

DYCOM INDUSTRIES INC  
Form 8-K  
November 28, 2012

# 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): November 27, 2012

## DYCOM INDUSTRIES, INC.

(Exact name of Registrant as specified in its charter)

Florida  
(State or other jurisdiction

of incorporation)

001-10613  
(Commission

file number)

11770 U.S. Highway One, Suite 101

Palm Beach Gardens, Florida 33408

59-1277135  
(I.R.S. employer

identification no.)

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(Address of principal executive offices) (Zip Code)

(561) 627-7171

(Registrant's telephone number, including area code)

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 8.01. Other Events.**

On November 27, 2012, Dycom Industries, Inc. (the Company ) issued a press release pursuant to Rule 135c under the Securities Act of 1933, as amended (the Securities Act ), regarding the proposed issuance by its wholly owned subsidiary, Dycom Investments, Inc. (the Issuer ), of approximately \$90.0 million in aggregate principal amount of 7.125% senior subordinated notes due 2021 (the Notes ) through a private placement to qualified institutional buyers in the United States pursuant to Rule 144A under the Securities Act of 1933 and outside the United States pursuant to Regulation S under the Securities Act of 1933.

In accordance with Rule 135c(d) under the Securities Act, a copy of the press release is attached hereto as Exhibit 99.1.

This Current Report on Form 8-K is not an offer to sell securities.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release of Dycom Industries, Inc., dated November 27, 2012.

**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 thereunto duly authorized.

Dated: November 28, 2012

DYCOM INDUSTRIES, INC.  
(Registrant)

By: /s/ Richard B. Vilsoet  
Name: Richard B. Vilsoet  
Title: Vice President, General Counsel and  
Corporate Secretary