

STERLING CONSTRUCTION CO INC  
Form 8-K  
April 30, 2014

**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): April 30, 2014 (April 29, 2014 )**

**STERLING CONSTRUCTION COMPANY, INC.**

**(Exact name of registrant as specified in its charter)**

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

**1-31993**  
**(Commission**  
**File Number)**

**25-1655321**  
**(I.R.S. Employer**  
**Identification No.)**

**20810 Fernbush Lane**  
**Houston, Texas**  
**(Address of principal executive offices)**

**77073**  
**(Zip Code)**

**Registrant's telephone number, including area code: (281) 821-9091**

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. below):

- .. 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 1.01 Entry into a Material Definitive Agreement**

On April 29, 2014, Sterling Construction Company, Inc. (the Company ) entered into a Fifth Amendment (the Fifth Amendment ) to that certain Credit Agreement (the Credit Agreement ), dated as of October 31, 2007, by and among the Company, Comerica Bank, as administrative agent and certain of the lenders.

The Fifth Amendment removes a requirement that the Company raise \$20 million of new equity capital by September 30, 2014, provided that the Company raises \$10 million of new equity capital by May 30, 2014.

The foregoing description of the Fifth Amendment is not complete and is qualified in its entirety by reference to the full text of the Fifth Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 2.02 Results of Operations and Financial Condition.**

On April 30, 2014, the Company issued a press release announcing certain of its 2014 first quarter preliminary financial results. The press release is being furnished with this Current Report on Form 8-K as Exhibit 99.1 and is hereby incorporated herein by reference.

The information provided in this Item 2.02 (including Exhibit 99.1) shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be incorporated by reference in any filing made by the Company pursuant to the Securities Act of 1933, as amended, other than to the extent that such filing incorporates by reference any or all of such information by express reference thereto.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth under Item 1.01 concerning the Fifth Amendment is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
10.1	Fifth Amendment to Credit Agreement, dated as of April 29, 2014, by and among the Company, Comerica Bank, as administrative agent and certain of the lenders.
99.1	Press release, dated April 30, 2014

**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.

**STERLING CONSTRUCTION COMPANY, INC.**

Date: April 30, 2014

By: /s/ Thomas R. Wright  
Thomas R. Wright  
Executive Vice President and Chief Financial  
Officer

**Exhibit Index**

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