

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

Form 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **March 17, 2017**

MYR GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-08325
(Commission
File Number)

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

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

60008
(ZIP Code)

Registrant's telephone number, including area code: **(847) 290-1891**

None

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 7.01 Regulation FD Disclosure.

On March 17, 2017, MYR Group Inc. (“MYR”) posted presentation materials on the investor relations section of MYR’s website at <http://investor.myrgroup.com/events.cfm>. Members of MYR’s management may use all or portions of these materials from time to time during the quarter ending March 31, 2017 in meetings with or when making presentations to the investment community, current or potential stakeholders and others. The presentation materials are furnished herewith as Exhibit 99.1.

The information contained in the presentation materials is summary information that should be considered in the context of MYR’s filings with the Securities and Exchange Commission and other public announcements that MYR may make by press release or otherwise from time to time.

This information is not deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibit is being furnished with this Current Report on Form 8-K.

99.1 MYR Group Inc. Investor Presentation 2016 Fourth Quarter dated March 2017.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MYR GROUP INC.

Dated: March 17, 2017

By: /s/ BETTY R. JOHNSON

Name: Betty R. Johnson

Title: Senior Vice President, Chief Financial
Officer and Treasurer

EXHIBIT INDEX

Exhibit No.	Description
99.1	MYR Group Inc. Investor Presentation 2016 Fourth Quarter dated March 2017.

INVESTOR PRESENTATION



Fourth Quarter

Nasdaq: MYRG

20
16

MYR
GROUP

SAFE HARBOR STATEMENT

Forward-Looking Statements

Various statements in this communication, including those that express a belief, expectation, or intention, as well as those that are not statements of historical fact, are forward-looking statements. The forward-looking statements may include projections and estimates concerning the timing and success of specific projects and our future production, revenue, income, capital spending, segment improvements and investments. Forward-looking statements are generally accompanied by words such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “objective,” “outlook,” “plan,” “project,” “likely,” “unlikely,” “possible,” “potential,” “should” or other words that convey the uncertainty of future events or outcomes. The forward-looking statements in this communication speak only as of the date of this communication; we disclaim any obligation to update these statements (unless required by securities laws), and we caution you not to rely on them unduly. We have based these forward-looking statements on our current expectations and assumptions about future events. While our management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond our control. No forward-looking statement can be guaranteed and actual results may differ materially from those projected. Forward-looking statements in this communication should be evaluated together with the many uncertainties that affect MYR Group’s business, particularly those mentioned in the risk factors and cautionary statements in Item 1A of MYR Group’s most recent Annual Report on Form 10-K, and in any risk factors or cautionary statements contained in MYR Group’s Quarterly Reports on Form 10-Q or Current Reports on Form 8-K.

MYR Group Inc. Contact:

Betty R. Johnson, Chief Financial Officer, 847-290-1891, investorinfo@myrgroup.com

Investor Contact:

Kristine Walczak, Dresner Corporate Services, 312.726.3600, kwalczak@dresnerco.com

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MYR: A MARKET LEADER POSITIONED FOR GROWTH



Strong Market Position

- ✓ A leader in Transmission & Distribution (T&D) – national
- ✓ Growing presence in Commercial and Industrial (C&I) – regional
- ✓ Broad geographic footprint with a strong presence in key growth markets
- ✓ Network of more than 4,600 highly skilled employees that have built long-standing customer relationships across North America



Favorable Industry Dynamics Support Growth

- ✓ Current and planned spending by utilities and transmission developers remain high
- ✓ Competitive transmission solicitations spurred by the FERC 1000 ruling
- ✓ Growing need for additional transmission to deliver new generation of natural gas and renewable energy resources to load centers
- ✓ Capitalize on federal and state programs for added infrastructure spending



Numerous Competitive Differentiators


- ✓ Superior performance on key operating metrics (safety, service/customer responsiveness)
- ✓ Large, modern, centralized fleet, including extensive specialized equipment



Solid Financial Performance

- ✓ Growing revenues
- ✓ A top performer with respect to return on investment metrics
- ✓ Stable balance sheet to support growth

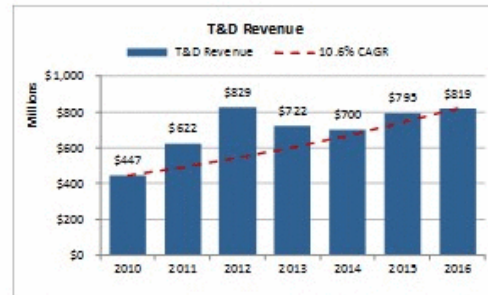


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COMPREHENSIVE NORTH AMERICAN SERVICE OFFERINGS

T&D Transmission & Distribution

- Transmission up to 765kV
- Overhead Distribution
- Underground Distribution
- Foundations & Caissons
- Directional Boring
- Substation & Collector Systems
- EPC Services
- PCS / Cellular Towers
- Emergency Storm Response
- Fiber Optics
- Underground Gas Distribution



C&I Commercial & Industrial

- Educational / Medical Centers
- Airports / Airfield Lighting
- Data Centers
- Bridge, Roadway, Tunnel Lighting
- Government & Office Buildings
- Building Automation & Controls
- Telecommunications
- Transportation / Traffic Signalization
- Voice, Data & Video Systems
- Industrial Facilities
- Water & Wastewater Treatment Plants
- Renovations and Major Additions
- Technical Services
- Power Plant Electrical Construction



FUTURE GROWTH AND VALUE CREATION OPPORTUNITIES



Organic Growth

- Strategic expansion of MYR's geographic footprint into new markets
- Invest in additional fleet and labor resources to expand capacity
- Leverage extensive bid knowledge and long-term customer relationships

Strategic Acquisitions

- Search for and evaluate strategic opportunities that achieve long-term growth objectives and leverage our core capabilities
- Focus on acquisitions that meet clear, long-term return thresholds and are compatible with MYR's own values and culture
- Focus on integration of processes, people, technology and equipment

Prudent Capital Return

- Active share buyback program
- As of 07/12/16, a total of 6,024,978 shares have been repurchased at an average price of \$23.64 per share, \$20.0 million is remaining under the \$162.5 million Repurchase Program

NORTH AMERICAN COVERAGE

MYR Group's Strong Competitive Advantage

- ✓ Added 17 new locations during 2015-2016, including 8 locations added through three acquisitions
- ✓ Modern fleet reduces downtime and protects our competitive edge
- ✓ Centrally managed fleet allows for greater leverage of resources to effectively service nationwide footprint
- ✓ Fleet investments increase our resource base to execute projects of all sizes and complexity

MYR Office Locations



New Organic C&I Locations:

Las Vegas, NV
 Monument, CO
 Seattle, WA
 Chino, CA

New Acquired C&I Locations:

Westbrook, ME
 Coquitlam, BC, Canada
 Vancouver, BC, Canada
 Nisku, AB, Canada
 Winnipeg, MB, Canada

New Organic T&D Locations:

Chino, CA
 Corpus Christi, TX
 Topeka, KS
 Winnipeg, MB, Canada
 Beckley, WV

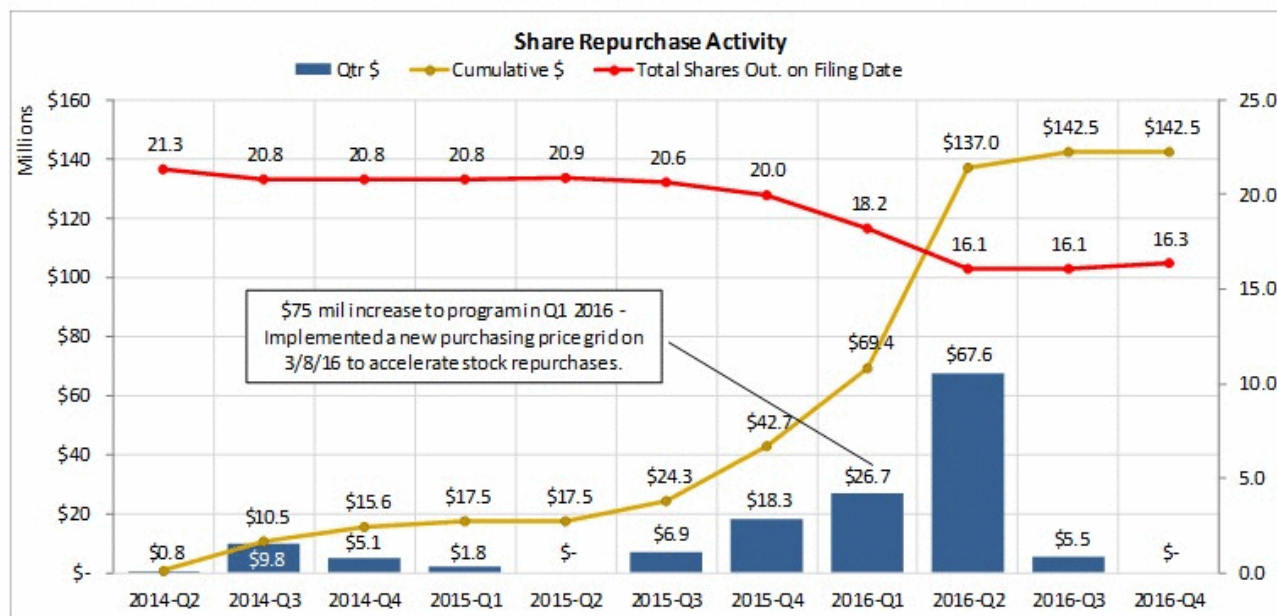
New Acquired T&D Locations:

Auburn, ME
 Bloomfield, CT
 Morgan, UT

KEY TO OFFICE LOCATIONS

- Existing MYR Group Offices
- 2015-2016 MYR Group Organic Office Expansion
- 2015-2016 Acquired Office Expansion

EXECUTING MYR'S CAPITAL RETURN STRATEGY



- As of July 12, 2016, a total of 6,024,978 shares were repurchased at an average price of \$23.64 per share
- On July 28, 2016 the Board approved an extension of the Repurchase Program to August 15, 2017 and authorized an additional \$20.0 million. \$20.0 million remains under the \$162.5 million program

2015-2016 ACQUISITIONS



April 2015



November 2015



October 2016

Geographic Expansion

- Expanded presence in the northeastern U.S. electrical market
- Established offices in Westbrook, ME, Auburn, ME, and Bloomfield, CT
- Expanded presence in the western and midwestern U.S. electric T&D market
- Established office in Morgan, UT
- Expanded presence in the central and western regions of Canada
- Established offices in Coquitlam, BC, Vancouver, BC, Winnipeg, MB, and Nisku, AB

Service Offering Expansion

- Strengthens electric T&D footprint in the northeast region
- Significant substation expertise
- Establishes C&I offering in the region
- Full-service high voltage electrical contractor
- Offers full-range of capabilities related to transmission, distribution and substation construction
- Establishes a C&I and substation presence in the regions served
- Significant transportation and hospital construction experience
- Specializes in government and office buildings, including renovations and tenant build-out

Enhance End Market Exposure

- Strengthens position in the northeast, a region with excellent near and long-term growth potential
- Strengthens position to capture new T&D projects and clients throughout the West and Midwest
- Strengthens position across the central and western regions of Canada

Grow Skilled Workforce

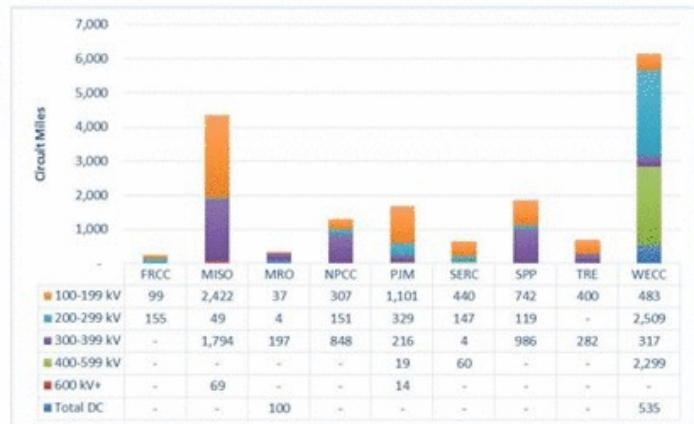
- Highly experienced management team and skilled workforce
- Extensive experience in the high voltage electrical construction industry
- Highly experienced management team and skilled workforce

T&D MARKET CONDITIONS REMAIN FAVORABLE



“Planned [...] refers to projects where:
 (a) Permits have been approved
 (b) A design is complete, or
 (c) The project is necessary to meet a regulatory requirement”

Miles of Planned Transmission Lines
 Expected to be completed by 2019



Source: U.S. Department of Energy | August 2015 Transmission Data Review

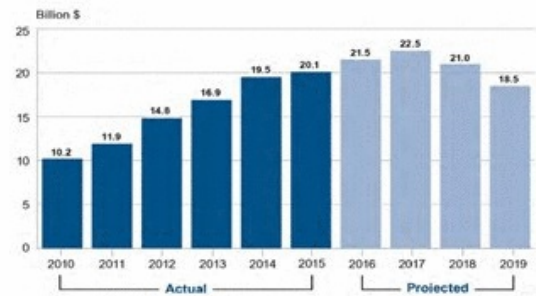
T&D MARKET CONDITIONS REMAIN FAVORABLE

Transmission spending by electrical utilities driven by

- System Reliability
- Aging Electric Grid
- Connecting Renewables
- Plant Retirements

“In 2015, EEI members’ total transmission investments reached approximately \$20.1 billion (nominal \$). As shown in the chart, year-over-year total transmission investment is projected to increase through 2017, when EEI estimates a peak at approximately \$22.5 billion.”

Historical and Projected Transmission Investment (Nominal Dollars)



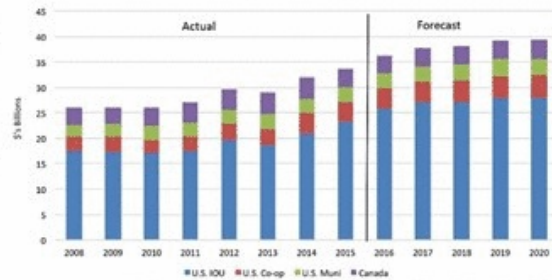
Source: EEI Transmission Projects: At A Glance, December 2016

Drivers for additional distribution spending

- Reliability Upgrades
- Aging Infrastructure
- Storm Hardening
- Housing Starts

U.S. investor-owned utilities project there should be a continued uptick from 2016 to 2017, and this growth should remain relatively constant for the remainder of the decade.

U.S. and Canadian Distribution Construction Market \$B August 2016 C Three Group Confidential



Source: The C Three Group, 2016 North American Electric Distribution Market Forecast 2008-2020, September 2016

C&I MARKET IS GROWING...

C&I's Strong \$302.1MM Backlog as of 12/31/2016 is Driven by:



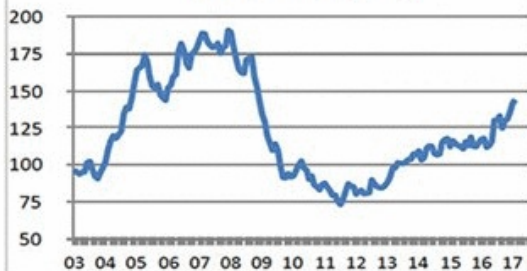
Associated General Contractors of America:

"Private nonresidential construction spending was flat for the month and increased 8.9 percent year-over-year. Public construction spending plunged 5.0 percent from December to January and 9.0 percent from the January 2016 rate. Construction spending in January totaled \$1.180 trillion at a seasonally adjusted rate, Simpson said. He added that the January rate was down 1.0 percent from the month before but up 3.1 percent from the January 2015 level."



Source: AGC Newsroom • March 1, 2017

Dodge Momentum Index (Year 2000=100)



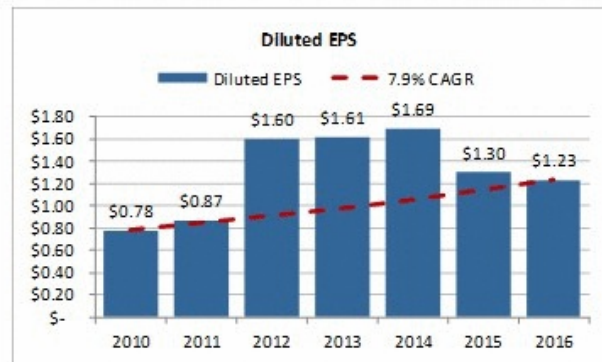
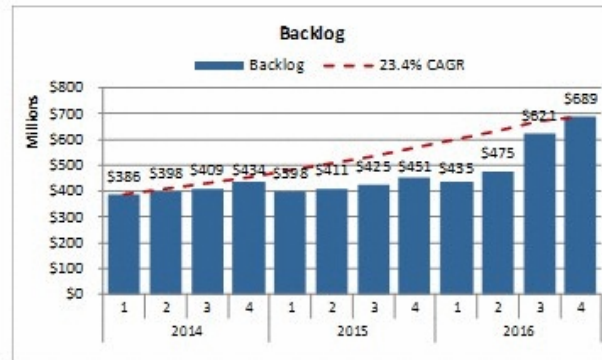
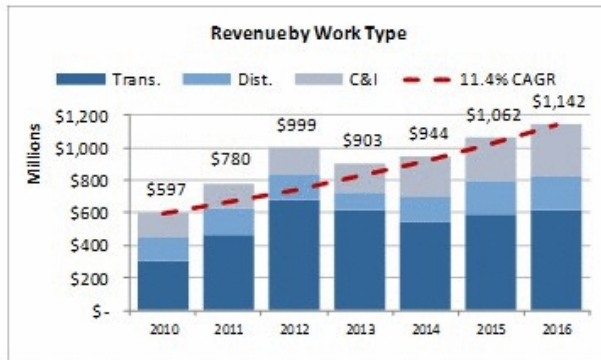
Dodge Momentum Index – by McGraw-Hill Construction

- 12 month leading indicator of construction spending for nonresidential building
- 91% correlation between construction planning reports and the US Commerce Department's Put in Place spending over the past 10 years

Dodge Momentum Index The Dodge Momentum Index rose to 144.0 (2000=100) in February, up 1.6% from its revised January reading of 141.7, according to Dodge Data & Analytics. The commercial component of the Momentum Index decreased 0.3% in February while the institutional index increased 4.4% in the month. The overall Momentum Index is up 22% year over year.

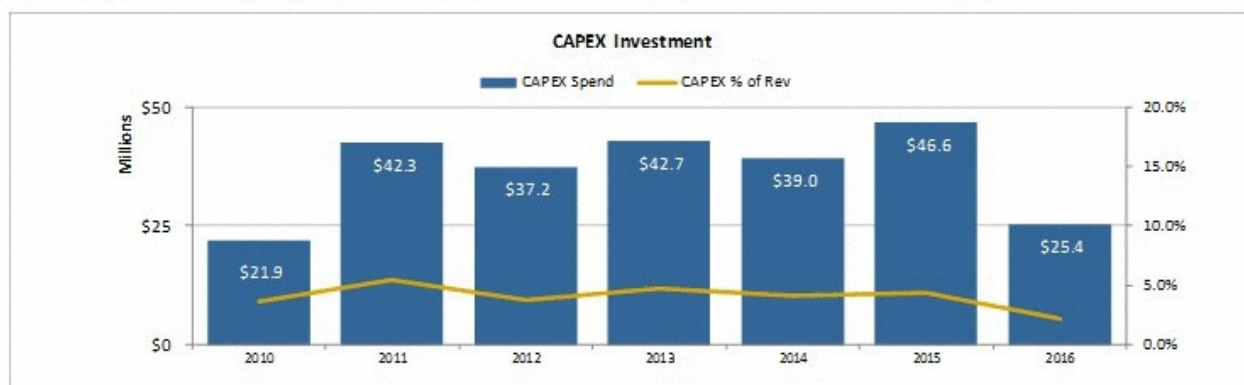
Source: McGraw Hill Construction Press Release March 7, 2017

STRONG LONG-TERM FINANCIAL PERFORMANCE



* For reconciliation of EBITDA to net income, see page 25

INVESTMENT IN CAPEX SUPPORTED GROWTH INITIATIVES



Successful Execution of Strategy

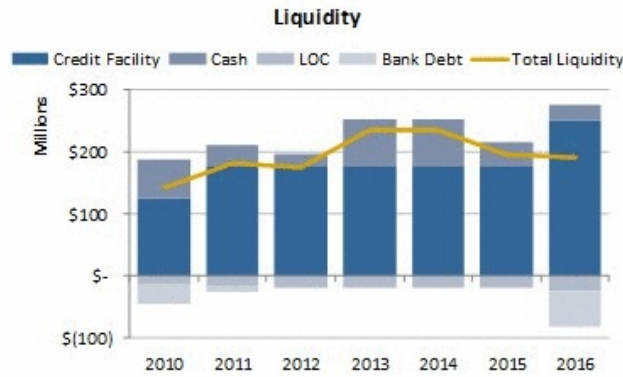
Three-pronged approach to capital allocation – investing in organic growth, strategic acquisitions and capital returns – has driven strong financial performance

Investment in specialty equipment contributed to organic top-line revenue growth and supports future organic and acquisition growth

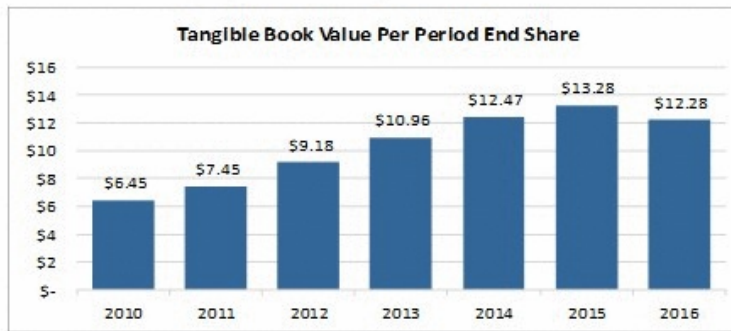
Expect increased free cash flow resulting from new financing activities to be used to support growth initiatives and share repurchase program

Source: S&P Capital IQ

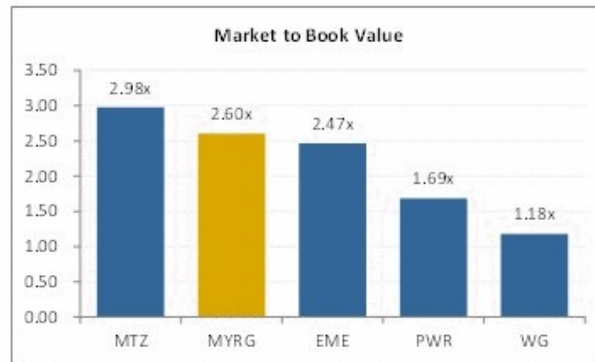
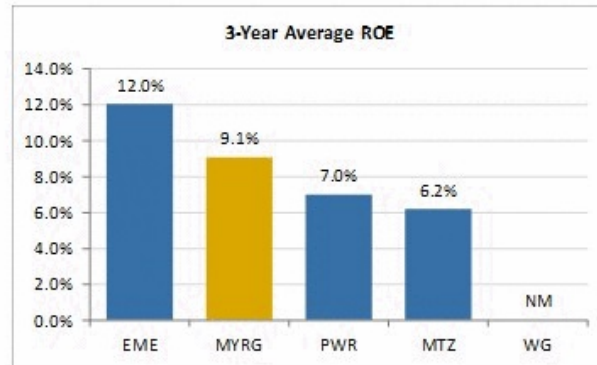
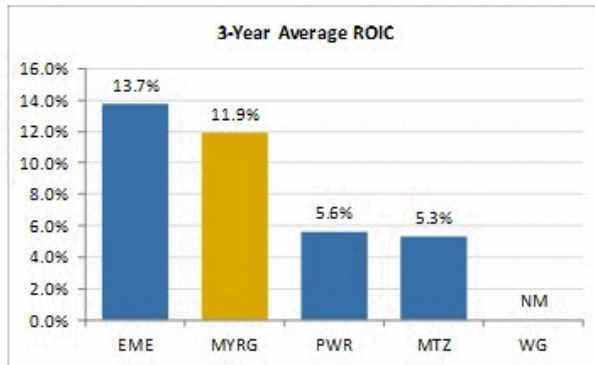
BALANCE SHEET STRENGTH TO SUPPORT ADDITIONAL GROWTH



- Little off-balance-sheet leverage
- Limited goodwill
- Modest Debt Leverage
- Strong liquidity position
- Substantial bonding capacity



STRONG FINANCIAL METRICS



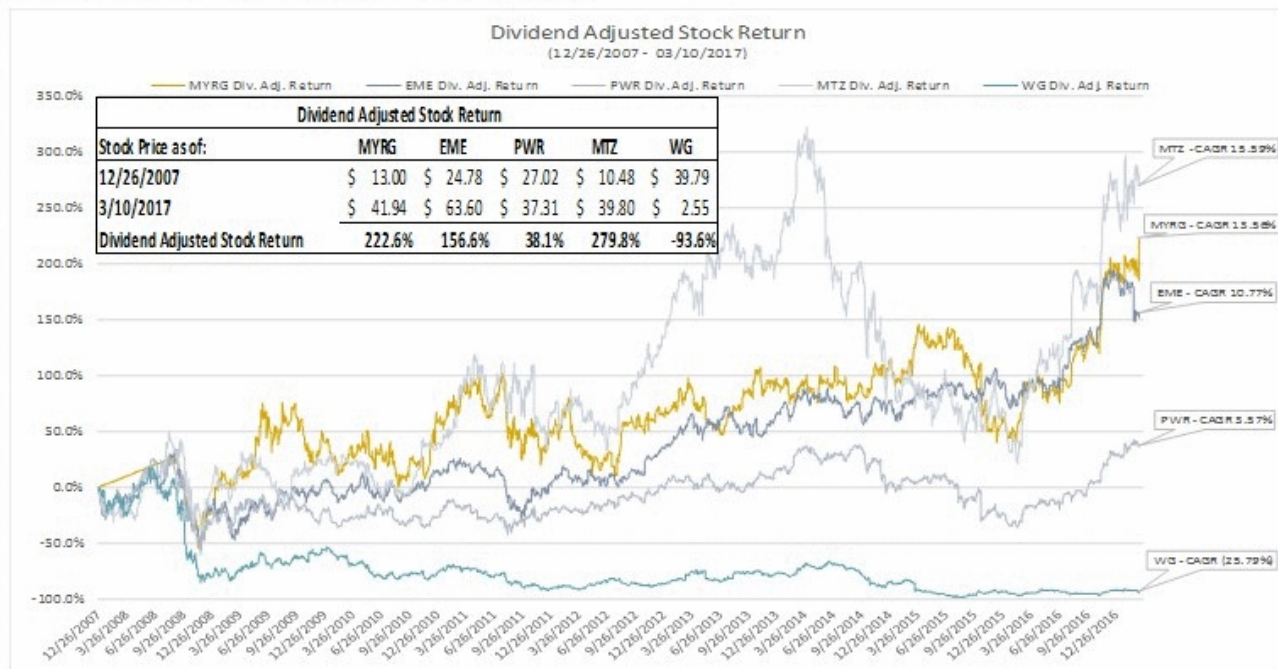
Good, consistent steward of capital

MYR continues to be a top performer with respect to return on investment metrics

Since going public in August 2008, MYR has had no loss quarters, goodwill impairment charges or extraordinary losses

Source: S&P Capital IQ - NM (Not Meaningful) reflects negative returns and is ignored for comparison purposes. 3 year average is from December 2014 - December 2016. Market Cap. As of 03/10/2017

DELIVERING STRONG RETURNS



- MYR closed on its 144A private placement in December 2007; approximately 17.8 million shares of stock were sold at \$13.00/share to qualified institutional buyers. MYR traded on FBR's 144A portal from that date until it went public on August 12, 2008. The trading volume in the first month of going public was approximately 5.2 million shares and the closing prices ranged from \$14.50/share to \$16.60/share.

Source: S&P Capital IQ

INVESTMENT OUTLOOK

Proven Strategy Execution

- Solid execution of corporate strategy has solidified MYR Group's position as a market leader in large transmission line construction

Experienced Management

- Executive Management average 32 years of industry experience

Positive Industry Outlook

- Regulatory environment supports growth and market analysts expect escalated spending through year 2020

Favorable Growth Prospects

- Opportunities for organic, vertical, horizontal and geographic growth

Strong Financial Position

- Strong equity base provides capacity to add leverage for additional potential acquisitions, organic growth and share repurchases

Centralized Fleet and Corporate Operations

- Centralization allows for greater efficiency and leverage of company resources

Appendix

CORPORATE GOVERNANCE OVERVIEW

<p>EXPERIENCED BOARD WITH INDEPENDENT OVERSIGHT</p>	<ul style="list-style-type: none"> ▪ 9 of 10 directors are independent ▪ 6 of 10 directors have significant energy / utility experience ▪ Separate Chairman of the Board and CEO Positions ▪ Robust lead independent director role ▪ Audit, Compensation and Nominating / Governance committees comprised solely of independent directors ▪ Separate executive sessions of independent directors ▪ Annual Board evaluations
<p>STRONG CORPORATE GOVERNANCE PRACTICES</p>	<ul style="list-style-type: none"> ▪ Majority voting standard for directors in uncontested elections ▪ No shareholder rights plan in place ▪ Effective executive compensation best practices ▪ Majority of CEO compensation is performance based
<p>ACCOUNTABILITY & RESPONSIVENESS</p>	<ul style="list-style-type: none"> ▪ Board adopted majority voting for unattested elections in December of 2015 based on input from shareholders ▪ Proactive investor relations outreach to ensure active, ongoing engagement

EXPERIENCED MANAGEMENT TEAM

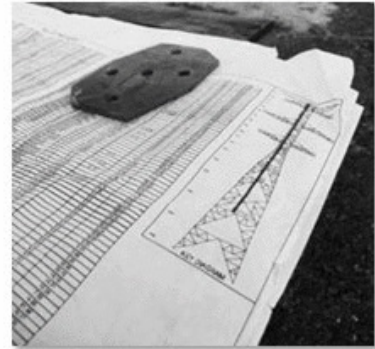
Name	Job Title	Years With MYR	Years Industry Experience
Richard S. Swartz	President and Chief Executive Officer	34	34
Betty R. Johnson	Senior VP, Chief Financial Officer and Treasurer	16	27
William A. Koertner	Executive Chariman of the Board of Directors	18	38
Tod M. Cooper	Senior VP, Chief Operating Officer T&D	26	28
Gerald B. Engen, Jr.	Senior VP, Chief Legal Officer and Secretary	16	33
Jeff J. Waneka	Senior VP, Chief Operating Officer C&I	25	32



Experienced management team that averages more than 23 years with MYR Group and approximately 32 years in our industry

Strong corporate culture focused on customer service and safety

Invested in management team for the successful execution of large, multi-year projects



MYR GROUP SERVICES



Transmission



Substation



Distribution



Traffic Signalization



Commercial



Industrial



Storm Restoration



Telecommunications



Renewables



EPC



Foundations

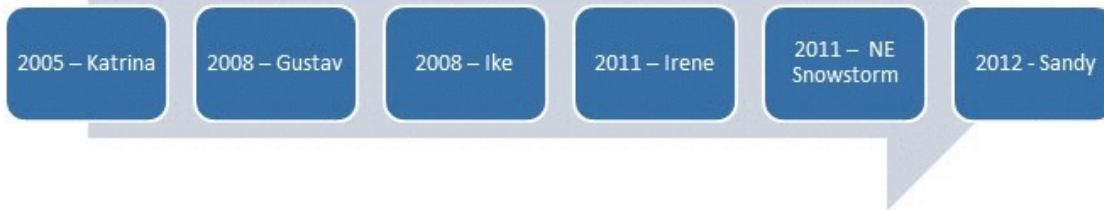
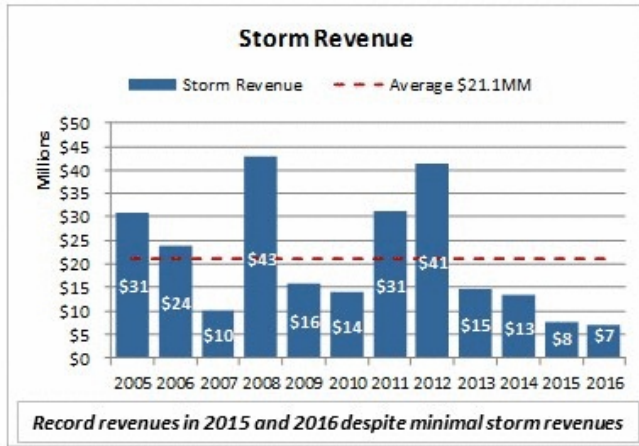


Smart Grid

MYR GROUP CUSTOMER SAMPLE



EMERGENCY RESPONSE REVENUE



EBITDA RECONCILIATION

(\$ In Millions, Except Per Share Amounts)*

	FY					
	2011	2012	2013	2014	2015	2016
Net Income	\$ 18.3	\$ 34.3	\$ 34.8	\$ 36.5	\$ 27.3	\$ 21.4
Interest Expense, net	0.5	0.8	0.7	0.6	0.7	1.3
Provision for Income Taxes	10.8	20.4	20.1	21.4	17.0	16.9
Depreciation and Amortization	19.5	25.2	29.2	33.5	38.0	39.2
EBITDA	\$ 49.1	\$ 80.7	\$ 84.8	\$ 92.0	\$ 83.0	\$ 78.8
Diluted Weighted Average Shares Outstanding	21.0	21.2	21.4	21.5	21.0	17.5
EBITDA per Diluted Share	\$ 2.34	\$ 3.80	\$ 3.96	\$ 4.29	\$ 3.95	\$ 4.51
Revenue	\$ 780.4	\$ 999.0	\$ 902.7	\$ 944.0	\$ 1,061.7	\$ 1,142.5
EBITDA is a non-GAAP financial measure that is defined as Earnings Before Income Taxes, Depreciation and Amortization.						
EBITDA Margin	6.29%	8.08%	9.39%	9.75%	7.82%	6.90%

Note:

LTM diluted weighted average shares outstanding were determined by adding the average shares reported for the last four quarters and dividing by four.

EBITDA is not recognized under GAAP and does not purport to be an alternative to net income as a measure of operating performance or to net cash flows provided by operating activities as a measure of liquidity. EBITDA is a component of the debt to EBITDA covenant that we must report to our bank on a quarterly basis. In addition, management considers EBITDA a useful measure because it eliminates differences which are caused by different capital structures as well as different tax rates and depreciation schedules when comparing our measures to our peers' measures.

FINANCIAL RATIO DEFINITIONS

(Stockholders Equity - Goodwill - Intangibles)

÷ End Balance of Common Stock + Ava. Common Stock Equivalents

= **Tangible Book Value per Period End Share**

*EBIT (Earnings Before Interest, Taxes, inc. unusual items) * (1-Effective Tax Rate)*

÷ [Book Value (Total Stockholders' Equity [A]) + Net Debt] @ beginning of LTM

= **Return on Invested Capital**

LTM Net Income (including discontinued operations & minority interests)

÷ Total Stockholders Equity @ beginning of LTM

= **Return on Equity**

EBITDA (Earnings before Interest, Taxes, Depreciation, & Amortization)

÷ Revenue

= **EBITDA Margin**

Market Capitalization (S&P Capital IQ as of 03/10/17)

÷ Book Value (Total Stockholders' Equity [A])

= **Market to Book Value**

[A] Total Stockholders' Equity includes minority interests and discontinued operations

Three year averages are derived from calculating the return metric for each twelve month period and then averaging the three period metrics

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