

MASTEC INC  
Form 8-K  
December 17, 2007

**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): December 12, 2007**

**MASTEC, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Florida**

(State or Other Jurisdiction of Incorporation)

**Florida**

**0-08106**

**65-0829355**

(State or other  
jurisdiction of incorporation)

(Commission File  
Number)

(IRS Employer  
Identification No.)

**800 S. Douglas Road, 12<sup>th</sup> Floor, Coral Gables, Florida 33134**

(Address of Principal Executive Offices) (Zip Code)

**(305) 599-1800**

(Registrant's Telephone Number, Including Area Code)

**N/A**

(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))
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**ITEM 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 12, 2007, the Board of Directors of MasTec, Inc. (the Company ) adopted technical amendments to the Company s Second Amended and Restated By-Laws to expressly authorize the issuance of uncertificated shares of capital stock. The Board of Directors adopted these amendments to comply with the New York Stock Exchange (the NYSE ) requirement that securities listed on the NYSE be eligible for participation in the Direct Registration System by January 2008.

The full text of the Company s Third Amended and Restated By-Laws is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**ITEM 9.01 Financial Statements and Exhibits**

*(d) Exhibits*

- 3.1 Third Amended and Restated Bylaws of MasTec, Inc, amended and restated as of December 12, 2007.

**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.

**MASTEC, INC.**

Date: December 14, 2007

By: /s/ Alberto de Cardenas  
Alberto de Cardenas  
Executive Vice President and General  
Counsel

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | Third Amended and Restated By-laws of MasTec, Inc., amended and restated as of December 12, 2007. |