

STERLING CONSTRUCTION CO INC

Form 8-K

January 20, 2006

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**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): January 19, 2006

**STERLING CONSTRUCTION COMPANY, INC.
(Exact name of Registrant as specified in its charter)**

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

**001-31993
(Commission
File Number)**

**25-1655321
(IRS Employer Identification
Number)**

**20810 Fernbush Lane
Houston, Texas 77073**

**(Address of principal executive offices)
(281) 821-9091**

(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))
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Item 1.01 Entry into a Definitive Material Agreement

As described in its press release, dated January 20, 2006, and in its final prospectus, dated January 19, 2006 and filed on January 20, 2006 (the Prospectus), with the Securities and Exchange Commission pursuant to Rule 424(b)(4) under the Securities Act of 1933, as amended (the Securities Act), Sterling Construction Company, Inc. (the

Company) and the selling stockholders named therein (the Selling Stockholders) entered into an underwriting agreement on January 19, 2006 (the Underwriting Agreement) with the underwriters named therein (collectively, the Underwriters) providing for the offer and sale in a firm commitment underwritten offering of 1,700,000 shares of the Company s common stock, par value \$0.01 per share (the Common Stock), sold by the Company and 321,758 shares of the Company s Common Stock sold by the Selling Stockholders, in each case at a price to the public of \$15.00 per share (\$13.95 per share, net of underwriting discounts). Pursuant to the Underwriting Agreement, the Company has granted the Underwriters a 30-day option to purchase up to an additional 303,263 shares of the Company s Common Stock to cover over-allotments, if any.

In the Underwriting Agreement, the Company and the Selling Stockholders have agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the Underwriters may be required to make because of any of those liabilities.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Form 8-K and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

On January 20, 2006, the Company announced that it had priced its public offering of 2,021,758 shares of Common Stock (17,000,000 of these shares being sold by the Company and 321,758 of these shares being sold by the Selling Stockholders). The offering also includes 303,263 shares of Common Stock to be sold by the Company to cover over-allotments, if any. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the press release shall not be deemed filed for the purposes of Section 18 of the Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information and exhibit be deemed incorporated by reference into any filing under the Securities Act or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Other Exhibits

(c) Exhibits

| Exhibit No. | Description |
|-------------|---|
| 1.1 | Underwriting Agreement, dated January 19, 2006, among Sterling Construction Company, Inc., the selling stockholders named on Schedule II thereto, and the underwriters named on Schedule I thereto. |
| 99.1 | Press Release, issued January 20, 2006. |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**STERLING CONSTRUCTION COMPANY,
INC.**

By: /s/ Roger M. Barzun
Name: Roger M. Barzun
Title: Vice President

Dated: January 19, 2006

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