stock for cash and will no longer own the shares. You will be entitled to receive cash for these shares only if you affirmatively vote against the merger, properly demand conversion and, after the meeting, tender your stock (either physically or electronically) to our transfer agent within the time period specified in a notice you will receive from Rhapsody, which period will be not less than 20 days from the date of such notice. If the merger is not completed, these shares will not be converted into cash.

If Rhapsody is unable to complete the merger or another business combination by October 3, 2008, its corporate existence will terminate and, upon its resulting liquidation, the holders of shares issued in the IPO will receive an amount equal to the amount of funds in the trust account at the time of the liquidation distribution divided by the number of Public Shares. Although both the per share liquidation price and the per

TABLE OF CONTENTS

share conversion price are equal to the amount of trust accounts in the trust account divided by the number of Public Shares, the amount a holder of Public Shares would receive at liquidation may be more or less than the amount such a holder would have received had it sought conversion of its shares in connection with the merger because (i) there will be greater earned interest in the trust account at the time of a liquidation distribution since it would occur at a later date than a conversion and (ii) Rhapsody may incur expenses it otherwise would not incur if Rhapsody consummates the merger, including, potentially, claims requiring payment from the trust account by creditors who have not waived their rights against the trust account. Eric S. Rosenfeld, our chairman, chief executive officer and president, will be

personally liable under certain circumstances (for example, if a vendor successfully makes a claim against funds in the trust account) to ensure that the proceeds in the trust account are not reduced by the claims of prospective target businesses and vendors or other entities that are owed money by us for services rendered or products sold to us. While Rhapsody has no reason to believe that Mr. Rosenfeld will not be able to satisfy those obligations, there cannot be any assurance to that effect. See the section entitled *Other Information Related to Rhapsody Liquidation If No Business Combination* for additional information.

The merger will not be consummated if the holders of 20% or more of the Public Shares (1,035,000 shares or more) properly demand conversion of their shares into cash.

Appraisal and Dissenter s Rights

Rhapsody stockholders do not have appraisal rights in connection with the merger under the DGCL. Primoris stockholders have dissenter s rights, as described in the section entitled *Appraisal and Dissenter s Rights.*

Proxies

Proxies may be solicited by mail, telephone or in person. Rhapsody has engaged Mackenzie Partners, Inc. to assist in the solicitation of proxies.

If you grant a proxy, you may still vote your shares in person if you revoke your proxy before the special meeting. You may also change your vote by submitting a later-dated proxy as described in the section entitled *Special Meeting of Rhapsody Stockholders Revoking Your Proxy.*

Interests of Rhapsody s Directors and Officers in the Merger

When you consider the recommendation of Rhapsody s board of directors in favor of approval of the merger proposal, you should keep in mind that Rhapsody s executive officers and special advisor and members of Rhapsody s board have interests in the merger transaction that are different from, or in addition to, your interests as a stockholder. These interests include, among other things:

If the merger or another business combination is not consummated by October 3, 2008, Rhapsody will be liquidated. In such event, the 1,125,000 shares of common stock held by Rhapsody s directors, officers and special advisor that were acquired before the IPO, for an aggregate purchase price of $25,000, would be worthless because Rhapsody s directors, officers and special advisor are not entitled to receive any of the liquidation proceeds with respect to such shares. Such shares had an aggregate market value of $ based upon the closing price of $ on the OTC Bulletin Board on July 3, 2008, the record date for the Rhapsody special meeting.

The Rhapsody officers, directors and special advisor have also purchased 1,136,364 warrants, for an aggregate purchase price of $1,250,000, (or $1.10 per warrant) pursuant to an agreement with EarlyBirdCapital, Inc. entered into in connection with Rhapsody s IPO. These purchases took place on a private placement basis simultaneously with the consummation of our IPO. All of the proceeds we received from these purchases were placed in Rhapsody s trust fund. These insider warrants are identical to the warrants underlying our units, except that if we call the warrants for redemption, the insider warrants may be exercisable on a cashless basis so long as they are held by these purchasers or their affiliates. Such warrants had an aggregate market value of $, based on the closing price of $ on the OTC Bulletin Board on July 3, 2008. All of the warrants will become worthless if the merger is not consummated (as will the remainder of the public warrants).

TABLE OF CONTENTS

The transactions contemplated by the merger agreement provide that Eric S. Rosenfeld and David D. Sgro, appointees of Mr. Rosenfeld, will be directors of Rhapsody after the closing of the merger. As such, in the future each will receive any cash fees, stock options or stock awards that the Rhapsody board of directors determines to pay to its non-executive directors.

If Rhapsody liquidates prior to the consummation of a business combination, Eric S. Rosenfeld, Rhapsody s chairman, chief executive officer and president, will be personally liable to pay debts and obligations to vendors and other entities that are owed money by Rhapsody for services rendered or products sold to Rhapsody, or to any target business, to the extent such creditors bring claims that would otherwise require payment from monies in the trust account. Based on Rhapsody s estimated debts and obligations, it is not currently expected that Mr. Rosenfeld will have any exposure under this arrangement in the event of a liquidation.

At any time prior to the special meeting, during a period when they are not then aware of any material nonpublic information regarding Rhapsody or its securities, the Rhapsody Inside Stockholders, Primoris or Primoris s stockholders and/or their respective affiliates may purchase shares from institutional and other investors, or execute agreements to purchase such shares from them in the future, or they or Rhapsody may enter into transactions with such persons and others to provide them with incentives to acquire shares of Rhapsody s common stock or vote their shares in favor of the merger proposal. The purpose of such share purchases and other transactions would be to increase the likelihood of satisfaction of the requirements that the holders of a majority of the Public Shares cast on the merger proposal vote in its favor and that holders of fewer than 20% of the Public Shares vote against the merger proposal and demand conversion of their Public Shares into cash where it appears that such requirements would otherwise not be met.

While the exact nature of any such incentives has not been determined as of the date of this proxy statement/prospectus, they might include, without limitation, arrangements to protect such investors or holders against potential loss in value of their shares, including the granting of put options, the transfer to such investors or holders of shares or warrants owned by the Rhapsody Inside Stockholders for nominal value and the grant to such investors and holders of rights to nominate directors of Rhapsody. However, Rhapsody will not enter into any such arrangement prior to the closing of the merger that requires it to purchase Public Shares, either prior to or after the consummation of the merger, and no funds in its trust account will be used to make such purchases or to fund other such arrangements.

Entering into any such arrangements may have a depressive effect on our stock. For example, as a result of these arrangements, an investor or holder may have the ability to effectively purchase shares at a price lower than market and may therefore be more likely to sell the shares he owns, either prior to or immediately after the special meeting.

If such transactions are effected, the consequence could be to cause the merger to be approved in circumstances where such approval could not otherwise be obtained. Purchases of shares by the persons described above would allow them to exert more influence over the approval of the merger proposal and other proposals and would likely increase the chances that such proposals would be approved. Moreover, any such purchases may make it less likely that the holders of 20% or more of the Public Shares will vote against the acquisition proposal and exercise their conversion shares.

As of the date of this proxy statement/prospectus, there have been no such discussions and no agreements to such effect have been entered into with any such investor or holder. Rhapsody will file a Current Report on Form 8-K to disclose arrangements entered into or significant purchases made by any of the aforementioned persons that would affect the vote on the merger and charter amendment proposals or the conversion threshold. Any such report will include descriptions of any arrangements entered into or significant purchases by any of the aforementioned persons.

Recommendation to Stockholders

Rhapsody s board of directors believes that the merger proposal and the other proposals to be presented at the special meeting are fair to and in the best interest of Rhapsody s stockholders and unanimously recommends that its stockholders vote FOR each of the proposals.

TABLE OF CONTENTS

Conditions to the Closing of the Merger

General Conditions

Consummation of the merger is conditioned on (i) the holders of the Public Shares, at a meeting called for this and other related purposes, approving the merger proposal and each of the charter amendment proposals and (ii) the holders of fewer than 20% of the Public Shares voting against the merger and exercising their right to convert their Public Shares into a pro-rata portion of the trust account, calculated as of two business days prior to the anticipated consummation of the merger.

In addition, the consummation of the transactions contemplated by the merger agreement is conditioned upon, among other things, (i) no order, stay, judgment or decree being issued by any governmental authority preventing, restraining or prohibiting in whole or in part, the consummation of such transactions, (ii) the execution by and delivery to each party of each of the various transaction documents, (iii) the delivery by each party to the other party of a certificate to the effect that the representations and warranties of each party are true and correct in all material respects as of the closing and all covenants contained in the merger agreement have been materially complied with by each party, (iv) at the closing, Rhapsody s common stock being quoted on the Over-the-Counter Bulletin Board (OTC BB) or listed for trading on Nasdaq, and (v) the receipt of all necessary consents and approvals by third parties and the completion of necessary proceedings.

Primoris s Conditions to Closing

The obligations of Primoris to consummate the transactions contemplated by the merger agreement also are conditioned upon, among other things:

(1) there being no material adverse change in Rhapsody since the date of the merger agreement;

(2) the lock-up agreements, the voting agreement and the escrow agreement shall have been executed and delivered by the parties thereto (other than the Primoris parties);

(3) Rhapsody shall have arranged for funds remaining in the trust account to be disbursed to it upon closing of the merger;

(4) receipt by Primoris of an opinion of Rhapsody s counsel in agreed form;

(5) Rhapsody being in compliance with the reporting requirements under the Securities and Exchange Act of 1934 (Exchange Act); and

(6) all officers of Rhapsody having resigned from all of their positions and offices with Rhapsody (other than Mr. Rosenfeld, who will continue as a director).

Rhapsody s Conditions to Closing

The obligations of Rhapsody to consummate the transactions contemplated by the merger agreement also are conditioned upon each of the following, among other things:

(1)

there shall have been no material adverse change in the business of Primoris, its subsidiaries or their businesses since the date of the merger agreement;

(2) no more than 5% of the shares of any class of securities of Primoris shall have exercised their dissenter s rights;

(3) the employment agreements with Primoris management shall have been executed and delivered by Primoris and them;

(4) the lock-up agreements, the voting agreement and the escrow agreement shall have been executed and delivered by the parties thereto (other than the Rhapsody parties);

(5) (a) all outstanding indebtedness owed by any Primoris insider to Primoris shall have been repaid in full; (b) all guaranteed or similar arrangements pursuant to which Primoris has guaranteed the payment or performance of any obligations of any Primoris insider to a third party shall have been terminated; and (c) no Primoris insider shall own any direct equity interests in any subsidiary of Primoris; and

TABLE OF CONTENTS

(6) receipt by Rhapsody of an opinion of Primoris s counsel in agreed form.

Termination

The merger agreement may be terminated at any time, but not later than the closing, as follows:

by mutual written agreement of Rhapsody and Primoris;

by either Rhapsody or the representative of the Primoris stockholders if the merger is not consummated on or before October 3, 2008, provided that such termination is not available to a party whose action or failure to act has been a principal cause of or resulted in the failure of the merger to be consummated before such date and such action or failure to act is a breach of the merger agreement;

by either Rhapsody or Primoris if a governmental entity shall have issued an order, decree or ruling or taken any other action, in any case having the effect of permanently restraining, enjoining or otherwise prohibiting the merger, which order, decree, judgment, ruling or other action is final and nonappealable;

by either Rhapsody or Primoris if the other party has breached any of its covenants or representations and warranties in any material respect and has not cured its breach within thirty days of the notice of an intent to terminate, provided that the terminating party is itself not in breach;

by either Rhapsody or Primoris if, at the Rhapsody stockholder meeting, the merger agreement shall fail to be approved by the affirmative vote of the holders of a majority of the Public Shares voted at the meeting or the holders of 20% or more of the Public Shares exercise conversion rights; and

by Primoris if the special meeting is not called to be held within 30 days after the registration statement of which this prospectus/proxy statement is a part is declared effective. As this condition has been complied with, Primoris no longer may so terminate the merger agreement.

The merger agreement does not specifically address the rights of a party in the event of a material breach by a party of its covenants or warranties or a refusal or wrongful failure of the other party to consummate the merger. However, the non-wrongful party would be entitled to assert its legal rights for breach of contract against the wrongful party.

If permitted under the applicable law, either Primoris or Rhapsody may waive any inaccuracies in the representations and warranties made to such party contained in the merger agreement and waive compliance with any agreements or conditions for the benefit of itself or such party contained in the merger agreement. The condition requiring that the holders of fewer than 20% of the Public Shares affirmatively vote against the merger proposal and demand conversion of their shares into cash may not be waived. We cannot assure you that any or all of the conditions will be satisfied or waived.

The existence of the financial and personal interests of the directors may result in a conflict of interest on the part of one or more of them between what he may believe is best for Rhapsody and what he may believe is best for himself in

determining whether or not to grant a waiver in a specific situation.

Tax Consequences of the Merger

Rhapsody has received an opinion from its counsel, Graubard Miller, that, for federal income tax purposes:

No gain or loss will be recognized by non-converting stockholders of Rhapsody; and
A stockholder of Rhapsody who exercises conversion rights and effects a termination of the stockholder s interest in Rhapsody will be required to recognize capital gain or loss upon the exchange of that stockholder s shares of common stock of Rhapsody for cash, if such shares were held as a capital asset on the date of the merger. Such gain or loss will be measured by the difference between the amount of cash received and the tax basis of that stockholder s shares of Rhapsody common stock.

The tax opinion is attached to this proxy statement/prospectus as Annex H. Graubard Miller has consented to the use of its opinion in this proxy statement/prospectus. For a description of the material federal

TABLE OF CONTENTS

income tax consequences of the merger, please see the information set forth in *The Merger Proposal Material Federal Income Tax Consequences of the Merger.*

Anticipated Accounting Treatment

The merger will be accounted for as a reverse acquisition in accordance with U.S. generally accepted accounting principles. Under this method of accounting, Rhapsody will be treated as the acquired company for financial reporting purposes. This determination was primarily based on Primoris comprising the ongoing operations of the combined entity and senior management of the combined company. In accordance with guidance applicable to these circumstances, the merger will be considered to be a capital transaction in substance. Accordingly, for accounting purposes, the merger will be treated as the equivalent of Primoris issuing stock for the net assets of Rhapsody, accompanied by a recapitalization. The net assets of Rhapsody will be stated at historical cost, with no goodwill or other intangible assets recorded. Operations prior to the merger will be those of Primoris.

Regulatory Matters

The merger and the transactions contemplated by the merger agreement are not subject to any additional federal or state regulatory requirement or approval, including the Hart-Scott-Rodino Antitrust Improvements Act of 1976, or HSR Act, except for filings with the State of Delaware necessary to effectuate the transactions contemplated by the merger agreement.

Risk Factors

In evaluating the merger proposal, the charter amendment proposals, the incentive compensation plan proposal, the director election proposal and the adjournment proposal, you should carefully read this proxy statement/prospectus and especially consider the factors discussed in the section entitled *Risk Factors.*

TABLE OF CONTENTS

SELECTED HISTORICAL FINANCIAL INFORMATION

We are providing the following selected historical financial information to assist you in your analysis of the financial aspects of the merger.

Primoris s consolidated balance sheet data as of March 31, 2008 and March 31, 2007 and consolidated statement of operations data for the three months then ended are derived from Primoris s unaudited consolidated financial statements, which are included elsewhere in this proxy statement. Primoris s consolidated balance sheet data as of December 31, 2007 and December 31, 2006 and consolidated statement of operations data for the years then ended and for the year ended December 31, 2005 are derived from Primoris s audited consolidated financial statements, which are included elsewhere in this proxy statement. Primoris s consolidated balance sheet data as of December 31, 2005 and December 31, 2004 and consolidated statement of operations data for the year ended December 31, 2004 are derived from Primoris s audited consolidated financial statements, which are not included in this proxy statement. Primoris s consolidated balance sheet data as of December 31, 2003 and statement of operations data for the year ended December 31, 2003 are derived from the audited financial statements of ARB, Inc., a predecessor company. In November 2003, Primoris was created as part of a restructuring of ARB, Inc. Concurrent with the formation of Primoris, the shareholders of ARB, Inc. exchanged their shares on a share-for-share basis with those of Primoris.

Rhapsody s historical financial data are derived from Rhapsody s audited financial statements included elsewhere in this proxy statement/prospectus.

The information is only a summary and should be read in conjunction with each of Rhapsody s and Primoris s historical consolidated financial statements and related notes and *Other Information Related to Rhapsody Rhapsody s Plan of Operation* and *Primoris s Management s Discussion and Analysis of Financial Condition and Results of Operations* contained elsewhere herein. The historical results included below and elsewhere in this proxy statement/prospectus are not indicative of the future performance of Rhapsody or Primoris.

As an S-Corporation, Primoris pays minimal income tax at the corporate level. All federal income taxes are paid by Primoris s stockholders at the individual level. Prior to the closing of the merger, Primoris may make a cash distribution to its stockholders for this purpose. See the section entitled *The Merger Agreement Primoris Cash Distribution.*

TABLE OF CONTENTS

Selected Historical Financial Information Primoris (In Thousands, Except per Share Data)

	Three Months Ended March 31,		Year Ended December 31,				
	2008	2007	2007	2006	2005	2004	2003[a]
Statements of Operations Data:							

Revenue	$169,391	$113,837	$547,666	$439,405	$362,485	$348,435	$277,331
Income from continuing operations	9,782	3,243	27,134	13,228	3,902	1,740	5,894
Net income (loss)	9,782	3,243	27,134	13,200	5,421	(2,773)	5,737

	As of March 31, 2008	As of December 31, 2007	2006	2005	2004	2003[(a)]
Balance Sheet Data:						
Total assets	$ 237,317	$ 220,973	$ 162,309	$ 125,982	$ 116,041	$ 80,319
Total current liabilities	161,347	150,123	97,828	74,651	74,217	37,194
Long-term liabilities	28,001	23,927	22,274	19,316	12,419	11,024
Total stockholders equity	47,969	46,923	42,207	32,015	29,405	32,101

(a) The 2003 historical information is presented for ARB, Inc., a predecessor company. In November 2003, Primoris was created as part of a restructuring of ARB, Inc. Concurrent with the formation of Primoris, the shareholders of ARB, Inc. exchanged their shares on a share for share basis with those of Primoris.

Selected Historical Financial Information Rhapsody (In Thousands, Except per Share Data)

	For the Fiscal Year Ended March 31, 2008	For the Period from April 24, 2006 (Inception) to March 31, 2007	For the Period from April 24, 2006 (Inception) to March 31, 2008
Income Statement Data:			
Revenue	$	$	