

INFRASOURCE SERVICES INC

Form S-8

May 04, 2006

Registration No. 333-_____

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
INFRASOURCE SERVICES, INC.
(Exact name of registrant as specified in its charter)

Delaware**03-0523754**(State or other jurisdiction of
incorporation or organization)(I.R.S. Employer
Identification No.)**100 West Sixth Street, Suite 300**
Media, Pennsylvania**19063**

(Address of Principal Executive Offices)

(Zip Code)

InfraSource Services, Inc. 2004 Omnibus Stock Incentive Plan
InfraSource Services, Inc. 2004 Employee Stock Purchase Plan

(Full Title of the Plans)

Deborah C. Lofton**Senior Vice President, General Counsel and Secretary****100 West Sixth Street, Suite 300****Media, Pennsylvania 19063**

(Name and address of agent for service)

(610) 480-8000

(Telephone number, including area code, of agent for service)

with a copy to:

Mary J. Mullany, Esquire

Ballard Spahr Andrews & Ingersoll, LLP

1735 Market Street, 51st Floor

Philadelphia, Pennsylvania 19103-7599

(215) 665-8500

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, par value \$0.001 per share	1,566,787(2)	\$19.12(3)	\$29,956,967	\$3,205
Common Stock, par value \$0.001 per share	783,393(4)	\$19.12(3)	\$14,978,474	\$1,603

(1) This
Registration
Statement shall

also cover an indeterminate number of additional shares of common stock of the Registrant which may become issuable under the employee benefit plans being registered pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transactions, effected as required by such plans.

- (2) Represents an additional 1,566,787 shares of common stock reserved for issuance under the InfraSource Services, Inc. 2004 Omnibus Stock Incentive Plan.
- (3) Estimated solely for the purpose of calculating the registration fee. In accordance with Rule 457(h), the price shown is based upon the average of the high and low

price of the
Common Stock
of the Registrant
on April 28,
2006, as
reported on the
New York
Stock
Exchange.

- (4) Represents an
additional
783,393 shares
of common
stock reserved
for issuance
under the
InfraSource
Services, Inc.
2004 Employee
Stock Purchase
Plan.
-

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Part I and Items 4-7 and 9 of Part II of InfraSource Services, Inc. Registration Statement on Form S-8 (File No. 333-115648) are incorporated by reference herein pursuant to Instruction E of Form S-8.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the Commission) pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act) by InfraSource Services, Inc. (the Company) (File No. 001-32164) or pursuant to the Securities Act of 1933, as amended (the Securities Act) are incorporated herein by reference:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005;
- (b) The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2006;
- (c) The Company's Current Reports on Form 8-K, filed on February 2, 2006, March 1, 2006, and March 21, 2006; and
- (d) Item 1 of the Company's Registration Statement on Form 8-A12B, dated April 29, 2004, which incorporates by reference the description of the Company's common stock under the heading Description of Capital Stock in the Company's prospectus forming part of its Registration Statement on Form S-1 (File No. 333-112375), originally filed with the Commission on January 30, 2004.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the termination of the offering, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing such documents. Any statement contained herein or in a document incorporated by reference or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that such statement is modified or superseded by any other subsequently filed document which is incorporated or is deemed to be incorporated by reference herein. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

- 4.1 InfraSource Services, Inc. 2004 Omnibus Stock Incentive Plan (incorporated by reference to Exhibit 10.7 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005).

- 4.2 InfraSource Services, Inc. 2004 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.7 to the Company's Registration Statement on Form S-1, as amended (File No. 333-112375)).
- 4.3 Specimen copy of Common Stock Certificate (incorporated by reference to Exhibit 3.3 to the Company's Registration Statement on Form S-1, as amended (File No. 333-112375)).
- 5 Opinion of Ballard Spahr Andrews & Ingersoll, LLP as to the legality of the securities to be offered.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Ballard Spahr Andrews & Ingersoll, LLP (included as part of Exhibit 5).
- 24 Power of Attorney (included in signature page).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Media, Commonwealth of Pennsylvania, on May 4, 2006.

INFRASOURCE SERVICES, INC.

By /s/ David R. Helwig
 David R. Helwig, President and Chief
 Executive Officer

Each person whose signature appears below in so signing also makes, constitutes and appoints Terence R. Montgomery and Deborah C. Lofton, and each of them, his true and lawful attorney-in-fact, with full power of substitution, for him in any and all capacities, to execute and cause to be filed with the Securities and Exchange Commission any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection therewith, and hereby ratifies and confirms all that said attorney-in-fact or his substitute or substitutes may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ David R. Helwig David R. Helwig	President and Chief Executive Officer and a Director	May 4, 2006
/s/ Terence R. Montgomery Terence R. Montgomery	Senior Vice President and Chief Financial Officer (principal financial officer)	May 4, 2006
/s/ R. Barry Sauder R. Barry Sauder	Vice President and Chief Accounting Officer (principal accounting officer)	May 4, 2006
/s/ Ian A. Schapiro Ian A. Schapiro	Interim Chairman and Director	May 4, 2006

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Signature	Title	Date
/s/ John A. Brayman	Director	May 4, 2006
John A. Brayman		
/s/ Christopher S. Brothers	Director	May 4, 2006
Christopher S. Brothers		
/s/ J. Michal Conaway	Director	May 4, 2006
J. Michal Conaway		
/s/ Michael P. Harmon	Director	May 4, 2006
Michael P. Harmon		
/s/ Richard S. Siudek	Director	May 4, 2006
Richard S. Siudek		
/s/ David H. Watts	Director	May 4, 2006
David H. Watts		

EXHIBIT INDEX

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