

STERLING CONSTRUCTION CO INC  
Form 8-K  
December 11, 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 10, 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**

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 10, 2009, Sterling Construction Company, Inc. ( the Company ) announced that it had priced its public offering of 2,400,000 shares of the Company s common stock, par value, \$0.01 per share (the Common Stock ) at \$18.00 per share. The offering also includes up to an additional 360,000 shares of Common Stock to be sold by the Company to cover over-allotments, if any. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the press release shall not be deemed filed for the purposes of Section 18 of the Exchange Act of 1934, or otherwise subject to the liabilities of that section, nor shall such information and exhibit be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

| Exhibit Number | Description  |
|----------------|--|
| 99.1           | Press release, dated December 10, 2009 (furnished herewith). |

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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 11, 2009

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

Name:

James H. Allen, Jr.

Title: Senior Vice President & Chief  
Financial Officer

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**Exhibit Index**

| Exhibit Number | Description   |
|----------------|---|
| 99.1           | Press release, dated December 10, 2009 (furnished herewith) |