

DYCOM INDUSTRIES INC  
Form 8-K  
November 28, 2012

# **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 28, 2012**

## **DYCOM INDUSTRIES, INC.**

**(Exact name of Registrant as specified in its charter)**

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

**of incorporation)**

**001-10613**  
**(Commission**

**file number)**  
**11770 U.S. Highway One, Suite 101**

**Palm Beach Gardens, Florida 33408**

**59-1277135**  
**(I.R.S. employer**

**identification no.)**

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(Address of principal executive offices) (Zip Code)

(561) 627-7171

(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))

**Item 7.01. Regulation FD Disclosure.**

Representatives of Dycom Industries, Inc. (the "Company") made a slide presentation to investors on November 28, 2012, in connection with the proposed issuance by its wholly owned subsidiary, Dycom Investments, Inc., of approximately \$90.0 million in aggregate principal amount of 7.125% senior subordinated notes due 2021 through a private placement to qualified institutional buyers in the United States pursuant to Rule 144A under the Securities Act of 1933 and outside the United States pursuant to Regulation S under the Securities Act of 1933. A copy of the slide presentation used by the Company is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

The slide presentation contains the financial measures of EBITDA and Adjusted EBITDA, which are Non-GAAP financial measures within the meaning of Regulation G promulgated by the Securities and Exchange Commission. EBITDA, defined by the Company as net income before interest expense (net of interest income), income taxes, depreciation and amortization, and Adjusted EBITDA, defined by the Company as EBITDA adjusted to exclude gain on sale of assets, stock-based compensation expenses, charges for certain litigation matters, losses associated with the extinguishment of debt, write-off of deferred financing costs, goodwill impairment charges, reversal of certain pre-acquisition related accruals and acquisition-related costs, as well as certain other pro forma acquisition-related adjustments made to pro forma Adjusted EBITDA, are not recognized terms under GAAP and do not purport to be alternatives to net income, operating cash flows, or a measure of earnings. Because all companies do not use identical calculations, the presentation of these Non-GAAP financial measures may not be comparable to other similarly titled measures of other companies. The Company believes these Non-GAAP financial measures provide information that is useful to the Company's investors. The Company believes that this information is helpful in understanding period-over-period operating results separate and apart from items that may, or could, have a disproportionate impact on the Company's results of operations in any particular period. Additionally, the Company uses these Non-GAAP financial measures to evaluate its past performance and prospects for future performance. A reconciliation of these Non-GAAP financial measures to the most directly comparable GAAP measures is included in Exhibit 99.1.

The information in the preceding paragraphs, as well as Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section. It may only be incorporated by reference into another filing under the Exchange Act or the Securities Act if such subsequent filing specifically references this Current Report on Form 8-K.

**Forward Looking Statements**

This Current Report on Form 8-K contains forward-looking statements as contemplated by the 1995 Private Securities Litigation Reform Act. These statements are based on management's current expectations, estimates and projections. Forward-looking statements are subject to risks and uncertainties that may cause actual results in the future to differ materially from the results projected or implied in any forward-looking statements contained in this Current Report on Form 8-K. Such risks and uncertainties include: business and economic conditions in

the telecommunications industry affecting our customers, the adequacy of our insurance and other reserves and allowances for doubtful accounts, whether the carrying value of our assets may be impaired, the impact of any future acquisitions, the anticipated outcome of other contingent events, including litigation, liquidity needs and the availability of financing, as well as other risks detailed in the Company's other filings with the Securities and Exchange Commission. These filings are available on a web site maintained by the Securities and Exchange Commission at <http://www.sec.gov>. The Company does not undertake to update forward looking statements except as required by law.

**Item 9.01. Exhibits.**

(d) Exhibits.

99.1 Slide presentation used by Company on November 28, 2012.

**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 thereunto duly authorized.

Dated: November 28, 2012

DYCOM INDUSTRIES, INC.

(Registrant)

By: /s/ Richard B. Vilsoet

Name: Richard B. Vilsoet

Title: Vice President, General Counsel and  
Corporate Secretary