

INFRASOURCE SERVICES INC

Form 8-K

September 28, 2006

**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): September 27, 2006

**InfraSource Services, Inc.**

(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

(Registrant's telephone number, including area code)

Not Applicable

(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))
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**Item 1.01 Entry Into a Material Definitive Agreement.**

On September 21, 2006, InfraSource Services, Inc. (the Company ) entered into a Amendment to a Management Agreement (the Amendment ) with Walter G. MacFarland, in connection with the departure of Mr. MacFarland from the position of Executive Vice President, Electric of the Company. The Amendment became effective by its terms on September 27, 2006. Pursuant to the Amendment, in addition to the payment of the severance in the amount of his base salary at the time of the termination for twenty-four months as contemplated by the Management Agreement, the Company agreed to extend the exercise period for vested stock options to 150 days following termination of employment, and Mr. MacFarland agreed to extend his non-compete covenant for an additional 6 months.

The Amendment to the Management Agreement with Mr. MacFarland will be attached as an exhibit to the Company s upcoming Form 10-Q for the period ending September 30, 2006.

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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: September 28, 2006

By: /s/ Deborah C. Lofton  
Name Deborah C. Lofton  
Title: Senior Vice President, General  
Counsel  
and Secretary