

INTEGRATED ELECTRICAL SERVICES INC  
Form 8-K  
September 14, 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: September 9, 2005

*Commission File No. 001-13783*

**INTEGRATED ELECTRICAL SERVICES, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State of other jurisdiction of  
incorporation or organization)

**76-0542208**  
(I.R.S. Employer Identification No.)

1800 West Loop South

Suite 500

Houston, Texas 77027

(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: (713) 860-1500

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:

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- { } 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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**SECTION 1 REGISTRANT'S BUSINESS AND OPERATIONS**

**ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On September 9, 2005, Integrated Electrical Services, Inc. (the Company), and Richard C. Humphrey entered into an Amended and Restated Employment Agreement (the Employment Agreement), dated effective as of September 9, 2005, in connection with the employment of Mr. Humphrey as Chief Operating Officer. In addition to setting Mr. Humphrey's annual salary, providing for an annual bonus upon attainment of certain goals and business objectives, and providing for severance payments upon certain events of termination by either the Company or Mr. Humphrey, the Employment Agreement sets forth certain obligations to which Mr. Humphrey has agreed with regard to non-competition, trade-secrets, and maintaining confidential information. The Employment Agreement has a term of three years. The Employment Agreement is included herein as Exhibit 10.1.

**SECTION 7 REGULATION FD**

**ITEM 7.01 REGULATION FD DISCLOSURE**

On September 9, 2005, Integrated Electrical Services, Inc. issued a press release announcing the closing of the merger transaction discussed in Item 1.01 on Form 8-K filed September 9, 2005. This press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

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**SECTION 9 FINANCIAL STATEMENTS AND EXHIBITS**

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(C) Exhibits

Exhibit No. Description

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10.1 Amended and Restated Employment Agreement of Richard C. Humphrey

99.1 Press Release dated September 9, 2005

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report to be signed on its behalf by the undersigned, thereunto duly authorized.

**INTEGRATED ELECTRICAL SERVICES, INC.**

*By: /s/ David A. Miller*

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*David A. Miller*

*Senior Vice President and*

*Chief Financial Officer*

Dated: September 14, 2005

**EXHIBIT INDEX**

Exhibit No. Description

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