

INFRASOURCE SERVICES INC
Form 8-K
March 01, 2006

**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 1, 2006**

InfraSource Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of incorporation)

001-32164
(Commission File
Number)

03-0523754
(IRS Employer
Identification No.)

100 West Sixth Street, Suite 300
Media, Pennsylvania
(Address of principal
executive offices)

19063
(Zip Code)

(610) 480-8000

(Registrant's telephone number, including area code)

Not Applicable

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

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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 (see General Instruction A.2 to Form 8-K):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 24.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 40.13e-4(c))
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Item 8.01 Other Events.

On March 1, 2006, InfraSource Services, Inc. issued a press release announcing that it filed a registration statement on Form S-3 with the Securities and Exchange Commission relating to an offering of up to 13,000,000 shares of its common stock. The shares are being offered by certain stockholders of the Company in an underwritten public offering. InfraSource will not receive any of the proceeds of this offering. A copy of such press release is being filed as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release, dated March 1, 2006, issued by InfraSource Services, Inc.

SIGNATURES

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.

INFRASOURCE SERVICES, INC.
(Registrant)

Date: March 1, 2006

By:	Deborah C. Lofton
Name	Deborah C. Lofton
Title:	Senior Vice President, General Counsel and Secretary