

Primoris Services CORP
Form PRE 14A
April 13, 2010
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant X

Filed by a Party other than the Registrant O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

PRIMORIS SERVICES CORPORATION
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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 - (2) Aggregate number of securities to which transaction applies:
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 - (4) Proposed maximum aggregate value of transaction:
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 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:

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**26000 Commercentre Drive
Lake Forest, California 92630**
www.primoriscorp.com

Dear Stockholder:

On behalf of the Board of Directors, I am pleased to invite you to attend the 2010 Annual Meeting of Stockholders of Primoris Services Corporation, a Delaware corporation (NASDAQ:PRIM), to be held on Tuesday, May 11, 2009, at 10:00 a.m., Pacific Time, at the Hyatt Regency Irvine, located at 17900 Jamboree Road, Irvine, California 92614.

During the Annual Meeting, we will discuss each item of business described in the accompanying Notice of the 2010 Annual Meeting of Stockholders and Proxy Statement. We encourage you to carefully read these materials, as well as the Annual Report to Stockholders on SEC Form 10-K for the fiscal year ended December 31, 2009, which is included with the Notice and the Proxy Statement.

I urge you to participate in our Annual Meeting of Stockholders by signing, dating and promptly mailing your enclosed proxy card to ensure the presence of a quorum. **Your vote is important, whether or not you plan to attend.** I hope you will ensure that your shares are represented and voted by completing and returning the enclosed proxy card. If you do attend the Annual Meeting of Stockholders, you will, of course, have the right to revoke your proxy and vote in person if you so desire. If you hold your shares through an account with a broker, nominee, fiduciary or other custodian, please follow the instructions you receive from them to vote your shares.

Thank you for your ongoing support of and continued interest in Primoris Services Corporation.

Sincerely,

/s/ Brian Pratt
Brian Pratt
Chairman of the Board, Chief Executive Officer and President

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**26000 Commercentre Drive
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**NOTICE OF THE
2010 ANNUAL MEETING OF STOCKHOLDERS
To Be Held On May 11, 2010**

April , 2010

To our Stockholders:

The 2010 Annual Meeting of Stockholders of Primoris Services Corporation, a Delaware corporation, will be held on Tuesday, May 11, 2010, at 10:00 a.m., Pacific Time, at the Hyatt Regency Irvine, located at 17900 Jamboree Road, Irvine, California 92614.

Only stockholders of record that owned shares of our common stock at the close of business on March 31, 2010, are entitled to notice of and may vote at the Annual Meeting. A list of our stockholders will be made available at our principal executive offices at 26000 Commercentre Drive, Lake Forest, California 92630, during ordinary business hours for ten days prior to the Annual Meeting and will also be made available at the Annual Meeting.

At the Annual Meeting, we will consider the following proposals, which are described in detail in the accompanying Proxy Statement:

(1) to elect three Class B Directors to hold office for a three-year term expiring at the Annual Meeting of Stockholders to be held in 2013 or until their respective successors are elected and qualified. The Board of Directors has nominated the following persons for election as Class B Directors at the meeting: John P. Schauerman, Stephen C. Cook and Peter J. Moerbeek;

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(2) to ratify the appointment of Moss Adams, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2010; and

(3) to transact such other business as may properly come before the Annual Meeting and all adjournments or postponements thereof.

References to Primoris, the Company, we, us, or our in this Notice and the accompanying Proxy Statement refer to Primoris Services Corporation and its affiliates, unless otherwise indicated.

By Order of the Board of Directors,

/s/ John M. Perisich
John M. Perisich
Senior Vice President, General Counsel and Secretary

YOUR VOTE IS IMPORTANT: WHETHER OR NOT YOU PLAN TO ATTEND THE 2010 ANNUAL MEETING OF STOCKHOLDERS, PLEASE CAST YOUR VOTE BY (i) DATING, SIGNING AND PROMPTLY MAILING THE ENCLOSED PROXY CARD IN THE ACCOMPANYING POSTAGE-PAID ENVELOPE, OR (ii) IF APPLICABLE, FOLLOWING THE VOTING INSTRUCTIONS PROVIDED BY YOUR BROKER, BANK OR NOMINEE AND PROMPTLY MAILING SUCH VOTING INSTRUCTIONS BACK TO YOUR BROKER, BANK OR NOMINEE. IF YOU ATTEND THE MEETING, YOU MAY REVOKE YOUR PROXY AND CHOOSE TO VOTE IN PERSON EVEN IF YOU HAVE PREVIOUSLY SENT IN YOUR PROXY CARD.

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**PROXY STATEMENT FOR THE
2010 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 11, 2010.**

SOLICITATION

This Proxy Statement, being mailed and made available electronically (on our Company website at *www.primoriscorp.com*) to stockholders on or about April , 2010, is being sent to you by the Board of Directors (the Board) of Primoris Services Corporation in connection with our 2010 Annual Meeting of Stockholders (the Annual Meeting). The Annual Meeting will take place at 10:00 a.m. Pacific Time, on Tuesday, May 11, 2010, at the Hyatt Regency Irvine, 17900 Jamboree Road, Irvine, California 92614. You are cordially invited to attend the Annual Meeting and are requested to vote on the proposals described in this Proxy Statement.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

Q: *What is the purpose of the Annual Meeting?*

A: At the Annual Meeting, our stockholders will vote to elect each of three Class B Directors and to ratify the appointment of Moss Adams, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2010. In addition, management will report on our performance over the last fiscal year and, following the meeting, respond to questions from stockholders.

Q: *Why have I received these materials?*

A: The Board sent you this Proxy Statement and the enclosed proxy card because it is soliciting your proxy to vote your shares at the Annual Meeting. As a stockholder, you are invited to attend the meeting and are entitled to vote on the items of business described in this Proxy Statement.

Q: *Who may attend the Annual Meeting?*

A: All stockholders of record as of March 31, 2010 (the Record Date), or their duly appointed proxies, may attend the Annual Meeting. You will need to bring personal identification. Admission to the Annual Meeting depends on how your stock ownership is recorded by our transfer agent, Continental Stock Transfer & Trust Company (the Transfer Agent). If your stock is held in the name of a bank, broker or other holder of record and you plan to attend the Annual Meeting, please obtain proof of ownership, such as a current brokerage account statement or certification from your broker. If your stock is registered with our Transfer Agent, all you need is proof of identity; no proof of ownership is needed.

Q: *Who is entitled to vote at the Annual Meeting?*

A: Holders of our common stock (Common Stock) as of the close of business on the Record Date will be entitled to vote at the Annual Meeting. On the Record Date, there were 35,900,483 shares of Common Stock outstanding, each of which is entitled to one vote with respect to each matter to be voted on at the Annual Meeting. The 8,185,278 shares of Common Stock converted on April 12, 2010 from the 81,852.78 shares of Series A Contingent Convertible Preferred Stock (Preferred Stock) issued in connection with our acquisition of James Construction Group, LLC, were not held of record, as of the Record Date and are not entitled to vote at the Annual Meeting. Further, the shares of Preferred Stock, when outstanding, did not have voting rights and will not vote on any of the matters at the Annual Meeting.

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Q: *What is the quorum requirement for the Annual Meeting?*

A: