

**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): August 11, 2020

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	MYRG	The Nasdaq Stock Market, LLC (Nasdaq Global Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On August 11, 2020, MYR Group Inc. (“MYR”) posted presentation materials on the investor relations section of MYR’s website at <http://investor.myrgroup.com/events-and-presentations>. Members of MYR’s management may use all or portions of these materials from time to time during the quarter ending September 30, 2020 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 2020 Second Quarter dated August 2020.](#)

104 Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document)

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: August 11, 2020

By: /s/ BETTY R. JOHNSON

Name: Betty R. Johnson

Title: Senior Vice President, Chief Financial Officer and Treasurer



INVESTOR PRESENTATION

Q2 2020

AUGUST 2020 Update | NASDAQ: MYRG





MYR Group's ability to execute its strategy of conservative, profitable, steady growth in a focused, scalable market -- electrical construction -- is a strength that differentiates us from the rest.



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 CONTACT

Betty R. Johnson
Chief Financial Officer
847.290.1891
investorinfo@myrgroup.com

INVESTOR CONTACT

David Gutierrez
Dresner Corporate Services
312.780.7204
DGutierrez@dresnerco.com

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For **more than a century**, MYR Group's subsidiaries have served the electrical construction needs of clients. **Our reputation for excellence** in both our markets makes us a leader in the industry.



HEADQUARTERS

1701 GOLF ROAD, SUITE 3-1012
ROLLING MEADOWS, IL 60008
Phone: 847.290.1891



STOCK TICKER SYMBOL
NASDAQ: MYRG



2019 REVENUE

\$2.07B

↑ 35.3% YoY



RECORDABLE SEGMENTS

TRANSMISSION & DISTRIBUTION (T&D)
COMMERCIAL & INDUSTRIAL (C&I)



AMONG TOP 5 ENR

U.S. SPECIALTY
ELECTRICAL
CONTRACTORS FOR
23 YEARS IN A ROW



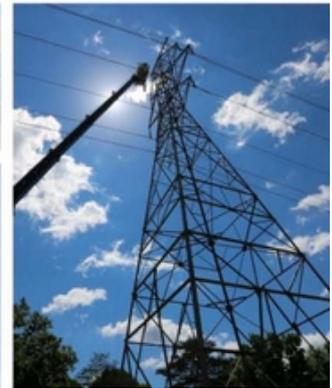
TOTAL EMPLOYEES

7,100+



125+

YEARS OF EXPERIENCE



A MARKET LEADER



NATIONWIDE LEADER in T&D



EXPANDING PRESENCE in C&I



GROWING FOOTPRINT



HEALTHY ORGANIC & ACQUISITIVE GROWTH



STRONG PRESENCE IN KEY GROWTH MARKETS



LONG STANDING CLIENT RELATIONSHIPS



GROWING REVENUES



RECORD BACKLOG



EXTENSIVE, CENTRALIZED FLEET



STABLE BALANCE SHEET



NO EXTRAORDINARY LOSSES OR GOODWILL IMPAIRMENT



SUPERIOR SAFETY PERFORMANCE

STRATEGIC IMPERATIVES

Deliver positive financial results on a consistent basis while positioning the company for growth

FINANCIAL STRENGTH

Sustain a culture that aids in attracting, retaining and developing the best people in the industry

ORGANIZATIONAL EXCELLENCE

Strive to always be the first choice for our clients and remain one of the most reliable and efficient, high-value providers

CUSTOMER SATISFACTION

OPERATIONAL EXCELLENCE

Continue investments in people, equipment, health, safety, the environment, technology, innovation, programs, process improvement, and sustainability

Ensures we are focused on the right work and programs

COVID-19 IMPACTS



- Considered an essential business as a provider of critical infrastructure services.
- Remain committed to serving our customers and are responding and adhering to any new or heightened job-site requirements and guidelines to protect our front-line field employees.
- Enacted measures to maintain safe, efficient, and resilient business operations during the pandemic, adjusting operations as needed.
- Project execution and bidding opportunities have remained active to date.
- T&D work activity primarily consists of small to medium-sized projects, and we continue to execute routine maintenance work under long-term MSAs. Drivers for T&D spending remain intact thus far.
- Most C&I projects remain operational, though social distancing and other project restrictions are limiting project workflows and extending project schedules. We believe the primary markets we serve may be somewhat less vulnerable to economic slowing, such as healthcare, transportation, data centers, warehousing, renewable energy and water projects.
- Entered 2020 with record backlog and further increased backlog in the SECOND quarter.
- Stimulus packages and infrastructure bills could promote increased spending.
- Strong balance sheet with \$280.2M in availability under our credit facility, funded debt to EBITDA leverage of 0.7x and management has continued to focus with heightened scrutiny on controlling costs and capital expenditures in these uncertain times

COVID-19 IMPACTS



The current COVID-19 pandemic has had a significant impact on the global economy, including the US and Canadian economies, during the first and second quarters of 2020. As the situation continues to evolve, the Company is closely monitoring the impact of the COVID-19 pandemic on all aspects of our business, including how it will impact our customers, subcontractors, suppliers, vendors and employees. The COVID-19 pandemic caused a slowdown of our projects due to specific state, local, municipal and customer mandated stay-at-home orders and new project requirements that were established to protect construction workers and the general public, most of which impacted our C&I segment in the second quarter of 2020. Although the majority of stay at home orders were phased out at the end of the second quarter, we are still experiencing impacts associated with the COVID-19 project specific protocols. We expect the project specific requirements to remain in place which will continue to impact project schedules and workflow going forward.

REVENUE GROWTH

For **more than a century**, MYR Group's subsidiaries have served the electrical construction needs of clients. **Our reputation for excellence** in both our markets makes us a leader in the industry.

AMONG TOP 5

ENR U.S. Specialty Electrical Contractors for 24 years in a row

REPORTABLE SEGMENTS

Commercial & Industrial (C&I)
Transmission & Distribution (T&D)

RECORD REVENUES

Reached record revenues in 2019, an increase of 35.3% over 2018

CAGR 12.9%



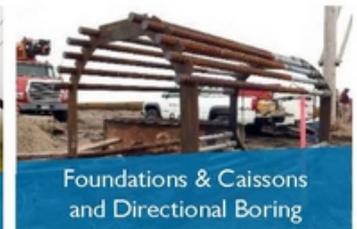
COMPREHENSIVE SERVICE OFFERINGS

TRANSMISSION & DISTRIBUTION (T&D) BUSINESS SEGMENT



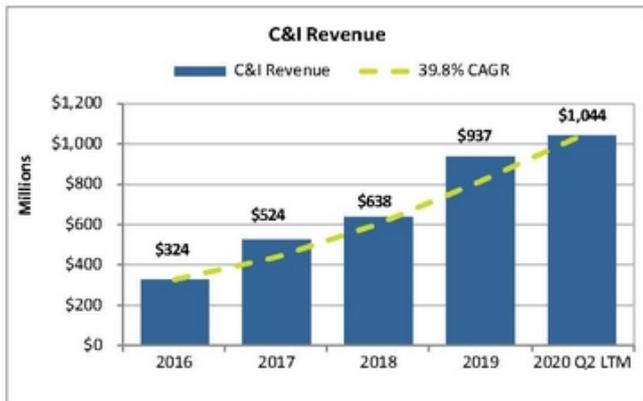
Segment Updates:

- 06/30/20 LTM T&D record revenue of \$1,142 Million
- Recent years growth primarily due to an increase in revenue on small to medium-sized transmission and distribution projects
- ~ 50% of T&D business is Master Service Agreement work



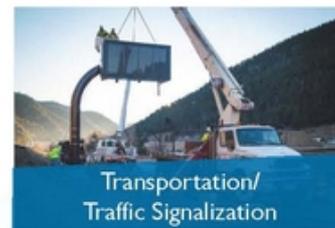
COMPREHENSIVE SERVICE OFFERINGS

COMMERCIAL & INDUSTRIAL (C&I) BUSINESS SEGMENT



Segment Updates:

- 06/30/20 LTM C&I record revenue of \$1,044 Million
- Growth primarily due to increases in volume across all project sizes and incremental revenues from the acquisitions of CSI, and the Huen Companies in the second half of 2019 and 2018, respectively



STRONG COMPETITIVE ADVANTAGE

WE ARE...



Extending our **geographical reach** and expanding our **service offerings**



Inspired to **do the right thing** and investing in the communities in which we live and work



Expanding our **depth and breadth of expertise** while refining project delivery capabilities



Executing with **health and safety** as our **#1 priority** to maintain our industry-leading safety performance



Helping our people reach their **fullest potential** through investments in training and development



Building a **future driven mindset** and deploying new systems and technologies



Maintaining **long-standing client relationships** and **developing customized solutions** to address their greatest needs.



Supporting **clean energy infrastructure** and broadening our capabilities to meet the needs of our clients



Focused on **collaboration** to create truly integrated and cohesive teams

POSITIONED FOR GROWTH



U.S./CANADA

Long-term growth both organically and via acquisition



T&D

Transmission market outlook strong next 5+ years (higher ratio of small-medium/large projects)



C&I

Strength in C&I sector (Airport, Healthcare, Data Center, Hwy/Transp.)



RENEWABLES

Clean energy initiatives driving increased construction spend

Success

VALUE CREATION OPPORTUNITIES



62 OFFICE LOCATIONS IN U.S.
AND WESTERN CANADA

ORGANIC GROWTH

Expand in new and existing markets that align with core capabilities



- Strategic expansion of 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

Continue to evaluate targeted, strategic acquisitions to expand business and hone operating expertise



- 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 Group's values and culture
- Focus on integration of processes, people, technology and equipment

JULY 2019 ACQUISITION

CSI ELECTRICAL CONTRACTORS, INC.

Expands Geographic Reach & End Market Exposure

- Expands our breadth of C&I service offerings in California and strengthens our market position in delivering cost-effective solutions to both new and existing customers
- Expanded presence in California with established offices in:
 - Santa Fe Springs
 - San Marcos
 - San Jose
 - Palmdale
 - Santa Clarita

Expands Service Offerings

- Offers a wide range of commercial and industrial electrical construction services with significant experience performing work in the solar, aerospace, healthcare, government and biomedical markets
- Significant self-perform capabilities in electrical system construction and retrofit projects, technology integration, and alternative energy projects, preconstruction services, prefabrication, telecommunications, design-build/design-assist and integrated project delivery methodologies

Increases Skilled Workforce

- High-quality workforce and strong management team with decades of experience, who share our culture, values, and commitment to delivering superior service to our customers through operational experience



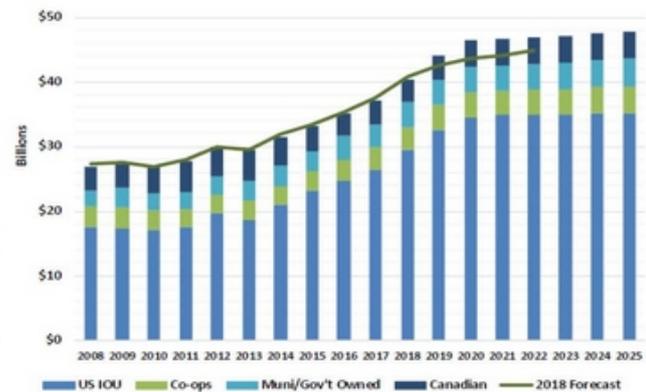
FAVORABLE T&D MARKET CONDITIONS

There may be delays on some spending due to COVID-19 which could impact previously reported projections, however market drivers remain favorable for the long-term.

Drivers of T&D Spend

- System Reliability
- Aging Electric Grid
- Connecting Renewables
- Plant Retirements
- Storm Hardening
- Housing Starts

U.S. and Canadian Electric Distribution Actual and Forecasted Capital Expenditures by Ownership Type



“Capital expenditures came in at \$40.4 billion in 2018, a 9.3% increase from 2017. U.S. investor-owned utilities project planned spend from 2019 through at least 2023 is robust.”

Source: The C Three Group, North American Electric Distribution Market Forecast, September 2019

MARKET OPPORTUNITIES

The generation mix across the U.S. is changing as traditional baseload generation resources retire and renewable generation provides an increasingly large percentage of demand.

UTILITY SOLAR



45 GW of utility solar are operational today representing 60% of all U.S. solar PV capacity, and Q1 2020 added an additional 2.3 GW. The 2020-2025 forecast has seen modest declines due to the Coronavirus pandemic and more than 80 GW of capacity additions are still expected.

SOURCE: Solar Energy Industries Association (SEIA), June 2020

OFFSHORE WIND



30 GW of offshore wind are operational today and in the next four to six years, U.S. developers expect to manufacture, construct, and install more than 9 GW of offshore wind.

SOURCE: The Business Network for Offshore Wind (BNOW), March 2020

Provides ample engineer, procurement, and construction (EPC) opportunities for the generation site and transmission interconnect.

ACTIVE C&I MARKET

C&I's strong \$1.03B backlog as of 06/30/2020 is driven by:

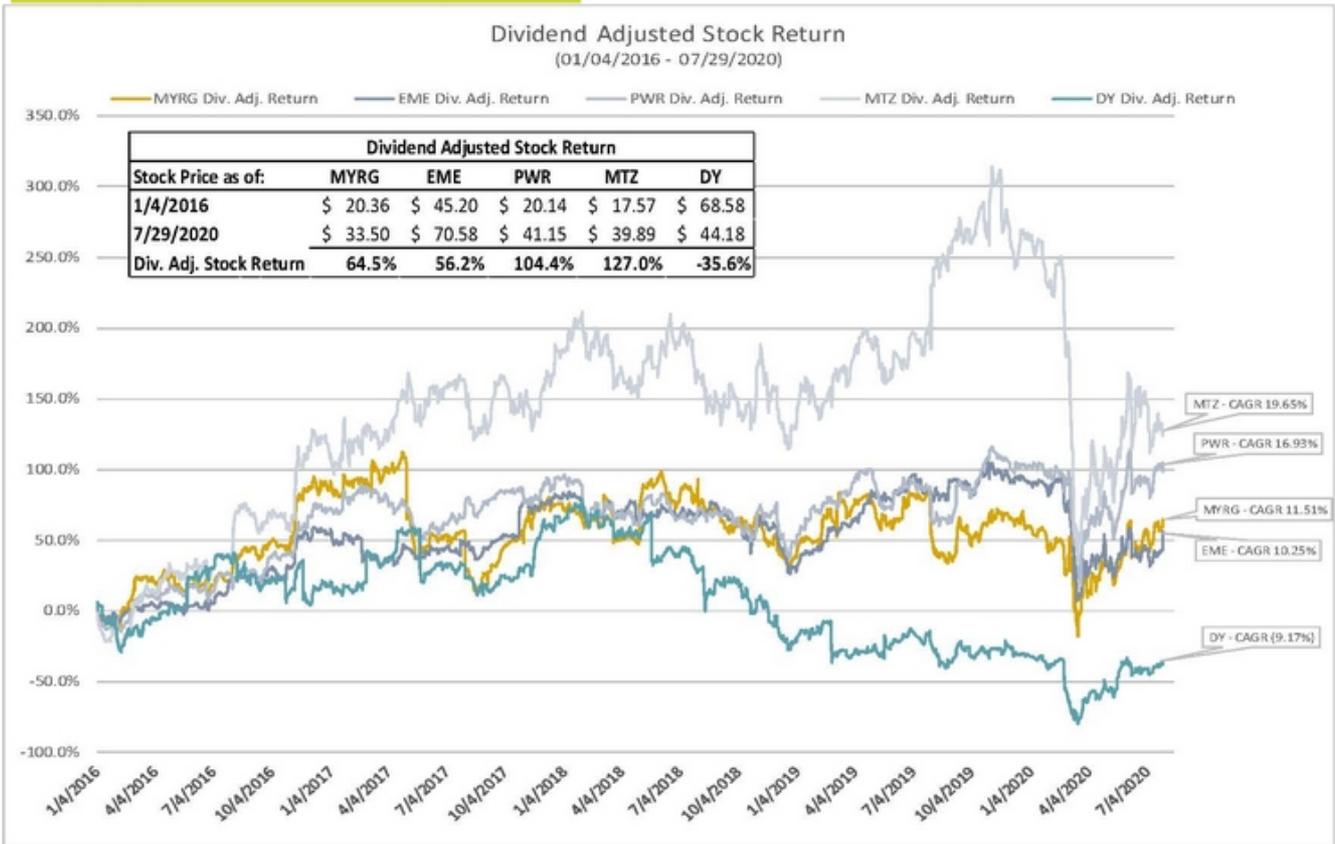
Hospitals
Data Centers
Airport Projects
Transportation Work
Aerospace
Water / Wastewater Upgrades



- Most of our primary markets are deemed critical and essential and may be less vulnerable to economic slowdown
- The primary markets we serve may be somewhat less vulnerable to economic slowing, such as healthcare, transportation, data centers, warehousing, renewable energy and water projects
- Government stimulus packages and infrastructure investment programs could accelerate project activity

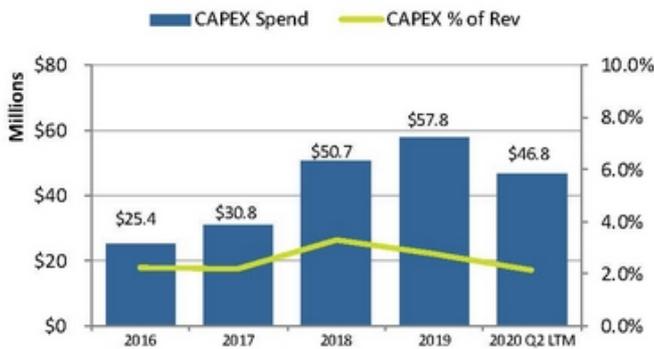


DELIVERING STRONG RETURNS



BALANCE SHEET STRENGTH TO SUPPORT ADDITIONAL GROWTH

CAPEX Investment



Little off-balance-sheet leverage

Limited goodwill

Modest debt leverage

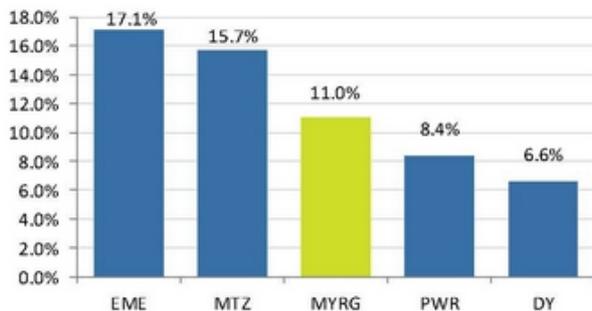
Strong liquidity position – Renewed credit facility in Q3 2019, increasing the revolver to \$375 million

Substantial bonding capacity

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

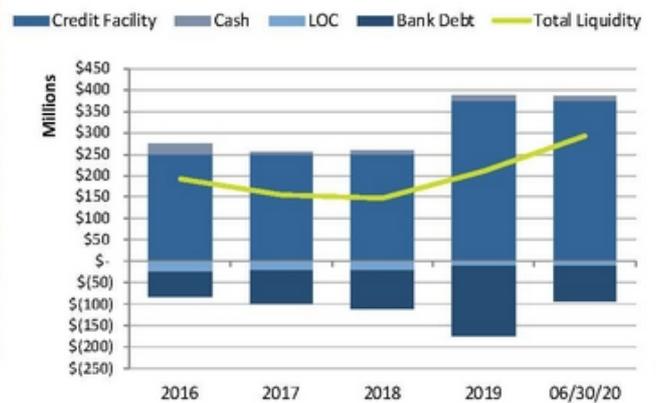
Executed eight equipment notes totaling \$48.6 million, enabling us to move a portion of our variable-rate debt to fixed rates and to increase our liquidity

3-Year Average ROIC



Source: S&P Capital IQ
 MYR 3-year period is June 2018 – June 2020
 Peer Group 3-year period is March 2018 – March 2020
 DY period is April 2018 – April 2020

Liquidity



STRONG LONG-TERM FINANCIAL PERFORMANCE

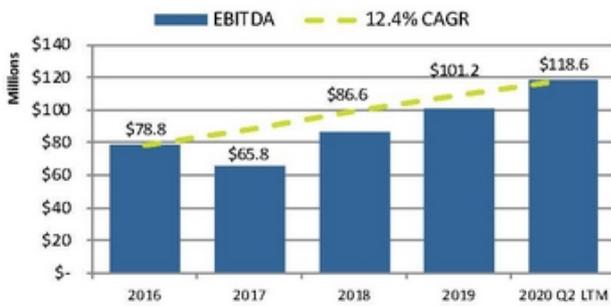
Revenue by Work Type



Backlog



EBITDA *



Diluted EPS - Attributable to MYR Group Inc.



* For reconciliation of EBITDA to net income, see page 21

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 31+ 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 & Corporate Operations

Centralization allows for greater efficiency and leverage of company resources



APPENDIX



CORPORATE GOVERNANCE OVERVIEW



EXPERIENCED BOARD WITH INDEPENDENT OVERSIGHT

- 7 of 9 directors are independent
- 5 of 9 directors have significant energy / utility experience
- Independent Chairman of the Board
- Audit, Compensation and Nominating / Governance committees comprised solely of independent directors
- Separate executive sessions of independent directors
- Annual Board evaluations



STRONG CORPORATE GOVERNANCE PRACTICES

- Majority voting standard for directors in uncontested elections
- No "Poison Pill" in place
- Effective executive compensation best practices
- Majority of CEO compensation is performance based



ACCOUNTABILITY & RESPONSIVENESS

- Board adopted majority voting for uncontested elections in December of 2015 based on input from shareholders
- Proactive investor relations outreach to ensure active, ongoing engagement

EXPERIENCED MANAGEMENT TEAM



Rick Swartz

Chief Executive Officer
37 years with MYRG
37 years in industry



Betty Johnson

Chief Financial Officer
20 years with MYRG
31 years in industry



Tod Cooper

**Chief Operating Officer –
Transmission & Distribution**
29 years with MYRG
31 years in industry

**EXPERIENCED
MANAGEMENT TEAM
AVERAGES
23 YEARS
WITH MYR GROUP
31+ YEARS
IN OUR INDUSTRY**



Jeff Waneka

**Chief Operating Officer –
Commercial & Industrial**
28 years with MYRG
35 years in industry



William Fry

Chief Legal Officer
1 year with MYRG
22 years in industry

MYR GROUP CUSTOMER SAMPLE



EBITDA RECONCILIATION

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

					LTM
	2016	2017	2018	2019	6/30/2020
Net Income	\$ 21.4	\$ 21.2	\$ 31.3	\$ 36.2	\$ 46.6
Interest Expense, net	1.3	2.6	3.6	6.2	\$ 6.7
Provision for Income Taxes	16.9	3.5	11.8	14.2	\$ 18.3
Depreciation and Amortization	39.2	38.6	39.9	44.5	\$ 47.1
EBITDA	<u>\$ 78.8</u>	<u>\$ 65.8</u>	<u>\$ 86.6</u>	<u>\$ 101.2</u>	<u>\$ 118.6</u>
Diluted Weighted Average Shares Outstanding	17.5	16.5	16.6	16.7	16.7
EBITDA per Diluted Share	\$ 4.51	\$ 3.99	\$ 5.22	\$ 6.06	\$ 7.08
Revenue	\$ 1,142.5	\$ 1,403.3	\$ 1,531.2	\$ 2,071.2	\$ 2,185.8

EBITDA is a non-GAAP financial measure that is defined as Earnings Before Income Taxes, Depreciation and Amortization.

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

$$\frac{\text{Net Income (LTM) [A]} + (\text{Net Interest Expense} * (1 - \text{Effective Tax Rate}))}{\text{Book Value (Total Stockholders' Equity [B])} + \text{Net Funded Debt}} @ \text{beginning of LTM}$$

= **Return on Invested Capital**

$$\frac{\text{EBITDA (Earnings before Interest, Taxes, Depreciation, \& Amortization)}}{\text{Revenue}}$$

= **EBITDA Margin**

[A] Net Income excludes noncontrolling interest and discontinued operations

[B] Total Stockholders' Equity excludes 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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