

QUANTA SERVICES INC

Form S-4

April 20, 2007

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As filed with the Securities and Exchange Commission on April 20, 2007

Registration No. 333-

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-4
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

Quanta Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

1731

*(Primary Standard Industrial
Classification Code Number)*

74-2851603

*(I.R.S. Employer
Identification Number)*

**1360 Post Oak Boulevard, Suite 2100
Houston, Texas 77056
(713) 629-7600**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Tana L. Pool, Esq.

Vice President and General Counsel

1360 Post Oak Boulevard, Suite 2100

Houston, Texas 77056

(713) 629-7600

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effectiveness of this registration statement and the satisfaction or waiver of all other conditions to the closing of the merger described herein.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. ☐

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)	Amount to be Registered(2)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(4)
Common stock, par value \$0.00001 per share	50,349,369	N/A	\$1,591,040,061	\$48,845

- (1) This registration statement also covers the associated preferred stock purchase rights (the Rights) issued pursuant to the Amended and Restated Rights Agreement dated as of March 8, 2000, amended and restated as of October 24, 2002, between the registrant and American Stock Transfer & Trust Company, as rights agent. Until the occurrence of certain events, the Rights will not be exercisable for or evidenced separately from the shares of common stock of the registrant. The value attributable to the Rights is reflected in the price of the common stock and no additional consideration will be received for the issuance of the Rights. Accordingly, no additional registration fee is payable.
- (2) Represents the maximum number of shares of the common stock of the registrant that may be issued to former stockholders of InfraSource Services, Inc. (InfraSource) upon closing of the merger described herein, giving effect to the exercise of outstanding options to acquire InfraSource common stock, par value \$0.001 per share, multiplied by the exchange ratio of 1.223.
- (3) Pursuant to Securities Act Rule 457(c) and 457(f)(1) of the Securities Act of 1933, as amended, and estimated solely for purposes of calculating the registration fee, the proposed maximum aggregate offering price is based on the average of the high and low sales prices of InfraSource common stock, as reported on the New York Stock Exchange on April 13, 2007, and computed based on the estimated maximum number of shares that will be converted into the common stock of the registrant being registered, including shares issuable upon the exercise of outstanding options to acquire InfraSource common stock.
- (4) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$30.70 per \$1,000,000 of the proposed maximum aggregate offering price.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment that specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this joint proxy statement/prospectus is not complete and may be changed. Quanta Services, Inc. may not sell the securities offered by this joint proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus is not an offer to sell these securities nor should it be considered a solicitation of an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED APRIL 20, 2007

JOINT PROXY STATEMENT/PROSPECTUS

To the Stockholders of Quanta Services, Inc. and the Stockholders of InfraSource Services, Inc.:

The boards of directors of Quanta Services, Inc., referred to as Quanta, and InfraSource Services, Inc., referred to as InfraSource, have each approved an agreement and plan of merger pursuant to which InfraSource will merge with and into Quanta MS Acquisition, Inc., a wholly owned subsidiary of Quanta referred to as Merger Sub. As a result of the merger, InfraSource will become a wholly owned subsidiary of Quanta. Pursuant to the merger agreement, Quanta will issue to InfraSource's stockholders 1.223 shares of Quanta common stock for each share of InfraSource common stock, or approximately 50.3 million shares of Quanta common stock (based on the number of outstanding shares of InfraSource common stock on April 13, 2007 and assuming the exercise of all outstanding options to purchase shares of InfraSource common stock). The Agreement and Plan of Merger, dated as of March 18, 2007, among Quanta, Merger Sub, and InfraSource, which is referred to as the merger agreement, is attached as Annex A to this joint proxy statement/prospectus and is incorporated into this joint proxy statement/prospectus by reference.

Quanta and InfraSource will each hold a special meeting of its stockholders in connection with the proposed merger. At the Quanta special meeting, Quanta stockholders will be asked to consider and vote on a proposal to approve the issuance of shares of Quanta common stock in the merger. At the InfraSource special meeting, InfraSource stockholders will be asked to adopt the merger agreement.

Shares of Quanta common stock trade on the New York Stock Exchange under the symbol PWR. We estimate that immediately after the effective time of the merger, former InfraSource stockholders will hold shares of Quanta common stock representing approximately 25% of the then-outstanding shares of Quanta common stock (based on the outstanding shares of InfraSource common stock on March 16, 2007).

The merger cannot be completed unless (i) Quanta stockholders approve the issuance of shares of Quanta common stock in the merger by the affirmative vote of the holders of at least a majority of the votes cast at a meeting at which at least a majority of the outstanding shares of Quanta common stock and Quanta limited vote common stock in the aggregate are present and voting and (ii) InfraSource's stockholders adopt the merger agreement by the affirmative vote of the holders of at least a majority of the shares of InfraSource common stock outstanding on _____, 2007, the record date for the InfraSource special meeting.

The Quanta board of directors has unanimously approved the merger agreement and the transactions contemplated by the merger agreement and unanimously recommends that Quanta stockholders vote FOR the proposal to issue shares of Quanta common stock in the merger pursuant to the merger agreement. The InfraSource board of directors has unanimously approved the merger agreement and the transactions

contemplated by the merger agreement and unanimously recommends that InfraSource stockholders vote FOR the proposal to adopt the merger agreement.

In considering the recommendation of the InfraSource board of directors, stockholders of InfraSource should be aware that members of the board of directors and executive officers of InfraSource have agreements and arrangements that result in their interests in the merger being different from, or in addition to, those of other InfraSource stockholders. See The Merger Interests of the Infrasource Directors and Executive Officers in the Merger.

The accompanying joint proxy statement/prospectus contains important information about the merger, the merger agreement and the special meetings. This document is also a prospectus for the shares of Quanta common stock that will be issued pursuant to the merger. **We encourage Quanta stockholders and InfraSource stockholders to read this joint proxy statement/prospectus carefully before voting, including the section entitled Risk Factors beginning on page 22.**

Your vote is very important. Whether or not you plan to attend the Quanta special meeting or the InfraSource special meeting, please take the time to submit your proxy by completing and mailing the enclosed proxy card or, if the option is available to you, by granting your proxy electronically over the Internet or by telephone. If your shares of Quanta common stock or InfraSource common stock are held in street name, you must instruct your broker how to vote such shares.

John R. Colson
Chairman of the Board and Chief Executive Officer
Quanta Services, Inc.

David R. Helwig
Chairman, Chief Executive Officer and President
InfraSource Services, Inc.

Neither the Securities and Exchange Commission, which is referred to as the SEC, nor any state securities regulatory authority has approved or disapproved of the merger or the securities to be issued under this joint proxy statement/prospectus or has passed upon the adequacy or accuracy of the disclosure in this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated , 2007, and is first being mailed to Quanta stockholders and InfraSource stockholders on or about , 2007.

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**Quanta Services, Inc.
1360 Post Oak Boulevard, Suite 2100
Houston, TX 77056
(713) 629-7600**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON _____, 2007**

To the Stockholders of Quanta Services, Inc.:

A special meeting of the stockholders of Quanta Services, Inc., a Delaware corporation ("Quanta"), will be held at on _____, 2007 at _____:00 a.m., local time, for the following purposes:

1. to consider and vote on the proposal to approve the issuance of shares of Quanta common stock pursuant to the Agreement and Plan of Merger, dated as of March 18, 2007 (which we refer to as the merger agreement), by and among Quanta, Quanta MS Acquisition, Inc., a Delaware corporation and a wholly owned subsidiary of Quanta, and InfraSource Services, Inc.; and
2. to transact any other business that may properly come before the special meeting or any adjournment or postponement of the special meeting.

Only Quanta stockholders of record at the close of business on _____, 2007, the record date for the Quanta special meeting, are entitled to notice of, and to vote at, the Quanta special meeting and any adjournments or postponements of the Quanta special meeting.

The Quanta board of directors has unanimously approved the merger agreement and the transactions contemplated by the merger agreement and unanimously recommends that you vote FOR the proposal to approve the issuance of shares of Quanta common stock in the merger pursuant to the merger agreement, which is described in this joint proxy statement/prospectus.

YOUR VOTE IS IMPORTANT

Whether or not you plan to attend the special meeting, please submit a proxy as soon as possible. To submit a proxy, complete, sign, date and mail your proxy card in the envelope provided or, if the option is available to you, call the toll-free telephone number listed on your proxy card or use the Internet as described in the instructions on the enclosed proxy card. Submitting a proxy will assure that your vote is counted at the meeting if you do not attend in person. If your shares of Quanta common stock are held in _____ street name by your broker or other nominee, only that holder can vote your shares of Quanta common stock and the vote cannot be cast unless you provide instructions to your broker on how to vote. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares of Quanta common stock. You may revoke your proxy at any time before it is voted. Please review the joint proxy statement/prospectus accompanying this notice for more complete information regarding the merger and the Quanta special meeting.

By Order of the Board of Directors of
Quanta Services, Inc.

Vincent A. Mercaldi
Corporate Secretary

Houston, Texas
, 2007

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**InfraSource Services, Inc.
100 West Sixth Street
Suite 300
Media, PA 19063**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON _____, 2007**

To the Stockholders of InfraSource Services, Inc.:

A special meeting of stockholders of InfraSource Services, Inc., a Delaware corporation (InfraSource), will be held on _____, 2007, at _____ a.m. (local time), at 1735 Market Street, Suite 4200, Philadelphia, PA 19103, for the following purposes:

1. to consider and vote on the proposal to adopt the Agreement and Plan of Merger, dated as of March 18, 2007 (which we refer to as the merger agreement), by and among Quanta Services, Inc., Quanta MS Acquisition, Inc., a Delaware corporation and a wholly owned subsidiary of Quanta, and InfraSource; and
2. to transact any other business that may properly come before the special meeting or any adjournment or postponement of the special meeting.

Only InfraSource stockholders of record at the close of business on _____, 2007, the record date for the InfraSource special meeting, are entitled to notice of, and to vote at, the InfraSource special meeting and any adjournments or postponements of the InfraSource special meeting.

The InfraSource board of directors has unanimously approved the merger agreement and the transactions contemplated by the merger agreement and unanimously recommends that you vote FOR the proposal to adopt the merger agreement, which is described in this joint proxy statement/prospectus.

In considering the recommendation of the InfraSource board of directors, stockholders of InfraSource should be aware that members of the board of directors and executive officers of InfraSource have agreements and arrangements that result in their interests in the merger being different from, or in addition to, those of other InfraSource stockholders. See The Merger Interests of the InfraSource Directors and Executive Officers in the Merger.

YOUR VOTE IS IMPORTANT

Whether or not you plan to attend the special meeting, please submit a proxy as soon as possible. To submit a proxy, complete, sign, date and mail your proxy card in the envelope provided or, if the option is available to you, call the toll-free telephone number listed on your proxy card or use the Internet as described in the instructions on the enclosed proxy card. Submitting a proxy will assure that your vote is counted at the meeting if you do not attend in person. If your shares of InfraSource common stock are held in _____ street name _____ by your broker or other nominee, only that holder can vote your shares of InfraSource common stock and the vote cannot be cast unless you provide instructions to your broker. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares of InfraSource common stock. You may revoke your proxy at any time before it is voted. Please review the joint proxy statement/prospectus accompanying this notice for more complete information regarding the merger and the InfraSource special meeting.

By Order of the Board of Directors of
InfraSource Services, Inc.

Deborah C. Lofton
Senior Vice President, General Counsel and
Secretary
Media, Pennsylvania
, 2007

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ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates by reference important business and financial information about Quanta and InfraSource from documents that are not included or delivered with this joint proxy statement/prospectus. See "Where You Can Find More Information; Incorporation by Reference."

Documents incorporated by reference are available to Quanta stockholders and InfraSource stockholders without charge upon written or oral request, excluding any exhibits to those documents, unless the exhibit is specifically incorporated by reference as an exhibit in this joint proxy statement/prospectus. You can obtain any of these documents by requesting it in writing or by telephone from the appropriate company.

Quanta Services, Inc.
Attention: Corporate Secretary
1360 Post Oak Boulevard, Suite 2100
Houston, Texas 77056
(713) 629-7600
www.quantaservices.com

InfraSource Services, Inc.
Attention: Investor Relations
100 West Sixth Street, Suite 300
Media, Pennsylvania 19063
(610) 480-8000
www.infrasourceinc.com

In order for you to receive timely delivery of the requested documents in advance of the applicable special meeting, Quanta or InfraSource, as applicable, should receive your request by no later than , 2007.

ABOUT THIS DOCUMENT

This document, which forms part of a registration statement on Form S-4 filed with the SEC by Quanta (File No. 333-), constitutes a prospectus of Quanta under Section 5 of the Securities Act of 1933, as amended, which we refer to as the Securities Act, with respect to the shares of Quanta common stock to be issued pursuant to the merger agreement. This document also constitutes a notice of meeting and a proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act, with respect to the special meeting of Quanta stockholders, at which Quanta stockholders will be asked to consider and vote on a proposal to approve the issuance of shares in the merger pursuant to the merger agreement and with respect to the special meeting of InfraSource stockholders, at which InfraSource stockholders will be asked to consider and vote on a proposal to adopt the merger agreement.

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QUESTIONS AND ANSWERS ABOUT THE MERGER

The following are some questions that Quanta stockholders and InfraSource stockholders may have regarding the proposals being considered at the Quanta special meeting and the InfraSource special meeting and brief answers to those questions. Quanta and InfraSource urge you to read carefully this entire joint proxy statement/prospectus, including the Annexes, and the other documents to which this joint proxy statement/prospectus refers or incorporates by reference because the information in this section does not provide all the information that might be important to you. Unless stated otherwise, all references in this joint proxy statement/prospectus to Quanta are to Quanta Services, Inc., a Delaware corporation; all references to InfraSource are to InfraSource Services, Inc., a Delaware corporation; all references to Merger Sub are to Quanta MS Acquisition, Inc., a Delaware corporation and a wholly owned subsidiary of Quanta; and all references to the merger agreement are to the Agreement and Plan of Merger, dated as of March 18, 2007, by and among Quanta, Merger Sub and InfraSource, a copy of which is attached as Annex A to this joint proxy statement/prospectus and is incorporated herein by reference.

Q: What is the proposed transaction?

A: Quanta and InfraSource have entered into a merger agreement pursuant to which Merger Sub will merge with and into InfraSource. As a result of the merger, InfraSource will become a wholly owned subsidiary of Quanta and each share of InfraSource common stock will be converted into 1.223 shares of Quanta common stock, as described under The Merger Agreement Merger Consideration. The ratio of 1.223 shares of Quanta common stock for each share of InfraSource common stock is referred to as the exchange ratio.

Q: Why are Quanta and InfraSource proposing the merger?

A: The boards of directors of Quanta and InfraSource believe that the combination of Quanta and InfraSource will create a leading specialized contracting services company serving the electric power, natural gas, telecommunications and cable television industries. To review the reasons for the merger in greater detail, see The Merger Recommendation of the Quanta Board of Directors and Its Reasons for the Merger, and The Merger Recommendation of the InfraSource Board of Directors and Its Reasons for the Merger.

Q: Why am I receiving this joint proxy statement/prospectus?

A: Quanta stockholders are being asked to approve the issuance of shares of Quanta common stock in the merger pursuant to the merger agreement.

InfraSource stockholders are being asked to adopt the merger agreement.

The approval by the Quanta stockholders of the issuance of shares of Quanta common stock and the approval by the InfraSource stockholders of the adoption of the merger agreement are required for the consummation of the merger.

Q: What vote is required to approve the proposals at the Quanta special meeting and the InfraSource special meeting?

A: Under the rules of the New York Stock Exchange, referred to as the NYSE, the approval of the issuance of shares of Quanta common stock in the merger pursuant to the merger agreement requires the affirmative vote of the holders of at least a majority of the votes cast at a meeting at which at least a majority of the outstanding shares of Quanta common stock and Quanta limited vote common stock in the aggregate are present and entitled to vote.

Each share of Quanta common stock is entitled to one vote, and each share of Quanta limited vote common stock is entitled to one-tenth of one vote, on the issuance of shares of Quanta common stock in the merger pursuant to the merger agreement. At the Quanta special meeting, holders of Quanta common stock and Quanta limited vote common stock will vote together as a single class.

Under Delaware law, which governs InfraSource, adoption of the merger agreement requires the affirmative vote of the holders of at least a majority of the outstanding shares of InfraSource common stock entitled to vote. Each share of InfraSource common stock is entitled to one vote on the adoption of the merger agreement.

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Your vote is very important. You are encouraged to submit a proxy as soon as possible.

Q: If my shares of Quanta common stock or InfraSource common stock are held in street name by my broker or other nominee, will my broker or other nominee vote my shares of Quanta common stock or InfraSource common stock for me?

A: Unless you instruct your broker how to vote your shares of Quanta common stock or InfraSource common stock, as applicable, your shares will NOT be voted.

In connection with the Quanta special meeting, abstentions and broker non-votes will be considered in determining the presence of a quorum but will not constitute votes cast and, accordingly, will have no effect on the outcome of the vote with respect to the proposal to approve the issuance of Quanta common stock in the merger.

In connection with the InfraSource special meeting, abstentions and broker non-votes will have the same effect as votes AGAINST the adoption of the merger agreement. You should therefore provide your broker or other nominee with instructions as to how to vote your shares of InfraSource common stock.

An abstention occurs when a stockholder abstains from voting (either in person or by proxy) on one or more of the proposals. Broker non-votes occur when a bank, broker or other nominee returns a proxy but does not have authority to vote on a particular proposal.

Q: Are there risks associated with the merger that I should consider in deciding how to vote?

A: Yes. There are a number of risks related to the merger that are discussed in this joint proxy statement/prospectus and in other documents incorporated by reference. You should read carefully the detailed description of the risks associated with the merger and the operations of Quanta after the merger described in Risk Factors beginning on page 22.

Q: If I am an InfraSource stockholder, should I send in my stock certificates with my proxy card?

A: **NO.** Please **DO NOT** send your InfraSource stock certificates with your proxy card. If the merger is approved, you will be sent written instructions for exchanging your stock certificates.

Q: What effect will the merger have on options to purchase InfraSource common stock and other stock-based awards that have been granted to employees and directors of InfraSource?

A: Upon completion of the merger, each option to purchase shares of InfraSource common stock granted under the InfraSource stock plans will be converted into an option to purchase the number of whole shares of Quanta common stock that is equal to the number of shares of InfraSource common stock subject to that option immediately prior to the effective time of the merger multiplied by 1.223, at an exercise price per share of Quanta common stock equal to the exercise price for each share of InfraSource common stock subject to that option immediately prior to the effective time of the merger divided by 1.223.

Upon completion of the merger, each share of InfraSource common stock that is subject to transfer and/or forfeiture restrictions under the InfraSource stock plans immediately prior to the effective time of the merger will, upon its conversion into the merger consideration, continue to be subject to the same transfer and/or forfeiture restrictions. Upon the lapsing of those restrictions, the holders of such shares will be entitled to elect to have Quanta withhold shares in an amount equal to any applicable tax withholding.

InfraSource will take all actions reasonably necessary to terminate all purchases of stock under InfraSource's 2004 Employee Stock Purchase Plan effective as of the last trading day of the current offering period (as each such term is defined in the InfraSource 2004 Employee Stock Purchase Plan) that expires in May 2007. InfraSource will terminate the InfraSource 2004 Employee Stock Purchase Plan in its entirety immediately prior to the effective time of the merger.

Upon completion of the merger, Quanta will assume the obligations and succeed to the rights of InfraSource under InfraSource's stock plans. InfraSource options and InfraSource restricted shares will not vest as a result of the merger (except for options to purchase 104,397 shares and 30,210 shares of restricted stock). Prior to the

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effective time of the merger, each of the InfraSource stock plans will be amended, if and to the extent necessary, to reflect the transactions contemplated by the merger agreement, including the conversion of the InfraSource options and InfraSource restricted shares, and Quanta will be substituted for InfraSource in those stock plans to the extent appropriate to effectuate the assumption of the InfraSource stock plans by Quanta.

Q: What conditions are required to be fulfilled to complete the merger?

A: Quanta and InfraSource are not required to complete the merger unless certain specified conditions are satisfied or waived. These conditions include approval by Quanta stockholders of the issuance of the shares of Quanta common stock in the merger pursuant to the merger agreement, adoption by InfraSource stockholders of the merger agreement, the effectiveness of the Form S-4 registration statement, of which this joint proxy statement/prospectus is a part, and the receipt of required regulatory approvals. Quanta and InfraSource are seeking required approvals from regulatory agencies under the antitrust laws and InfraSource is seeking approval under certain public utility commission laws. There can be no assurance that these conditions to complete the merger will be satisfied. For a more complete summary of the conditions that must be satisfied or waived prior to the effective time of the merger, see The Merger Agreement Conditions to the Completion of the Merger beginning on page 65.

Q: What are the tax consequences of the merger?

A: Quanta and InfraSource each expect the merger to qualify as a reorganization pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended, referred to as the Internal Revenue Code. Provided that the merger qualifies as a reorganization under U.S. federal income tax laws, InfraSource stockholders will not recognize any gain or loss (except with respect to cash received in lieu of a fractional share of Quanta common stock) by reason of the merger.

Please review carefully the information under the caption The Merger Certain Material U.S. Federal Income Tax Consequences of the Merger beginning on page 57 for a description of the material U.S. federal income tax consequences of the merger. The tax consequences to you will depend on your own situation. Please consult your tax advisors for a full understanding of the tax consequences of the merger to you.

Q: When do Quanta and InfraSource expect to complete the merger?

A: Quanta and InfraSource are working to complete the merger as quickly as practicable. We currently expect the merger to be completed during the third quarter of 2007. However, neither Quanta nor InfraSource can predict the effective time of the merger because it is subject to conditions both within and beyond each company's control. See The Merger Agreement Conditions to the Completion of the Merger beginning on page 65.

Q: Are InfraSource stockholders or Quanta stockholders entitled to dissent and require appraisal of their shares?

A: No. Neither InfraSource's stockholders nor Quanta's stockholders have dissenters' rights of appraisal under Delaware law in connection with the merger.

Q: How does the Quanta board of directors recommend that Quanta stockholders vote?

A: The Quanta board of directors has determined that the execution and delivery of the merger agreement was advisable and the transactions contemplated by the merger agreement, including the issuance of shares of Quanta common stock in the merger, are in the best interests of the Quanta stockholders and

unanimously recommends that Quanta stockholders vote FOR the proposal to approve the issuance of shares of Quanta common stock in the merger pursuant to the merger agreement. For a more complete description of the recommendation of the Quanta board of directors, see The Merger Recommendation of the Quanta Board of Directors and Its Reasons for the Merger beginning on page 38.

Q: How does the InfraSource board of directors recommend that InfraSource stockholders vote?

A: The InfraSource board of directors has determined that the execution and delivery of the merger agreement was advisable and the transactions contemplated by the merger agreement are in the best interests of the InfraSource stockholders and unanimously recommends that InfraSource stockholders

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vote FOR the proposal to adopt the merger agreement. For a more complete description of the recommendation of the InfraSource board of directors, see The Merger Recommendation of the InfraSource Board of Directors and Its Reasons for the Merger beginning on page 40.

Q: When and where is the special meeting of the Quanta stockholders?

A: The Quanta special meeting will be held on _____, 2007 at _____ a.m., local time, at the _____.

Q: When and where is the special meeting of the InfraSource stockholders?

A: The InfraSource special meeting will be held on _____, 2007 at _____ a.m., local time, at the _____.

Q: Who can vote at the special meetings?

A: All Quanta stockholders of record as of the close of business on _____, 2007, the record date for the Quanta special meeting, are entitled to receive notice of and to vote at the Quanta special meeting.

All InfraSource stockholders of record as of the close of business on _____, 2007, the record date for the InfraSource special meeting, are entitled to receive notice of and to vote at the InfraSource special meeting.

Q: How will Quanta stockholders be affected by the merger and share issuance?

A: After the merger, each Quanta stockholder will have the same number of shares of Quanta common stock or Quanta limited vote common stock that the stockholder held immediately prior to the merger. However, because Quanta will be issuing new shares of Quanta common stock to InfraSource stockholders in the merger, each outstanding share of Quanta common stock and Quanta limited vote common stock immediately prior to the merger will represent a smaller percentage of the aggregate number of shares of Quanta capital stock outstanding after the merger. As a result of the merger, each Quanta stockholder will own shares in a larger company with more assets.

Q: What do I need to do now?

A: After you have carefully read this joint proxy statement/prospectus, please respond by completing, signing and dating your proxy card and returning it in the enclosed postage-paid envelope or, if available, by submitting your proxy by telephone or through the Internet as soon as possible so that your shares of Quanta common stock, Quanta limited vote common stock or InfraSource common stock will be represented and voted at the Quanta special meeting or InfraSource special meeting, as applicable.

Please refer to your proxy card or the information forwarded by your broker or other nominee to see which voting options are available to you.

The Internet and telephone proxy submission procedures are designed to verify your stock holdings and to allow you to confirm that your instructions have been properly recorded.

The method by which you submit a proxy will in no way limit your right to vote at the Quanta special meeting or the InfraSource special meeting if you later decide to attend the meeting in person. If your shares of Quanta common stock or InfraSource common stock are held in the name of a broker or other nominee, you must obtain a proxy, executed in your favor, from the holder of record, to be able to vote at the Quanta special meeting or the InfraSource special meeting.

Q: How will my proxy be voted?

A: All shares of Quanta common stock and Quanta limited vote common stock entitled to vote and represented by properly completed proxies received prior to the Quanta special meeting, and not revoked, will be voted at the Quanta special meeting as instructed on the proxies. **If you properly complete, sign and return a proxy card, but do not indicate how your shares of Quanta common stock or Quanta limited vote common stock should be voted on a matter, the shares of Quanta common stock or Quanta limited vote common stock represented by your proxy will be voted as the Quanta board of directors recommends and**