



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 2.02 Results of Operations and Financial Condition.**

On May 2, 2016, Sterling Construction Company, Inc. (the “Company”) issued a press release announcing financial results for the three months ended March 31, 2016. The press release is being furnished with this Current Report on Form 8-K as Exhibit 99.1 is hereby incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

The Company is furnishing presentation materials regarding the Company’s business and financial performance (the “Investor Presentation”) that it intends to use, in whole or in part, at investor conferences. The Investor Presentation to be used is furnished as Exhibit 99.2 hereto and is incorporated herein by reference. In addition, it can be found at the Company’s website at [www.strlco.com](http://www.strlco.com).

The information provided in Item 2.02 and Item 7.01 shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be incorporated by reference in any filing made by the Company pursuant to the Securities Act of 1933, as amended, other than to the extent that such filing incorporates by reference any or all of such information by express reference thereto.

**Item 9.01 Financial Statements and Exhibits.**

d) Exhibits

**Exhibit Number Description**

99.1	Press release, dated May 2, 2016.
99.2	Investor Presentation.

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.

**STERLING  
CONSTRUCTION  
COMPANY, INC.**

Date: May 2, 2016 By: /s/ Ron Ballschmiede  
Ron Ballschmiede  
Executive Vice President &  
Chief Financial Officer

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