

STERLING CONSTRUCTION CO INC  
Form 8-K  
December 04, 2009

**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): December 3, 2009**

**STERLING CONSTRUCTION COMPANY, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**1-31993**

(Commission File  
Number)

**25-1655321**

(I.R.S. Employer Identification  
No.)

**20810 Fernbush Lane**

**Houston, Texas**

(Address of principal executive offices)

**77073**

(Zip Code)

Registrant's telephone number, including area code: **(281) 821-9091**

**2751 Centerville Road Suite 3131**

**Wilmington, Delaware 19803**

(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))
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**Item 7.01 Regulation FD Disclosure.**

On December 3, 2009, the Company issued a press release announcing a proposed follow-on offering of shares of its common stock. The press release is attached as Exhibit 99.1 to this report and is incorporated by reference into this Item 7.01. Exhibit 99.1 is not filed but is furnished pursuant to Regulation FD.

**Item 9.01 Financial Statements and Exhibits.**

c) Exhibits

Exhibit Number	Description
99.1	Press release, dated December 3, 2009

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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.

STERLING CONSTRUCTION COMPANY, INC.

Date: December 3, 2009

By: /s/ James H. Allen, Jr.

Name: James H. Allen, Jr.

Title: Senior Vice President &  
Chief Financial Officer