

INFRASOURCE SERVICES INC

Form 8-K

May 13, 2005

**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): May 11, 2005

**InfraSource Services, Inc.**

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(Exact name of registrant as specified in its charter)

Delaware

001-32164

03-0523754

(State or other  
jurisdiction of incorporation)

(Commission File  
Number)

(IRS Employer  
Identification No.)

100 West Sixth Street, Suite 300  
Media, Pennsylvania

19063

(Address of principal executive offices)

(Zip Code)

(610) 480-8000

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(Registrant's telephone number, including area code)

Not Applicable

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(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 (*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))
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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On May 11, 2005, InfraSource Services, Inc. (the Company) increased the size of its Board of Directors (the Board) from seven directors to eight directors, and elected David H. Watts to serve as a director until the 2005 Annual Meeting of Stockholders. Mr. Watts was also appointed to the Company's Audit Committee and will serve as the Audit Committee Chairman.

Consistent with the Company's director compensation guidelines (described in the Company's proxy statement filed on April 29, 2005), Mr. Watts received options to purchase 19,913 shares of the Company's common stock.

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**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.

INFRASOURCE SERVICES, INC.  
(Registrant)

Date: May 13, 2005

By: Terence R. Montgomery  
Name: Terence R. Montgomery  
Title: Senior Vice President, Chief  
Financial Officer and Secretary