

MASTEC INC  
Form 8-K  
November 25, 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): November 25, 2014**

**MASTEC, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Florida**

**(State or Other Jurisdiction of Incorporation)**

**Florida**  
**(State or other jurisdiction)**

**001-08106**  
**(Commission)**

**65-0829355**  
**(IRS Employer)**

**of incorporation) File Number 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))

**ITEM 8.01 Other Events.**

The Board of Directors (the Board ) of MasTec, Inc. ( MasTec ) has amended its Board of Directors Governance Principles to adopt a majority vote policy for the election of directors (the Policy ). Under the Policy, any nominee for director who receives more withheld votes than for votes in an uncontested election must submit a written offer to resign as director. The Policy provides that any such resignation will be evaluated by the Board s Nominating and Corporate Governance Committee and the Board in accordance with their fiduciary duties to, and in furtherance of the best interests of, MasTec and its shareholders and, within 90 days after the election, the independent members of the Board are to determine whether to accept, reject or take other appropriate action with respect to, the resignation.

The MasTec Board of Directors Governance Principles containing the Policy are available on MasTec s website, at [www.mastec.com](http://www.mastec.com) on the Investors page under the Corporate Governance section, which website is not to be considered a part of this report or incorporated herein by reference.

**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: November 25, 2014

By: /s/ Alberto de Cardenas  
Name: Alberto de Cardenas  
Executive Vice President, General Counsel and  
Title: Secretary