

STERLING CONSTRUCTION CO INC

Form 8-K

January 25, 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): January 25, 2006

**STERLING CONSTRUCTION COMPANY, INC.
(Exact name of Registrant as specified in its charter)**

**Delaware
(State or other jurisdiction
of incorporation)**

**001-31993
(Commission
File Number)**

**25-1655321
(IRS Employer
Identification Number)**

**20810 Fernbush Lane
Houston, Texas 77073**

**(Address of principal executive offices)
(281) 821-9091**

(Registrant's telephone number, including area code)

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 7.01 Regulation FD Disclosure

On January 25, 2006, Sterling Construction Company, Inc. (the Company) completed its public offering of 2,021,758 shares of common stock, par value \$0.01 per share (17,000,000 of these shares being sold by the Company and 321,758 of these shares being sold by selling stockholders), as described in the Company s registration statement on Form S-1 (Registration No. 333-129780) and the related final prospectus dated January 19, 2006 filed with the SEC under Rule 424(b) of the Securities Act of 1933.

This report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction.

The information furnished in this Form 8-K is not deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**STERLING CONSTRUCTION COMPANY,
INC.**

By: /s/ Roger M. Barzun
Name: Roger M. Barzun
Title: Vice President

Dated: January 25, 2006