

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 19, 2015**

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)

60008-4210
(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 19, 2015, 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, 2015 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 2014 Fourth Quarter dated March 2015.

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 19, 2015

By: /s/ Gerald B. Engen, Jr.

Name: Gerald B. Engen, Jr.

Title: Senior Vice President, Chief
Legal Officer and Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	MYR Group Inc. Investor Presentation 2014 Fourth Quarter dated March 2015.

INVESTOR PRESENTATION



Fourth Quarter
Nasdaq: MYRG

20
14



SAFE HARBOR STATEMENT

Various statements in this presentation, and any oral statements regarding the subject matter of this presentation, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements include those that express a belief, expectation or intention, as well as those that are not statements of historical fact, and may include projections and estimates concerning the timing and success of specific projects and our future revenue, income, backlog, liquidity, capital spending and investments. The forward-looking statements in this presentation are generally accompanied by words such as “estimate,” “project,” “predict,” “believe,” “expect,” “intend,” “anticipate,” “potential,” “possible,” “plan,” “goal,” “objective,” “outlook,” “see,” “may,” “should,” “could,” “appears” or other words that convey the uncertainty of future events or outcomes. The forward-looking statements speak only as of their date and are based on our current expectations and assumptions about future events, including with respect to expected growth, results of operations, performance, business prospects and opportunities and effective tax rates. These statements do not guarantee future performance and actual results may differ materially from these statements. We disclaim any obligation to update these statements, unless required by securities laws, and we caution you not to rely on them unduly. 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. These and other important factors, including those discussed under the caption “Forward-Looking Statements” and in Item 1A “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, and in any risk factors or cautionary statements contained in our other filings with the Securities and Exchange Commission, may cause our actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements.

TABLE OF CONTENTS

Company Overview

Market Overview

Strategy

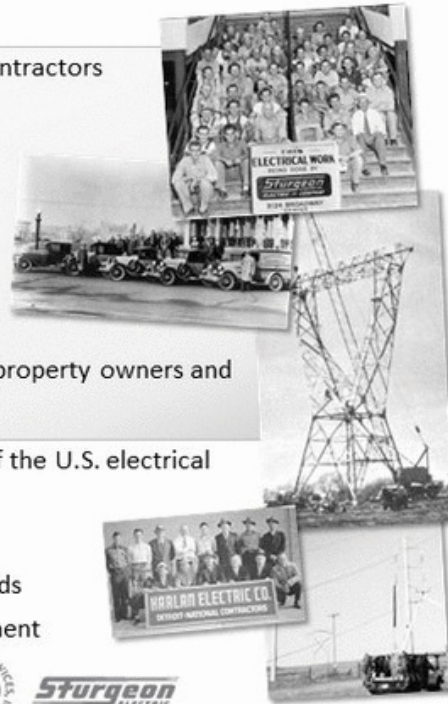
Financial Performance

Investment Outlook

Appendix

ABOUT MYR GROUP

- MYR Group is a holding company of specialty electrical contractors
 - Subsidiaries date back to 1891
 - Numerous offices across North America
- Transmission and Distribution (T&D) customers include:
 - Investor Owned Utilities
 - Cooperatives
 - Municipalities
 - Independent Transmission Companies
- Commercial and Industrial (C&I) services are provided to property owners and general contractors in the western United States
- Services include turnkey construction and maintenance of the U.S. electrical infrastructure
- Nationwide network of approximately 3,600 employees
- Safety performance consistently exceeds industry standards
- Large modern fleet including extensive specialized equipment



INVESTMENT HIGHLIGHTS



Strong market position

- Transmission and Distribution (T&D) - national
- Commercial and Industrial (C&I) - regional



Highly skilled national workforce



Regulatory environment supports growth



Favorable industry dynamics providing opportunities for stable and profitable long-term growth



Significant, major transmission project opportunities



Consistently strong financial performance and disciplined management has provided for a robust balance sheet

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



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



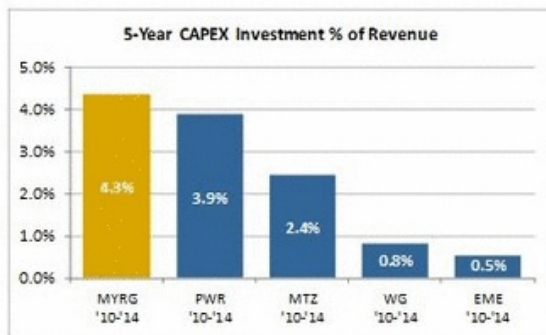
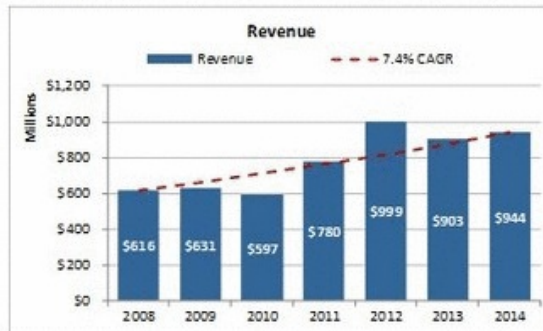
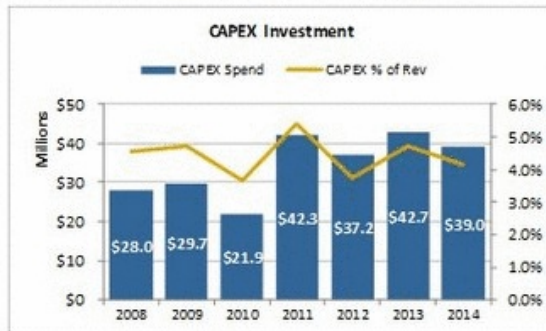
NORTH-AMERICAN COVERAGE

Office Locations

Fleet Locations



STRATEGIC INVESTMENT IN CAPEX SUPPORTED ORGANIC GROWTH



Successful execution of strategy:

- Invested in specialty equipment in 2011 - 2014 to support organic growth initiatives
- Grew top-line revenue organically through expansion of T&D capacity

Source: S&P Capital IQ | WG and MTZ: 2010 - YTD Q3 2014

T&D MARKET CONDITIONS REMAIN FAVORABLE

“EEI expects investment by its members during 2014 and 2015 to be significantly higher than in years prior to 2013.”

Source: EEI - Transmission Projects : At a Glance – March 2014

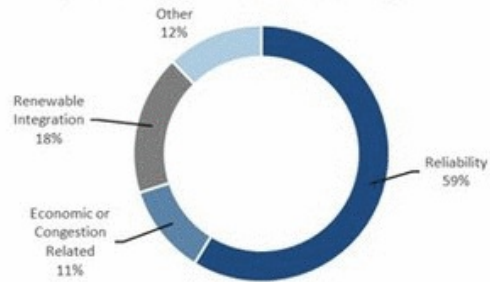
“The North American Electric Transmission & Distribution (“T&D”) industry is characterized by significant committed, announced, and anticipated investment in infrastructure, which is **forecasted to exceed \$49Bn in 2015.**”

Source: Harris Williams & Co. Transmission & Distribution Infrastructure | Summer 2014



Source: Harris Williams & Co. Transmission & Distribution Infrastructure | Summer 2014

Figure 10: Primary Drivers for New Transmission Projects



Source: NERC 2013 Long-Term Reliability Assessment

Transmission spending by electrical utilities driven by:

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

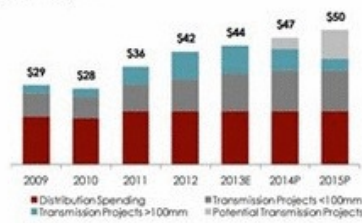
T&D MARKET CONDITIONS REMAIN FAVORABLE

Top Ten Utilities by Announced U.S. Investment
(# of projects and \$ in billions)

	# of Projects	\$
National Grid	5	\$10.0
American Electric Power	14	4.8
Duke Energy	6	3.9
Xcel Energy	39	2.2
Edison International	12	2.0
Ameren Corporation	9	1.7
PacifiCorp	4	1.7
Central Maine Power Company	3	1.5
Northeast Utilities	3	1.4
Public Services Enterprise Group	7	1.3
All Other U.S. Projects	258	30.0
All Canadian Projects	33	10.7
All Projects	393	\$71.1

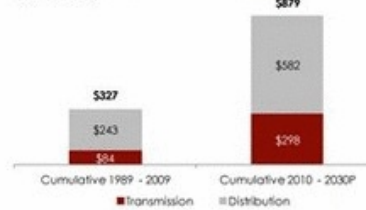
Source: IR.

T&D Spending Overview
U.S. T&D Historical and Projected Spending
(\$ in billions)

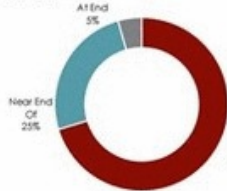


Source: S&P Global, ASCE, EEL, and IR.

U.S. T&D Historical and Projected Spending
(\$ in billions)

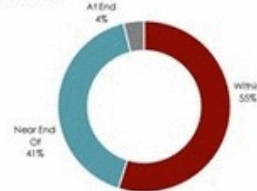


Current Infrastructure Age Relative to Useful Life
Transmission Infrastructure
(as a % of total)



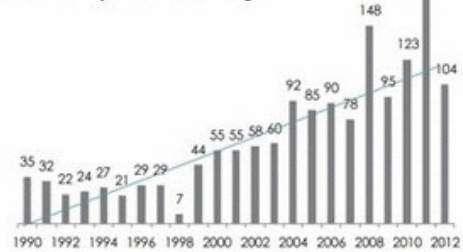
Source: EEL.

Distribution Infrastructure
(as a % of total)



Source: Harris Williams & Co. Transmission & Distribution Infrastructure | Summer 2014

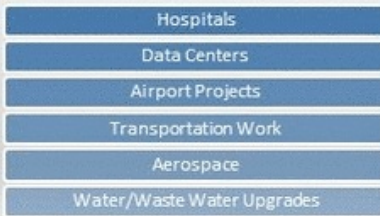
Number of Major U.S. Power Outages



Source: DOE.

C&I MARKET IS GROWING...

C&I's Strong \$113.2MM Backlog is Driven by:



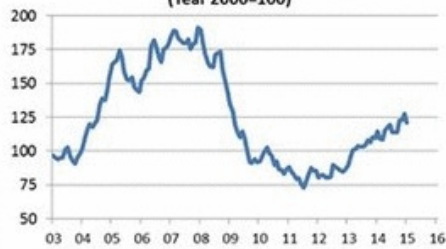
Associated General Contractors of America:

"Private nonresidential spending fell 1.6% for the month but **rose 4.8% year-over-year**. Public construction spending decreased 2.6% from December but **increased 5.1% from January 2014.**"



Source: AGC's Data Digest - Vol. 15, No. 9 • Feb. 24-Mar. 2, 2015

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** - During the final three months of 2014 the Momentum Index had jumped 11.7%, so while January's 4.8% drop showed decreased activity relative to December, it was still in line with the moderate if at times hesitant upward trend that's been present over the past three years. **Compared to the same month a year ago, January's Momentum Index was up 5.8%.**"

Source: McGraw Hill Construction Press Release Feb. 6, 2015

FUTURE GROWTH OPPORTUNITIES

Organic Growth

- Invest in additional fleet and labor resources to expand capacity
- Leverage extensive bid knowledge and long-term customer relationships to secure future contracts with new and existing customers

Strategic Acquisitions

- Exercise discipline when assessing target companies

Geographic Expansion

- Strategic expansion of MYR Group's geographic footprint into favorable markets

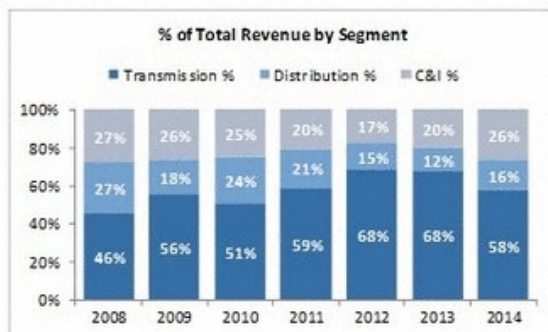
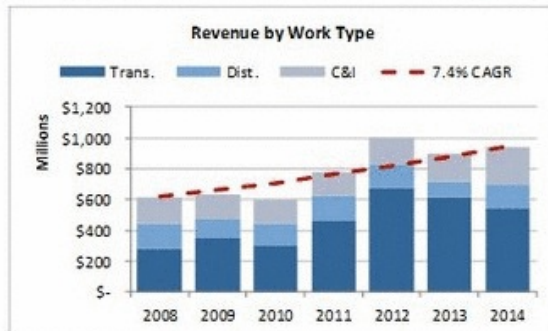
Vertical Integration

- Assess segments of the T&D and C&I markets to bring in-house (e.g., foundation drilling, site clearing, specialty equipment fabrication, environmental controls)

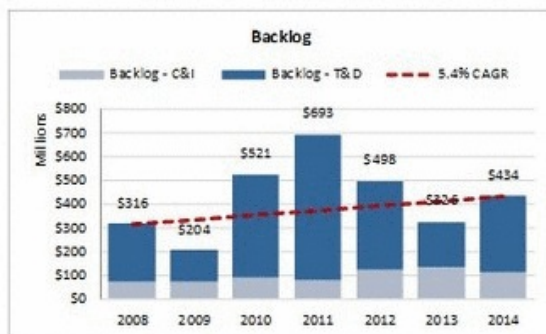
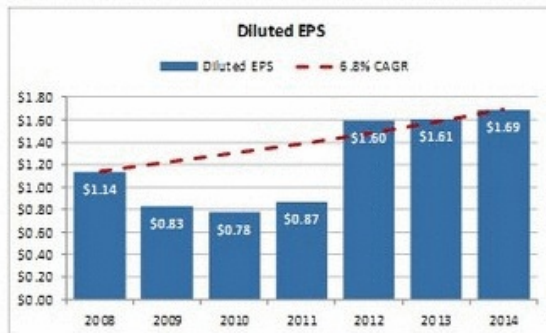
Horizontal Expansion

- Evaluate other areas of the energy infrastructure market for possible expansion

STRONG FINANCIAL PERFORMANCE



STRONG FINANCIAL PERFORMANCE

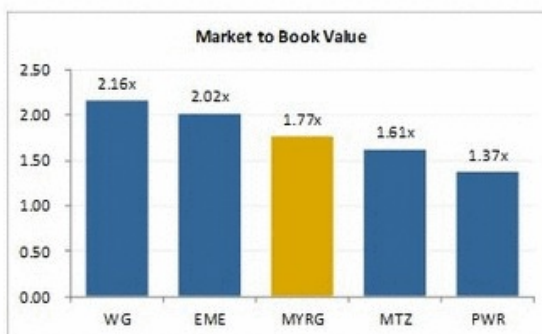
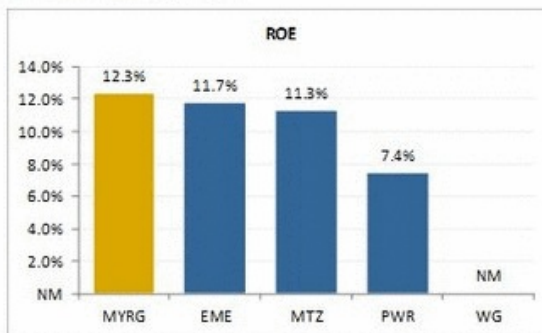
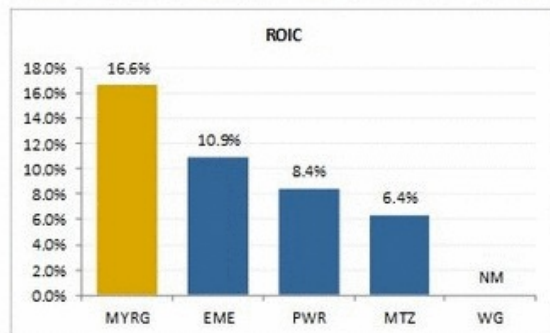


All revenue and backlog growth has been organic

Backlog includes only 90 days of alliance agreements and signed contracts

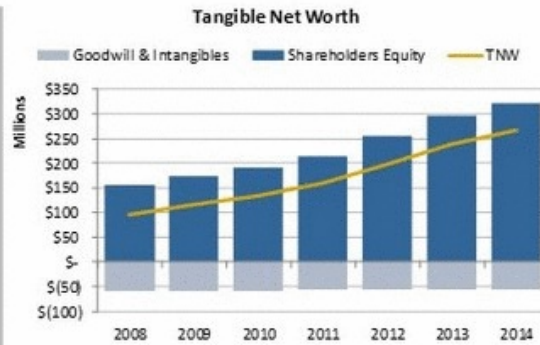
Not a static business; MYR is constantly marketing to new customers and bidding on new projects

FINANCIAL PERFORMANCE COMPARISON

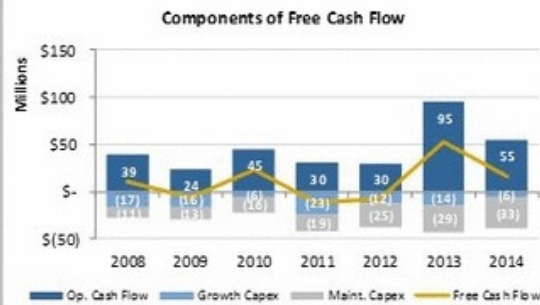


Source: S&P Capital IQ - NM (Not Meaningful) reflects negative returns/growth and is ignored for comparison purposes | WG LTM as of 9/30/14 & MTZ Rs from Q4 2014 Press Release

BALANCE SHEET STRENGTH



- No funded debt
- Limited goodwill
- Steady growth in tangible net worth
- Strong liquidity position
- Substantial bonding capacity



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 30+ years of industry experience

Positive Industry Outlook

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

Favorable Growth Prospects

- Opportunities for organic, vertical, horizontal, and geographic growth

Strong Financial Position

- MYR has substantial tangible net worth and bonding capacity, coupled with a strong liquidity position

Centralized Fleet and Corporate Operations

- Centralization allows for greater efficiency and leverage of company resources

Appendix

EXPERIENCED MANAGEMENT TEAM

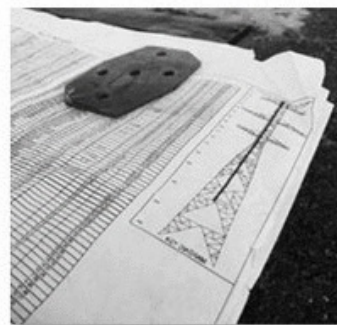
Name	Job Title	Years With MYR	Years Industry Experience
William A. Koertner	President and Chief Executive Officer	16	36
Richard S. Swartz	SeniorVP and Chief Operating Officer	32	32
Gerald B. Engen, Jr.	SeniorVP, Chief Legal Officer and Secretary	14	31
William H. Green	SeniorVP	26	48
Tod M. Cooper	SeniorVP, East	24	26
Paul J. Evans	VP, Chief Financial Officer and Treasurer	3	18



Experienced management team that averages more than 19 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



Collector Systems



EPC



Solar Installations



Smart Grid

MYR GROUP CUSTOMER SAMPLE



EMERGENCY RESPONSE REVENUE



EBITDA RECONCILIATION

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

	FY						
	2008	2009	2010	2011	2012	2013	2014
Net Income	\$ 23.6	\$ 17.2	\$ 16.1	\$ 18.3	\$ 34.3	\$ 34.8	\$ 36.5
Interest Expense, net	0.7	0.6	1.0	0.5	0.8	0.7	0.6
Provision for Income Taxes	15.5	9.5	9.3	10.8	20.4	20.1	21.4
Depreciation and Amortization	11.2	13.5	16.3	19.5	25.2	29.2	33.5
EBITDA	\$ 51.0	\$ 40.8	\$ 42.7	\$ 49.1	\$ 80.7	\$ 84.8	\$ 92.0
Diluted Weighted Average Shares Outstanding	20.7	20.7	20.8	21.0	21.2	21.4	21.5
EBITDA per Diluted Share	\$ 2.46	\$ 1.97	\$ 2.05	\$ 2.34	\$ 3.80	\$ 3.96	\$ 4.29
Revenue	\$ 616.1	\$ 631.2	\$ 597.1	\$ 780.4	\$ 999.0	\$ 902.7	\$ 944.0
EBITDA is a non-GAAP financial measure that is defined as Earnings Before Income Taxes, Depreciation and Amortization.							
EBITDA Margin	8.27%	6.46%	7.15%	6.29%	8.08%	9.39%	9.75%

FINANCIAL RATIO DEFINITIONS

$$\begin{aligned} & \text{Cash used in purchasing property and equipment (5 years)} \\ + & \text{Revenue (5 years)} \\ = & \text{5-Year CAPEX Investment \% of Revenue} \end{aligned}$$

$$\begin{aligned} & (\text{LTM ATNI}) - (\text{Dividends} + \text{Special Dividends}) \\ + & \text{Total Capital @ Beginning of LTM (stockholders' equity + net debt)} \\ = & \text{Return on Invested Capital} \end{aligned}$$

$$\begin{aligned} & \text{LTM Net Income (including discontinued operations \& minority interests)} \\ + & \text{Total Stockholders Equity @ beginning of LTM} \\ = & \text{Return on Equity} \end{aligned}$$

$$\begin{aligned} & \text{LTM Net Income (including discontinued operations \& minority interests)} \\ + & \text{Total Assets @ beginning of LTM} \\ = & \text{Return on Assets} \end{aligned}$$

$$\begin{aligned} & \text{Market Capitalization (S\&P Capital IQ as of 12/31)} \\ + & \text{Book Value (total stockholders' equity)} \\ = & \text{Market to Book Value} \end{aligned}$$

$$\begin{aligned} & \text{Net cash flow from operating activities} \\ - & \text{Cash used in purchasing property and equipment} \\ = & \text{Free Cash Flow} \end{aligned}$$

$$\begin{aligned} & \text{LTM Diluted EPS} \\ + & \text{LTM Interest expense (income), net, per diluted share} \\ + & \text{LTM Provision for income taxes per diluted share} \\ + & \text{LTM Depreciation and amortization per diluted share} \\ = & \text{LTM EBITDA per Diluted Share} \end{aligned}$$

$$\begin{aligned} & \text{EBITDA (Earnings before Interest, Taxes, Depreciation, \& Amortization)} \\ + & \text{Revenue} \\ = & \text{EBITDA Margin} \end{aligned}$$

S\&P Capital IQ Disclaimer of Liability Notice: This may contain information obtained from third parties, including ratings from credit ratings agencies such as Standard \& Poor's. Reproduction and distribution of third party content in any form is prohibited except with the prior written permission of the related third party. Third party content providers do not guarantee the accuracy, completeness, timeliness or availability of any information, including ratings, and are not responsible for any errors or omissions (negligent or otherwise), regardless of the cause, or for the results obtained from the use of such content. THIRD PARTY CONTENT PROVIDERS GIVE NO EXPRESS OR IMPLIED WARRANTIES, INCLUDING, BUT NOT LIMITED TO, ANY WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE. THIRD PARTY CONTENT PROVIDERS SHALL NOT BE LIABLE FOR ANY DIRECT, INDIRECT, INCIDENTAL, EXEMPLARY, COMPENSATORY, PUNITIVE, SPECIAL OR CONSEQUENTIAL DAMAGES, COSTS, EXPENSES, LEGAL FEES, OR LOSSES (INCLUDING LOST INCOME OR PROFITS AND OPPORTUNITY COSTS OR LOSSES CAUSED BY NEGLIGENCE) IN CONNECTION WITH ANY USE OF THEIR CONTENT, INCLUDING RATINGS. Credit ratings are statements of opinions and are not statements of fact or recommendations to purchase, hold or sell securities. They do not address the suitability of securities or the suitability of securities for investment purposes, and should not be relied on as investment advice.