

STERLING CONSTRUCTION CO INC  
Form 8-K  
June 02, 2008

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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 1, 2008

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 142-2(b) under the Exchange Act (17 CFR 240.142-2(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective June 1, 2008, the Board of Directors of Sterling Construction Company, Inc. (the "Company") increased the size of the Board from eight directors to nine directors and elected David R. A. Steadman to fill the vacancy thereby created to serve until the 2009 Annual Meeting of Stockholders. The Board also appointed Mr. Steadman a member of the Corporate Governance & Nominating Committee.

Mr. Steadman served as a director of the Company from 2005 until 2008, but was not nominated for re-election at the 2008 Annual Meeting of Stockholders. The Board created the vacancy and elected Mr. Steadman to fill it on the recommendation of the Company's Corporate Governance & Nominating Committee. That Committee has been charged with identifying an additional independent director and concluded that it could take as much as a year to find the right candidate. As a result, members of the Committee considered it advisable to have a sixth independent director serving on the Board while the search is being conducted.

Mr. Steadman has agreed to serve until the 2009 Annual Meeting of Stockholders and will be compensated according to the standard compensation arrangements for non-employee directors.

#### 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.

Date: June 1, 2008

Sterling Construction Company, Inc.

/s/ Roger M. Barzun  
Roger M. Barzun  
Senior Vice President