

MATRIX SERVICE CO  
Form 8-K/A  
March 10, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K/A  
(Amendment No.1)

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of report (Date of earliest event reported) December 20, 2013

Matrix Service Company  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE  
(State or Other Jurisdiction of Incorporation)

001-15461  
(Commission  
File Number)

73-1352174  
(IRS Employer  
Identification No.)

5100 E Skelly Dr., Suite 700, Tulsa, OK  
(Address of Principal Executive Offices)  
918-838-8822

74135  
(Zip Code)

(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 (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))

EXPLANATORY NOTE

On December 27, 2013, Matrix Service Company (the "Company"), filed with the Securities and Exchange Commission a Current Report on Form 8-K (the "Initial Report"), reporting the completion of the acquisition of Kvaerner North American Construction Ltd. and selected net assets and operations of Kvaerner North American Construction Inc. (collectively, "KNAC").

This Current Report on Form 8-K/A amends Item 9.01 of the Initial Report to present certain financial statements of KNAC and to present certain unaudited pro forma financial statements of the Company in connection with the Company's acquisition of KNAC, which financial statements and unaudited pro forma financial information are filed as exhibits hereto. No other modifications to the Initial Report are being made by this Amendment. This Amendment should be read in connection with the Initial Report, which provides a more complete description of the KNAC acquisition.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The audited financial statements of KNAC and the related notes to the financial statements as of September 30, 2013, and for the nine months ended September 30, 2013 are filed as Exhibit 99.1 to this Current Report on Form 8-K/A and incorporated herein by reference.

(b) Pro Forma Financial Information.

The unaudited pro forma condensed combined balance sheet of the Company as of September 30, 2013 and the unaudited pro forma condensed combined statements of income for the three months ended September 30, 2013 and for the year ended June 30, 2013, which have been prepared to give effect to the acquisition of KNAC, are filed as Exhibit 99.2 to this Current Report on Form 8-K/A and incorporated herein by reference. The pro forma financial statements are presented for informational purposes only and do not purport to represent what the Company's results of operations or financial position would have been had the transaction reflected occurred on the dates indicated or to project the Company's financial position as of any future date or the Company's results of operations for any future period.

(d) Exhibits.

The following exhibits are filed herewith:

Exhibit No.	Description
2.1	Purchase Agreement dated December 8, 2013 (filed as Exhibit 2.1 to the Initial Report and incorporated by reference herein).
23	Consent of Grossman Yanak & Ford LLP.
99.1	KNAC's audited financial statements and related footnotes as of September 30, 2013 and for the nine months ended September 30, 2013.
99.2	Matrix Service Company unaudited pro forma condensed combined balance sheet as of September 30, 2013 and the unaudited pro forma condensed combined statements of income for the three months ended September 30, 2013 and for the year ended June 30, 2013, giving effect to the acquisition.

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.

Matrix Service Company

Dated: March 10, 2014

By: /s/ Kevin S. Cavanah

Kevin S. Cavanah  
Vice President and Chief Financial Officer

---

EXHIBIT INDEX

Exhibit No.	Description
2.1	Purchase Agreement dated December 8, 2013 (filed as Exhibit 2.1 to the Initial Report and incorporated by reference herein).
23	Consent of Grossman Yanak & Ford LLP.
99.1	KNAC's audited financial statements and related footnotes as of September 30, 2013 and for the nine months ended September 30, 2013.
99.2	Matrix Service Company unaudited pro forma condensed combined balance sheet as of September 30, 2013 and the unaudited pro forma condensed combined statements of income for the three months ended September 30, 2013 and for the year ended June 30, 2013, giving effect to the acquisition.