

Primoris Services CORP
Form SC 13G/A
February 13, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

PRIMORIS SERVICES CORPORATION

(formerly known as Rhapsody Acquisition Corp.)

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

74164F103

(CUSIP Number)

December 31, 2008

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

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CUSIP No. 74164F103

13G

1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

P&S Capital Partners, LLC

P&S Capital Management, LLC

P&S Capital Management, L.P.

Daniel L. Nir

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3 SEC Use Only

4 Citizenship or Place of Organization.

P&S Capital Partners, LLC - Delaware

P&S Capital Management, LLC - Delaware

P&S Capital Management, L.P. – Delaware

Daniel L. Nir - United States

5 Sole Voting Power

P&S Capital Partners, LLC - 0 shares

P&S Capital Management, LLC - 0 shares

P&S Capital Management, L.P. – 0 shares

Daniel L. Nir - 0 shares

Number 6 Shared Voting Power

of Shares P&S Capital Partners, LLC – 181,018 shares

Beneficially P&S Capital Management, LLC – 335,000 shares

Owned by P&S Capital Management, L.P. – 335,000 shares

Each Daniel L. Nir – 335,000 shares

Reporting Refer to Item 4 below.

7 Sole Dispositive Power

Person With

P&S Capital Partners, LLC - 0 shares

P&S Capital Management, LLC - 0 shares

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P&S Capital Management, L.P. – 0 shares

Daniel L. Nir - 0 shares
8 Shared Dispositive Power

P&S Capital Partners, LLC – 181,018 shares

P&S Capital Management, LLC – 335,000 shares

P&S Capital Management, L.P. – 335,000 shares

Daniel L. Nir – 335,000 shares

Refer to Item 4 below.

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9 Aggregate Amount Beneficially Owned by Each Reporting Person

P&S Capital Partners, LLC – 181,018 shares

P&S Capital Management, LLC – 335,000 shares

P&S Capital Management, L.P. – 335,000 shares

Daniel L. Nir – 335,000 shares

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

Not applicable.

11 Percent of Class Represented by Amount in Row (9)

P&S Capital Partners, LLC – 0.6%

P&S Capital Management, LLC – 1.1%

P&S Capital Management, L.P. – 1.1%

Daniel L. Nir – 1.1%

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

P&S Capital Partners, LLC - OO (Limited Liability Company)

P&S Capital Management, LLC - OO (Limited Liability Company)

P&S Capital Management, L.P. – PN (Limited Partnership)

Daniel L. Nir - IN

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Item 1.

- (a) Name of Issuer
Primoris Services Corporation (formerly know as Rhapsody Acquisition Corp.)
- (b) Address of Issuer's Principal Executive Offices
26000 Commercentre Drive, Lake Forest, CA 92630

Item 2.

- (a) Name of Person Filing
P&S Capital Partners, LLC
- P&S Capital Management, LLC
- P&S Capital Management, L.P.
- Daniel L. Nir
- (b) Address of Principal Business Office or, if none, Residence
P&S Capital Partners, LLC
- P&S Capital Management, LLC
- P&S Capital Management, L.P.
- Daniel L. Nir
- c/o Gracie Capital
- 590 Madison Avenue
- 28th Floor
- New York, NY 10022
- (c) Citizenship
P&S Capital Partners, LLC - Delaware
- P&S Capital Management, LLC - Delaware
- P&S Capital Management, L.P. – Delaware
- Daniel L. Nir - United States
- (d) Title of Class of Securities
Common Stock, par value \$0.0001 per share
- (e) CUSIP Number
74164F103

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

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- (c) o Insurance Company as defined in Section 3(a)(19) of the Act
 - (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
 - (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
-

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- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned **
 P&S Capital Partners, LLC – 181,018 shares

 P&S Capital Management, LLC – 335,000 shares

 P&S Capital Management, L.P. – 335,000 shares

 Daniel L. Nir – 335,000 shares
- (b) Percent of Class**
 P&S Capital Partners, LLC – 0.6%

 P&S Capital Management, LLC – 1.1%

 P&S Capital Management, L.P. – 1.1%

 Daniel L. Nir – 1.1%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote **
 P&S Capital Partners, LLC - 0 shares

 P&S Capital Management, LLC - 0 shares

 P&S Capital Management, L.P. – 0 shares

 Daniel L. Nir - 0 shares
 - (ii) shared power to vote or to direct the vote**
 P&S Capital Partners, LLC – 181,018 shares

 P&S Capital Management, LLC – 335,000 shares

 P&S Capital Management, L.P. – 335,000 shares

 Daniel L. Nir – 335,000 shares
 - (iii) Sole power to dispose or to direct the disposition of**
 P&S Capital Partners, LLC - 0 shares

 P&S Capital Management, LLC - 0 shares

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P&S Capital Management, L.P. – 0 shares

- (iv) Daniel L. Nir - 0 shares
shared power to dispose or to direct the disposition of**
-

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P&S Capital Partners, LLC – 181,018 shares

P&S Capital Management, LLC – 335,000 shares

P&S Capital Management, L.P. – 335,000 shares

Daniel L. Nir – 335,000 shares

** (1) Shares reported for P&S Capital Partners, LLC reflect shares issuable upon the conversion of warrants beneficially owned by private investment funds of which P&S Capital Partners, LLC is the general partner. P&S Capital Partners, LLC has voting and investment control over such shares, but disclaims beneficial ownership of the shares reported herein except to the extent of its pecuniary interest therein.

(2) Shares reported for P&S Capital Management, L.P. (“P&S LP”) reflect shares issuable upon the conversion of warrants beneficially owned by private investment funds of which P&S LP is the investment manager. P&S LP has voting and investment control over such shares, but disclaims beneficial ownership of the shares reported herein except to the extent of its pecuniary interest therein.

(3) Shares reported for P&S Capital Management, LLC (“P&S LLC”) reflect shares issuable upon the conversion of warrants beneficially owned by private investment funds of which P&S LLC is the investment manager, and the shares reported for P&S LP, of which P&S LLC is the general partner, and in such capacities P&S LLC may be deemed to have voting and investment control over such shares. P&S LLC disclaims beneficial ownership of the shares reported herein except to the extent of its pecuniary interest therein.

(4) Daniel L. Nir is the managing member of both P&S Capital Partners, LLC and P&S LLC, and in such capacity he may be deemed to have voting and investment control over the shares reported herein for such reporting persons. Mr. Nir disclaims beneficial ownership of all such shares except to the extent of his pecuniary interest therein.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following X.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

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Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2009
P&S CAPITAL PARTNERS, LLC

By: /s/ Greg Pearson

Greg Pearson

Chief Financial Officer

P&S CAPITAL MANAGEMENT, LLC

By: /s/ Greg Pearson

Greg Pearson

Chief Financial Officer

P&S CAPITAL MANAGEMENT, L.P.

By: P&S Capital Management, LLC

By: /s/ Greg Pearson

Greg Pearson

Chief Financial Officer

DANIEL L. NIR

/s/ Greg Pearson

Daniel L. Nir, individually

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Exhibit 1

JOINT FILING AGREEMENT

This Joint Filing Agreement, dated as of February 10, 2009, is by and among P&S Capital Partners, LLC, P&S Capital Management, LLC, P&S Capital Management, L.P. and Daniel L. Nir, an individual (the foregoing are collectively referred to herein as the "Filers").

Each of the Filers may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13G with respect to shares of Common Stock, par value \$0.0001 per share, of Primoris Services Corporation (formerly known as Rhapsody Acquisition Corp.) beneficially owned by them from time to time.

Pursuant to and in accordance with Rule 13(d)(1)(k) promulgated under the Securities Exchange Act of 1934, as amended, the Filers hereby agree to file a single statement on Schedule 13G and/or 13D (and any amendments thereto) on behalf of each of such parties, and hereby further agree to file this Joint Filing Agreement as an exhibit to such statement, as required by such rule.

This Joint Filing Agreement may be terminated by any of the Filers upon one week's prior written notice or such lesser period of notice as the Filers may mutually agree.

Executed and delivered as of the date first above written.

P&S CAPITAL PARTNERS, LLC

By: /s/ Greg Pearson

Greg Pearson

Chief Financial Officer

P&S CAPITAL MANAGEMENT, LLC

By: /s/ Greg Pearson

Greg Pearson

Chief Financial Officer

P&S CAPITAL MANAGEMENT, L.P.

By: P&S Capital Management, LLC

By: /s/ Greg Pearson

Greg Pearson

Chief Financial Officer

DANIEL L. NIR

/s/ Greg Pearson

Daniel L. Nir, individually

