

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 13, 2018**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933(17 CFR §230.405) or Rule 12d-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 March 13, 2018, 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 March 31, 2018 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 2017 Fourth Quarter dated March 2018.](#)

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 13, 2018

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 2017 Fourth Quarter dated March 2018.](#)



2017 INVESTOR PRESENTATION
Fourth Quarter | NASDAQ: MYRG



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

TABLE OF CONTENTS

Company Overview

Strategy

Market Overview

Financial Performance

Investment Outlook

Appendix

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 5,275 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
- ✓ Stable balance sheet to support growth



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

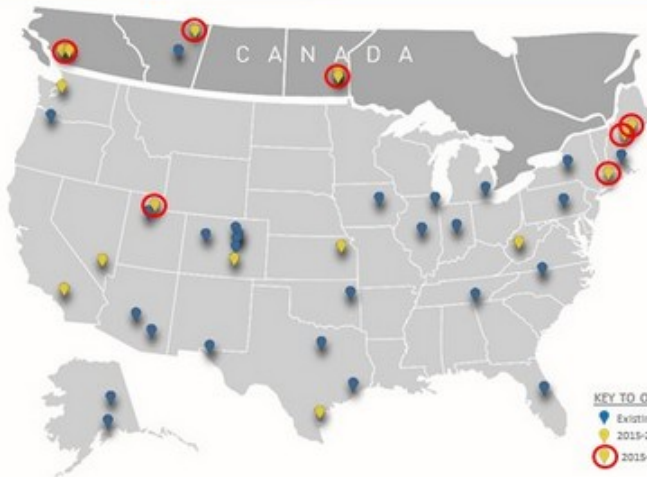
- On July 27, 2017, the Company's Board of Directors approved a \$20.0 million share repurchase program which expires on August 15, 2018. As of December 31, 2017, the Company had \$19.3 million remaining under the plan

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
 Colorado Springs, 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

T&D MARKET CONDITIONS REMAIN FAVORABLE

Transmission spending by electrical utilities driven by

System Reliability

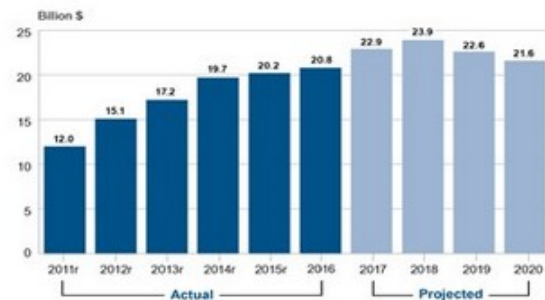
Aging Electric Grid

Connecting Renewables

Plant Retirements

“In 2016, EEI members’ total transmission investments reached approximately \$20.8 billion (nominal \$) and expect to invest an additional \$90 billion in the transmission system through 2020.”

Historical and Projected Transmission Investment (Nominal Dollars)



Source: EEI Transmission Projects: At A Glance, September 2017 (Note: r=revised)

Drivers for additional distribution spending

Reliability Upgrades

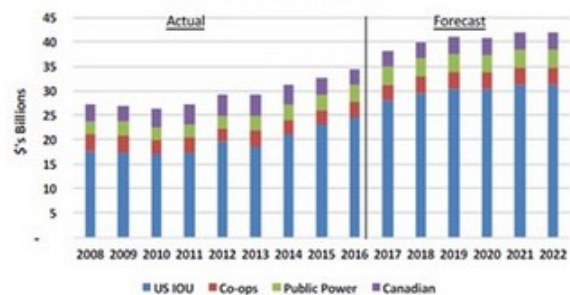
Aging Infrastructure

Storm Hardening

Housing Starts

U.S. investor-owned utilities project there should be a continued uptick from 2017 to 2018, and this growth should remain relatively constant for the remainder of the decade.

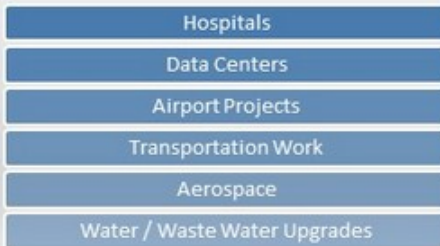
U.S. and Canadian Electric Distribution CapEx by Ownership Type
September 2017 C Three Group Confidential



Source: The C Three Group, 2017 North American Electric Distribution Market Forecast 2008-2020, September 2017

C&I MARKET IS GROWING...

C&I's Strong \$346.0MM Backlog as of 12/31/2017 is Driven by:

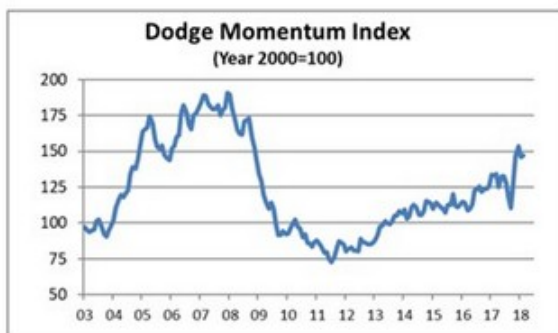


Associated General Contractors of America:

"Construction spending in January essentially matched the upwardly revised December record level of \$1.263 trillion at a seasonally adjusted annual rate. The January total exceeded the year-earlier level by 3.2 percent. For the month, private nonresidential construction spending rose 0.3 percent, private residential spending declined 1.5 percent, and public construction spending gained 1.8 percent. On a year-over-year basis, private residential construction spending increased 4.2 percent, private nonresidential spending slipped 1.1 percent, and public construction spending jumped 8.2 percent."



Source: AGC Newsroom • March 1, 2018



Dodge Momentum Index – by McGraw-Hill Construction

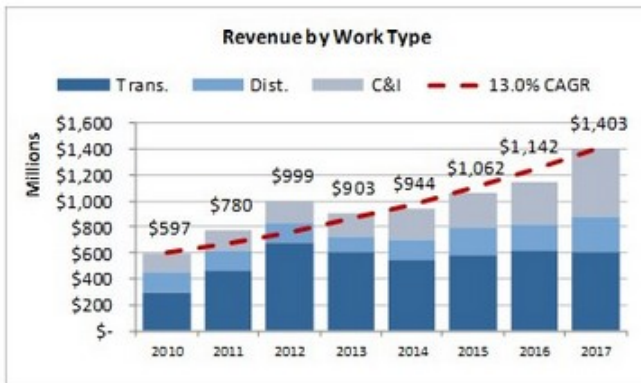
- 12 month leading indicator of construction spending for nonresidential building
- 91% correlation between construction planning reports and the US Commerce Department's Put in Place spending over the past 10 years

Dodge Momentum Index

The Dodge Momentum Index rose to 146.9 (2000=100) in February, up 0.5% from the revised January reading of 146.2, according to Dodge Data & Analytics. The commercial component of the Momentum Index fell two consecutive months, decreasing 4.8% from the January reading. The overall Momentum Index is above their year-ago levels.

Source: McGraw Hill Construction Press Release March 7, 2018

STRONG LONG-TERM FINANCIAL PERFORMANCE

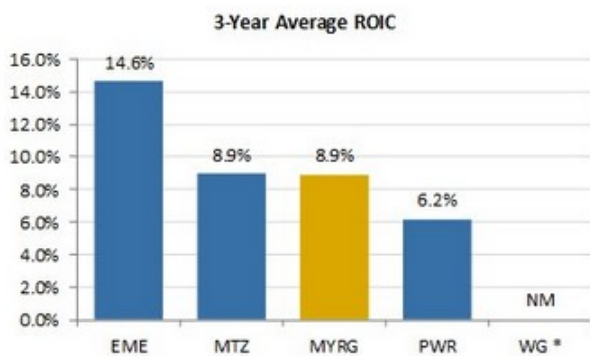


* For reconciliation of EBITDA to net income, see page 20

BALANCE SHEET STRENGTH TO SUPPORT ADDITIONAL GROWTH

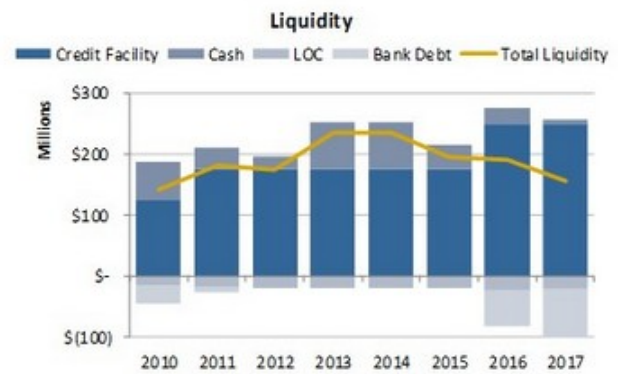


- Little off-balance-sheet leverage
- Limited goodwill
- Modest debt leverage
- Strong liquidity position
- Substantial bonding capacity
- Investment in specialty equipment contributed to top-line organic growth and supports future organic growth

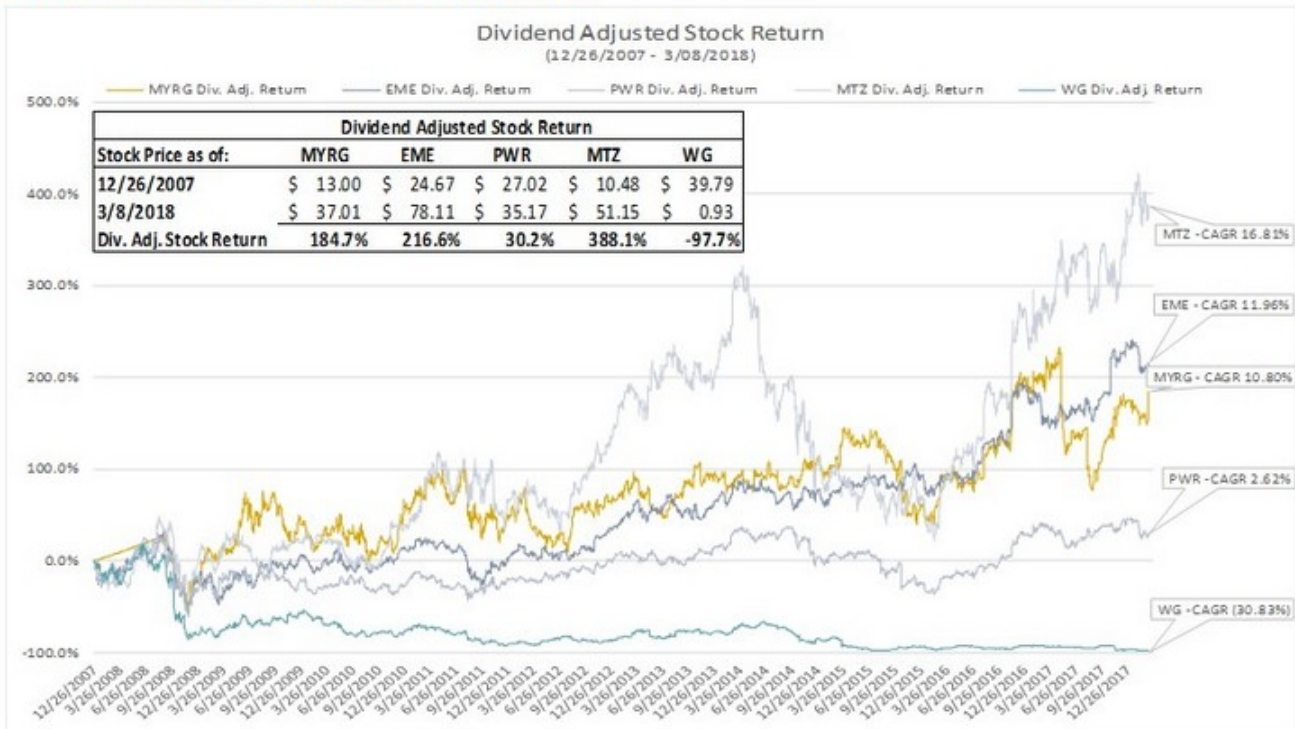


Source: S&P Capital IQ - NM (Not Meaningful) reflects negative returns and is ignored for comparison purposes. 3 year average is from Dec. 2015 - Dec. 2017.

* 3 year Average ROIC calculation for WG is for the period Sept. 2015 - Sept. 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	<ul style="list-style-type: none">• Solid execution of corporate strategy has solidified MYR Group's position as a market leader in large transmission line construction
Experienced Management	<ul style="list-style-type: none">• Executive Management average 31 years of industry experience
Positive Industry Outlook	<ul style="list-style-type: none">• Regulatory environment supports growth and market analysts expect escalated spending through year 2020
Favorable Growth Prospects	<ul style="list-style-type: none">• Opportunities for organic, vertical, horizontal and geographic growth
Strong Financial Position	<ul style="list-style-type: none">• Strong equity base provides capacity to add leverage for additional potential acquisitions, organic growth and share repurchases
Centralized Fleet and Corporate Operations	<ul style="list-style-type: none">• 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"> ▪ 8 of 9 directors are independent ▪ 5 of 9 directors have significant energy / utility experience ▪ Separate Chairman of the Board and CEO Positions ▪ 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 uncontested elections in December of 2015 based on input from shareholders ▪ Proactive investor relations outreach to ensure active, ongoing engagement

EXPERIENCED MANAGEMENT TEAM

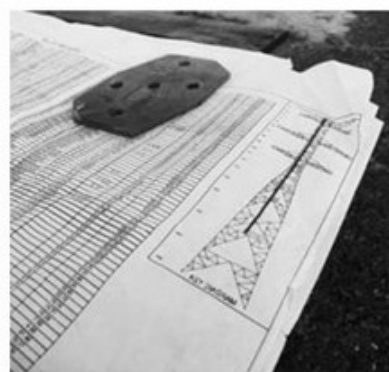
Name	Job Title	Years With MYR	Years Industry Experience
Richard S. Swartz	President and Chief Executive Officer	35	35
Betty R. Johnson	Senior VP, Chief Financial Officer and Treasurer	17	28
Tod M. Cooper	Senior VP, Chief Operating Officer T&D	27	29
Gerald B. Engen, Jr.	Senior VP, Chief Legal Officer and Secretary	17	34
Jeff J. Waneka	Senior VP, Chief Operating Officer C&I	26	33



Experienced management team that averages more than 24 years with MYR Group and approximately 31 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



EBITDA RECONCILIATION

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

	FY							
	2010	2011	2012	2013	2014	2015	2016	2017
Net Income	\$ 16.1	\$ 18.3	\$ 34.3	\$ 34.8	\$ 36.5	\$ 27.3	\$ 21.4	\$ 21.2
Interest Expense, net	1.0	0.5	0.8	0.7	0.6	0.7	1.3	2.6
Provision for Income Taxes	9.3	10.8	20.4	20.1	21.4	17.0	16.9	3.5
Depreciation and Amortization	16.3	19.5	25.2	29.2	33.5	38.0	39.2	38.6
EBITDA	\$ 42.7	\$ 49.1	\$ 80.7	\$ 84.8	\$ 92.0	\$ 83.0	\$ 78.8	\$ 65.8
Diluted Weighted Average Shares Outstanding	20.8	21.0	21.2	21.4	21.5	21.0	17.5	16.5
EBITDA per Diluted Share	\$ 2.05	\$ 2.34	\$ 3.80	\$ 3.96	\$ 4.29	\$ 3.95	\$ 4.51	\$ 3.99
Revenue	\$ 597.1	\$ 780.4	\$ 999.0	\$ 902.7	\$ 944.0	\$ 1,061.7	\$ 1,142.5	\$ 1,403.3

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

EBITDA Margin	7.15%	6.29%	8.08%	9.39%	9.75%	7.82%	6.90%	4.69%
---------------	-------	-------	-------	-------	-------	-------	-------	-------

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

$$\begin{aligned} & \text{EBIT (Earnings Before Interest, Taxes, inc. unusual items) * (1-Effective Tax Rate)} \\ \div & \text{ [Book Value (Total Stockholders' Equity [A]) + Net Debt] @ beginning of LTM} \\ = & \text{ Return on Invested Capital} \end{aligned}$$

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

[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

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.