

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): **April 28, 2016**

**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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 22, 2016, MYR Group Inc. (the “Company”) entered into an agreement (the “Agreement”) with Engine Capital Management, LLC, Engine Capital, L.P., Engine Jet Capital, L.P., Engine Airflow Capital, L.P., Engine Investments, LLC, Engine Investments II, LLC, and Arnaud Ajdler (collectively, “Engine Capital”), and John P. Schauerman (together with Mr. Ajdler, the “Engine Appointees”) to settle a potential election contest in connection with the Company’s 2016 annual meeting of stockholders (the “2016 Annual Meeting”). Pursuant to the terms of the Agreement, the Company reimbursed Engine Capital for \$150,000 of its legal expenses incurred in connection with the potential election contest and appointed Mr. Schauerman to the Company’s Board of Directors (the “Board”) on March 22, 2016. In the Agreement, the Company also agreed that, immediately following the 2016 Annual Meeting, the Board and all applicable committees of the Board would take all action necessary to expand the size of the Board from ten to eleven directors and appoint Mr. Ajdler to fill the newly created vacancy on the Board as a Class I director, with a term expiring at the 2017 annual meeting of stockholders, and appoint Mr. Ajdler to the Board’s Compensation Committee, as promptly as practicable following the 2016 Annual Meeting, subject, in each case, to his eligibility to serve in such capacity pursuant to applicable law and stock exchange regulations, as they may be amended from time to time.

The Agreement also provides that if either Engine Appointee is unable to serve as a director or nominee, Engine Capital has the right to recommend a replacement person for appointment or nomination for election, as applicable, to the Board. On April 20, 2016, Mr. Ajdler, on behalf of Engine Capital, informed the Company that, due to scheduling conflicts for Mr. Ajdler, Engine Capital had made a decision to conditionally recommend Bradley T. Favreau as a replacement candidate to serve on the Board in place of Mr. Ajdler. The Board evaluated Mr. Favreau’s background and qualifications to serve as a director of the Company. On April 28, 2016, following the conclusion of the 2016 Annual Meeting, the Board expanded its size from ten to eleven directors and appointed Mr. Favreau as a director of the Company, effective immediately. Mr. Favreau was appointed as a Class I director with an initial term expiring at the 2017 annual meeting of stockholders. Mr. Favreau was also appointed to serve on the Board’s Compensation Committee. Mr. Favreau will receive the standard compensation received by the Company’s non-employee directors as disclosed in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission on March 23, 2016.

A copy of the press release announcing Mr. Favreau’s appointment to the Board is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 5.07 Submission of Matters to a Vote of Shareholders.**

The Company held the 2016 Annual Meeting on April 28, 2016, at which the stockholders considered three proposals, each of which is described in more detail in the Company’s Definitive Proxy Statement, dated March 23, 2016. The matters voted upon at the 2016 Annual Meeting and the results of the votes were as follows:

Proposal 1. Election of Class III Directors. The stockholders elected the following four directors to each serve a three-year term expiring at the 2019 annual meeting of stockholders or until his successor has been duly chosen and qualified:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Larry F. Altenbaumer	16,370,530	752,911	1,477	1,381,148
William A. Koertner	16,021,021	1,103,529	367	1,381,148
William D. Patterson	16,391,260	731,215	2,442	1,381,148
John P. Schauerman	16,616,274	460,761	4,998	1,381,148

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Each of the following directors will continue to hold office until his or her respective term expires: Henry W. Fayne, Kenneth M. Hartwick, Gary R. Johnson, Jack L. Alexander, Donald C.I. Lucky and Maurice E. Moore.

Proposal 2. Advisory Resolution to Approve the Compensation of Our Named Executive Officers. The stockholders approved the resolution on executive compensation.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
16,565,765	460,761	98,390	1,381,150

Proposal 3. Ratification of the Appointment of Our Independent Registered Public Accounting Firm. The stockholders ratified the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
18,339,299	15,920	150,806

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press release issued by MYR Group Inc. on April 29, 2016.

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**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: April 29, 2016

By: /s/ Gerald B. Engen, Jr.  
Name: Gerald B. Engen, Jr.  
Title: Senior Vice President, Chief  
Legal Officer and Secretary

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**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press release issued by MYR Group Inc. on April 29, 2016.

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## MYR GROUP ANNOUNCES APPOINTMENT OF NEW BOARD MEMBER

Rolling Meadows, Ill.– April 29, 2016 – MYR Group Inc. (“MYR Group” or the “Company”) (NASDAQ:MYRG), a leading specialty contractor serving the electrical infrastructure market in the United States and Canada, today announced the appointment of Bradley T. Favreau to the Company’s Board of Directors (the “Board”), effective April 28, 2016 following the conclusion of the Company’s 2016 annual meeting of stockholders, pursuant to a settlement agreement that it entered into with Engine Capital, L.P. and its affiliates (together “Engine Capital”), regarding the composition of MYR Group’s Board on March 22, 2016. In accordance with the terms of the settlement agreement, Mr. Favreau was designated by Engine Capital as a replacement for Arnaud Ajdler, who had previously been designated as an Engine Capital Appointee.

The Board determined that Mr. Favreau is an independent director. Mr. Favreau will serve on the Board’s Compensation Committee.

“We welcome Brad to the Board,” said Bill Koertner, MYR Group’s President and CEO. “He brings additional diversity of background and experience to the Board. We look forward to working closely with Brad as well as the rest of the Board to enhance long-term value for all MYR Group shareholders.”

### **About Bradley T. Favreau**

Mr. Favreau currently serves as a Partner at Engine Capital Management, LLC, which serves as the investment manager to value-oriented special situations funds that invest both actively and passively in companies undergoing change. As a Partner at Engine Capital Management, Mr. Favreau is responsible for sourcing, evaluating and monitoring investment opportunities. Mr. Favreau currently serves as a director and a member of the audit committee of RDM Corporation, a provider of solutions for the electronic commerce and payment processing industries. Prior to Engine Capital, Mr. Favreau served as a consultant to HUSCO International, a global leader in the development and manufacture of hydraulic and electro-hydraulic controls for off-highway applications. At HUSCO, his duties included identifying and initiating supply chain improvement initiatives. Prior to HUSCO, Mr. Favreau worked as an investment professional at Apax Partners (Apax), an international private equity investment group with \$34 billion of assets under management. At Apax, his responsibilities included analyzing new investment opportunities and monitoring the operations of portfolio companies. Mr. Favreau received an MBA from Columbia Business School and graduated with honors from the Kelley School of Business at Indiana University.

### **About MYR Group Inc.**

MYR Group is a leading specialty contractor serving the electrical infrastructure market throughout the United States and Canada, and has the experience and expertise to complete electrical installations of any type and size. MYR Group’s comprehensive services on electric transmission and distribution networks and substation facilities include design, engineering, procurement, construction, upgrade, maintenance and repair services. MYR Group’s transmission and distribution customers include investor-owned utilities, cooperatives, private developers, government-funded utilities, independent power producers, independent transmission companies, industrial facility owners and other contractors. MYR Group also provides commercial and industrial electrical contracting services to general contractors, commercial and industrial facility owners, local governments and developers generally throughout the western and northeastern United States. For more information, visit [myrgroup.com](http://myrgroup.com).

**About Engine Capital**

Engine Capital is a value-oriented special situations fund that invests both actively and passively in companies undergoing change.

**Forward-Looking Statements**

Various statements in this announcement, 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 announcement speak only as of the date of this announcement; 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 press announcement 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 Annual Report on Form 10-K for the fiscal year ended December 31, 2015, and in any risk factors or cautionary statements contained in MYR Group’s Quarterly Reports on Form 10-Q or subsequent Current Reports on Form 8-K.

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**Contact**

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