

STERLING CONSTRUCTION CO INC  
Form 8-K  
December 16, 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 16, 2009**

**STERLING CONSTRUCTION COMPANY, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>1-31993</b> (Commission File Number)	<b>25-1655321</b> (I.R.S. Employer Identification No.)
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<b>20810 Fernbush Lane</b> <b>Houston, Texas</b> (Address of principal executive offices)	<b>77073</b> (Zip Code)
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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 16, 2009, the Company announced the closing of its previously announced offering of 2,760,000 shares of its common stock, \$0.01 par value per share, including 360,000 shares subject to an over-allotment option, which was exercised by the underwriters prior to closing.

The offering is described in the Company's registration statement on Form S-3 (Registration No. 333-152371) and the related final prospectus dated December 10, 2009 filed with the Securities and Exchange Commission under Rule 424(b) of the Securities Act of 1933 on December 11, 2009. A copy of the press release dated December 16, 2009 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 16, 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 16, 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**

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99.1	Press release, dated December 16, 2009 (furnished herewith)