

STERLING CONSTRUCTION CO INC

Form 8-K

June 06, 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): June 6, 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 8.01 Other Events**

On June 6, 2006, Sterling Construction Company, Inc. (the Company ) issued a press release announcing a secondary offering by certain stockholders of up to 600,000 shares of the Company s common stock.

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 and is not deemed incorporated by reference in any filing under the Securities Act of 1933.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

Exhibit no.	Description
99.1	Press release dated June 6, 2006 announcing a secondary offering by certain stockholders.

**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

Roger M. Barzun  
Senior Vice President

Dated: June 6, 2006