

PERINI CORP  
Form S-1/A  
April 08, 2004  
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As filed with the Securities and Exchange Commission on April 8, 2004

Registration Statement No. 333-111338

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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*Pre-Effective*

*Amendment No. 4 to*

**FORM S-1**

**REGISTRATION STATEMENT**

*Under*

*The Securities Act of 1933*

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**PERINI CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

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Massachusetts  
(State or Other Jurisdiction of  
Incorporation or Organization)

1542  
(Primary Standard Industrial  
Classification Code Number)

04-1717070  
(I.R.S. Employer  
Identification No.)

73 Mt. Wayte Avenue

Framingham, MA 01701

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(508) 628-2000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive office)

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**Robert Band**

**President and Chief Operating Officer**

**Perini Corporation**

**73 Mt. Wayte Avenue**

**Framingham, MA 01701**

**(508) 628-2000**

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

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**Approximate date of commencement of proposed sale to public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is used 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. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) 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. "

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. "

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. "

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 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. The selling stockholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This 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 COMPLETION, DATED APRIL 8, 2004

5,910,800 Shares

**Common Stock**

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The shares of common stock are being sold by the selling stockholders. We will not receive any of the proceeds from the shares of common stock sold by the selling stockholders.

Our common stock is listed on the New York Stock Exchange under the symbol PCR. The last reported sale price on April 7, 2004, was \$17.03 per share.

The underwriters have an option to purchase a maximum of 886,620 additional shares to cover over-allotments of shares.

Investing in our common stock involves risks. See Risk Factors on page 7.

	<u>Price to Public</u>	<u>Underwriting Discounts and Commissions</u>	<u>Proceeds to Selling Stockholders</u>
Per Share	\$	\$	\$
Total	\$	\$	\$

Delivery of the shares of common stock will be made on or about \_\_\_\_\_, 2004.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

## **Credit Suisse First Boston**

## **D.A. Davidson & Co.**

## **Morgan Joseph & Co. Inc.**

The date of this prospectus is \_\_\_\_\_, 2004.

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**[Headings Perini Building Company , Perini Civil Construction and Perini Management Services with various pictures of completed construction sites.]**

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**You should rely only on the information contained in this document or to which we have referred you. We have not authorized anyone to provide you with information that is different. This document may only be used where it is legal to sell these securities. The information in this document may only be accurate on the date of this document.**

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**PROSPECTUS SUMMARY**

*The following summary contains information about our business and the offering of our common stock. It does not contain all of the information that you need to consider in making an investment decision. You should read this entire prospectus carefully, including the information under Risk Factors and our consolidated financial statements and the related notes included elsewhere in this prospectus. In this prospectus, unless the context requires otherwise, Perini, we, us and our refer to Perini Corporation, a Massachusetts corporation, and our subsidiaries, including the operations of businesses we acquired prior to the date of acquisition, and not to the underwriters.*

**Our Company**

We are a leading construction services company, based on revenues, as ranked by Engineering News-Record, offering diversified general contracting, construction management and design-build services to private clients and public agencies throughout the world. We have provided construction services since 1894 and have established a strong reputation within our markets by executing large, complex projects on time and within budget while adhering to strict quality control measures. We offer general contracting, preconstruction planning and comprehensive project management services, including the planning and scheduling of the manpower, equipment, materials and subcontractors required for a project. We also offer self-performed construction services including site work, concrete forming and placement and steel erection. During the year ended December 31, 2003, we performed work on over 100 construction projects for over 75 federal, state and local government agencies or authorities and private customers. Our headquarters are in Framingham, Massachusetts, and we have seven other principal offices throughout the United States. As of December 31, 2003, we employed approximately 1,725 people. Our common stock is currently listed on the New York Stock Exchange under the symbol PCR.

Our business is now conducted through three primary segments: building, civil, and management services. Our building segment is comprised of Perini Building Company and James A. Cummings, Inc., or Cummings, and focuses on large, complex projects in the hospitality and gaming, sports and entertainment, educational, transportation and healthcare markets. Our civil segment is involved in public works construction primarily in the northeastern United States, including the repair, replacement and reconstruction of the United States public infrastructure such as highways, bridges and mass transit systems. Our management services segment provides diversified construction, design-build and maintenance services to the U.S. military and government agencies as well as power producers, surety companies and multi-national corporations.

For the year ended December 31, 2003, our revenues were \$1,374.1 million and income before income taxes was \$30.9 million, which represents a 26.6% and 29.5% increase, respectively, over the same period in 2002. Our backlog was \$1,666.5 million as of December 31, 2003, an increase of 68.3% from \$990 million at the end of 2002.

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The following chart presents our revenues by segment for the year ended December 31, 2003 and our backlog by segment as of December 31, 2003 (in millions):

<b>Revenue by Segment</b>	<b>Backlog by Segment</b>
<b>(Year Ended 12/31/03)</b>	<b>(As of 12/31/03)</b>

## **Our Strengths**

We believe our competitive position is augmented by the following principal competitive strengths:

*Market Leadership in Several High-Growth Building End Markets.* Our significant experience, strong relationships, market leadership, design-build expertise and presence in certain key areas throughout the United States allow us to successfully compete for projects in certain end markets such as hospitality and gaming.

*Extensive Experience in Complex Civil Construction.* For over 100 years, we have provided specialized civil construction services, with an emphasis on large, complex projects in dense urban areas.

*Responsiveness and Performance with Challenging Projects.* Our clients often rely on us to respond rapidly to complete projects in challenging business or operating environments throughout the world.

*Long-Term Relationships and Operating History with Clients.* We maintain strong, long-term relationships with many of our clients.

*Focus on Managing Contract and Project Risk.* Our extensive experience and history in our markets provide us with an understanding of the risks associated with certain projects.

*Experienced Management Team and Highly Skilled Workforce.* Our senior management team and workforce bring significant industry work experience and specialized project expertise to our project execution capabilities.

## **Our Strategy**

We will seek to increase shareholder value by pursuing the following growth strategies:

*Leverage Leadership Position in Hospitality and Gaming Market.* We intend to leverage our leadership position in this market by emphasizing our experience and our proven ability to complete challenging projects on accelerated schedules.

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*Extend Building Construction Expertise to Additional Markets.* As we expand our market presence within particular project types or geographic areas, we will seek opportunities to cross-utilize our building construction expertise.

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*Pursue Expanding Federal Contracting Opportunities for Defense, Reconstruction and Security.* We have well established relationships with U.S. government agencies that include, among others, the Departments of Defense and State. We will continue to pursue construction and support projects at various domestic and overseas locations such as military bases, military installations and U.S. embassies.

*Seek Complex Civil Construction Projects in the Northeast.* We intend to maintain and build upon our established position as a leading civil construction contractor in the northeastern United States. As one of a limited number of firms that has the ability to consistently pre-qualify for major projects, we will selectively focus on large, complex projects where our competitive advantages can be leveraged.

*Focus on Margin Expansion Opportunities.* We will actively seek to expand our profit margins by managing our business mix, targeting high value-added projects and continuously evaluating our corporate support and field operations cost structures.

*Pursue Selected Strategic Acquisitions.* We intend to supplement our internal growth and achieve strategic benefits by pursuing selected acquisitions.

We are a Massachusetts corporation. Our principal office is located at 73 Mt. Wayte Avenue, Framingham, Massachusetts 01701 and our telephone number is (508) 628-2000.

## **Risk Factors**

You should carefully consider the matters discussed in the Risk Factors section beginning on page 7 of this prospectus prior to deciding whether to invest in shares of our common stock. Some of the risks include:

Our contracts require us to perform extra or change order work, which can result in disputes and adversely affect our working capital, profits and cash flows;

Increased regulation of the hospitality and gaming industry could reduce the number of future hospitality and gaming projects available, which, in turn, could adversely impact our future earnings;

A decrease in government funding of infrastructure projects could reduce revenues within our civil construction business segment;

If we are unable to attract and retain key personnel, our reputation may be harmed and our future earnings may be negatively impacted; and

Our acquisition strategy involves a number of risks, which could adversely impact our future revenues and the revenues of the businesses that we acquire.

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**The Offering**

Common stock offered by the selling stockholders (1)	5,910,800 shares
Common stock outstanding before and after this offering	23,043,335 shares
Dividend policy	We have not paid any cash dividends on our common stock since 1990 and currently do not expect to pay dividends or make any other distributions on such stock in the immediate future.
Use of proceeds	We will not receive any proceeds from the sale of common stock by the selling stockholders.
New York Stock Exchange Symbol	PCR

(1) Assumes no exercise by the underwriters of their option to purchase up to 886,620 additional shares from the selling stockholders to cover over-allotments.

All of the shares offered by this prospectus are being offered by the selling stockholders.

The number of shares of common stock outstanding before and after this offering is based on the number of shares outstanding as of February 23, 2004 and excludes:

2,848,000 shares of common stock reserved for issuance upon the exercise of outstanding stock options at a weighted average exercise price per share of \$4.99;

195,634 shares of common stock reserved for future awards under our Special Equity Incentive Plan;

370,239 shares of common stock reserved for issuance upon conversion of our \$21.25 Preferred Stock at a conversion price of \$377.50 per share (or \$37.75 per Depositary Share); and

420,000 shares of common stock reserved for issuance upon exercise of outstanding warrants at an exercise price per share of \$8.30, subject to anti-dilution adjustment in the event of certain transactions and other corporate events.

As of February 23, 2004 the selling stockholders held approximately 52% of our outstanding common stock. After giving effect to this offering and assuming the full exercise of the underwriters' option to purchase 886,620 additional shares, the selling stockholders will own approximately 22% of our outstanding common stock.

Unless otherwise indicated, the information in this prospectus assumes that the underwriters will not exercise the over-allotment option granted to them by the selling stockholders.

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The following summary consolidated financial data should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and Selected Historical Financial Data and our consolidated financial statements and related notes included elsewhere in this prospectus. The summary consolidated financial data for the years ended December 31, 2003, 2002 and 2001, and as of December 31, 2003 and 2002, are derived from our audited consolidated financial statements included elsewhere in this prospectus. The summary consolidated financial data for the years ended December 31, 2000 and 1999 and as of December 31, 2001, 2000 and 1999 are derived from our audited financial statements not included in this prospectus. Backlog and new business awarded are not measures defined in generally accepted accounting principles and have not been derived from our consolidated financial statements. The historical results are not necessarily indicative of our future results of operations or financial performance.

	Year Ended December 31,				
	2003	2002	2001	2000	1999
(in thousands, except per share data)					
<b>Statement of Operations Data</b>					
<b>CONTINUING OPERATIONS:</b>					
Revenues	\$ 1,374,103	\$ 1,085,041	\$ 1,553,396	\$ 1,105,660	\$ 1,019,484
Cost Of Operations	1,303,851	1,026,391	1,495,834	1,053,328	969,015
Gross Profit	70,252	58,650	57,562	52,332	50,469
G&A Expense	39,762	32,770	28,061	24,977	26,635
Income From Construction Operations	30,490	25,880	29,501	27,355	23,834
Other (Income) Expense, Net	(1,435)	520	227	(949)	(72)
Interest Expense	1,003	1,485	2,006	3,966	7,128
Income Before Income Taxes	30,922	23,875	27,268	24,338	16,778
(Provision) Credit For Income Taxes	13,096	(801)	(850)	43	(421)
<b>Income From Continuing Operations</b>	<b>44,018</b>	<b>23,074</b>	<b>26,418</b>	<b>24,381</b>	<b>16,357</b>
Loss From Discontinued Operations					(100,005)
<b>Net Income (Loss)</b>	<b>\$ 44,018</b>	<b>\$ 23,074</b>	<b>\$ 26,418</b>	<b>\$ 24,381</b>	<b>\$ (83,648)</b>
Income Available For Common Stockholders (1)	\$ 49,619	\$ 20,949	\$ 24,293	\$ 7,299	\$ (89,917)
Per Share Of Common Stock:					
Basic Earnings (Loss):					
Income From Continuing Operations	\$ 2.18	\$ 0.92	\$ 1.07	\$ 0.39	\$ 1.80
Loss From Discontinued Operations					(17.84)
Total	\$ 2.18	\$ 0.92	\$ 1.07	\$ 0.39	\$ (16.04)
Diluted Earnings (Loss):					
Income From Continuing Operations	\$ 2.10	\$ 0.91	\$ 1.04	\$ 0.39	\$ 1.80
Loss From Discontinued Operations					(17.84)

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Total	\$ 2.10	\$ 0.91	\$ 1.04	\$ 0.39	\$ (16.04)
<b>Weighted Average Common Shares Outstanding:</b>					
Basic	22,763	22,664	22,623	18,521	5,606
Diluted	23,583	22,939	23,442	18,527	5,606

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	Year Ended December 31,				
	2003	2002	2001	2000	1999
	(in thousands, except per share data)				
<b>Balance Sheet Data (end of period):</b>					
Total Assets	\$ 565,443	\$ 402,389	\$ 501,241	\$ 487,478	\$ 385,767
Working Capital	125,397	115,908	93,369	80,477	48,430
Long-term Debt, Less Current Maturities	8,522	12,123	7,540	17,218	41,091
Stockholders Equity (Deficit)	120,560	86,649	79,408	60,622	(36,618)

**Other Data:**