SOUTHWESTERN ENERGY CO
Form 8-K
May 14, 2007

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): May 14, 2007

SOUTHWESTERN ENERGY COMPANY

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-08246	**71-0205415**
(Commission File Number)	**(IRS Employer Identification No.)**

2350 N. Sam Houston Pkwy. E., Suite 125,

Houston, Texas	**77032**
(Address of principal executive offices)	**(Zip Code)**

(281) 618-4700

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Explanatory Note

The information in this report, including Exhibit 99.1 attached hereto, shall not be deemed to be "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, and shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

SECTION 7. REGULATION FD

Item 7.01 Regulation FD Disclosure.

On May 14, 2007, Harold M. Korell, President and Chief Executive Officer of Southwestern Energy Company (the "Company"), will make a presentation to investors. The presentation will include updated operating information relating to the Fayetteville Shale play and guidance regarding the Company's projected net income, operating income, earnings per share, net cash provided by operating activities before changes in operating assets and liabilities ("Net Cash Flow") and earnings before income taxes, depreciation, depletion and amortization ("EBITDA") for the fiscal year 2007. Net Cash Flow and EBITDA are non-GAAP measures that are reconciled on pages 39 and 40 of the presentation. A copy of the presentation is furnished herewith as Exhibit 99.1.

All statements in the presentation, other than historical financial information, may be deemed to be forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Exhibits. The following exhibit is being furnished as part of this Report.

Exhibit Number	**Description**
99.1	Transcript of slideshow accompanying the May 14, 2007 presentation.

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.

	SOUTHWESTERN ENERGY COMPANY	
Dated: May 14, 2007	By:	/s/ GREG D. KERLEY
	Name:	Greg D. Kerley
	Title:	Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Transcript of slideshow accompanying the May 14, 2007 presentation.

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—

523,525

Intercompany notes and receivables

—

148,637

—

(148,637)

—

Other Assets:

Goodwill

—

585,006

—

—

585,006

Intangible assets, net

—

96,540

—

—

96,540

Investment in subsidiaries

1,962,983

—

—

(1,962,983)

—

Other Assets

58,722

128,094

15,268

(5,723)

196,361

Total assets

$

2,712,967

$

3,520,378

$

156,422

$

(2,353,090)

$

4,036,677

Liabilities and stockholders' equity

Current liabilities:

Current maturities of long-term debt

$

107,283

$

41,634

$

—

$

(60,000)

$

88,917

Accounts payable

211,679

890,268

3,222

(167,705)

937,464

Billings in excess of costs and estimated earnings

89,303

203,003

1,716

(5,711)

288,311

Accrued expenses and other current liabilities

6,145

115,392

39,810

(2,331)

159,016

Total current liabilities

$

414,410

$

1,250,297

$

44,748

$

(235,747)

$

1,473,708

Long-term debt, less current maturities

653,669

80,821

—

(5,723)

728,767

Deferred income taxes

—

273,310

—

—

273,310

Other long-term liabilities

106,588

3,278

30,799

—

140,665

Intercompany notes and advances payable

118,073

—

30,564

(148,637)

—

Contingencies and commitments

—

—

—

—

—

Stockholders' equity

1,420,227

1,912,672

50,311

(1,962,983)

1,420,227

Total liabilities and stockholders' equity

$

2,712,967

$

3,520,378

$

156,422

$

(2,353,090)

$

4,036,677

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TUTOR PERINI CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

THREE MONTHS ENDED MARCH 31, 2016

UNAUDITED

(in thousands)	Tutor Perini Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total Consolidated
Cash flows from operating activities:					
Net income (loss)	$ 15,400	$ 19,119	$ 3,960	$ (23,079)	$ 15,400
Adjustments to reconcile net income to net cash from operating activities:					
Depreciation and amortization	5,626	8,800	70	—	14,496
Equity in earnings of subsidiaries	(23,079)	—	—	23,079	—
Share-based compensation expense	3,647	—	—	—	3,647
Deferred income taxes	(153)	(2)	—	—	(155)
(Gain) loss on sale of property and equipment	202	83	—	—	285
Other long-term liabilities	(3,822)	(954)	715	—	(4,061)
Other non-cash items	(90)	1,489	—	—	1,399
Changes in other components of working capital	12,879	(25,578)	(2,368)	—	(15,067)
NET CASH PROVIDED BY OPERATING ACTIVITIES	$ 10,610	$ 2,957	$ 2,377	$ —	$ 15,944
Cash flows from investing activities:					
Acquisition of property and equipment excluding financed purchases	(1,282)	(3,530)	—	—	(4,812)
Proceeds from sale of property and equipment	75	864	—	—	939
(Increase) decrease in intercompany advances	—	24,653	—	(24,653)	—
Change in restricted cash	109	(403)	(3,011)	—	(3,305)
NET CASH PROVIDED (USED) BY INVESTING ACTIVITIES	$ (1,098)	$ 21,584	$ (3,011)	$ (24,653)	$ (7,178)
Cash flows from financing activities:					
Proceeds from debt	299,785	—	—	—	299,785
Repayment of debt	(276,202)	(11,282)	—	—	(287,484)
Debt Issuance Costs	(5,937)	—	—	—	(5,937)

Increase (decrease) in intercompany advances	(24,628)	—	(25)	24,653	—
NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES	$ (6,982)	$ (11,282)	$ (25)	$ 24,653	$ 6,364
Net (decrease) increase in cash and cash equivalents	2,530	13,259	(659)	—	15,130
Cash and cash equivalents at beginning of year	47,196	26,892	1,364	—	75,452
Cash and cash equivalents at end of period	$ 49,726	$ 40,151	$ 705	$ —	$ 90,582

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TUTOR PERINI CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

THREE MONTHS ENDED MARCH 31, 2015

UNAUDITED

(in thousands)	Tutor Perini Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total Consolidated
Cash flows from operating activities:					
Net income (loss)	$ 5,126	$ 9,482	$ 2,458	$ (11,940)	$ 5,126
Adjustments to reconcile net income to net cash from operating activities:					
Depreciation and amortization	5,223	5,303	68	—	10,594
Equity in earnings of subsidiaries	(11,940)	—	—	11,940	—
Share-based compensation expense	9,159	—	—	—	9,159
Deferred income taxes	(24,392)	24,392	—	—	—
(Gain) loss on sale of investments	(17)	17	—	—	—
(Gain) loss on sale of property and equipment	17	(293)	—	—	(276)
Other long-term liabilities	(1,288)	3,669	—	—	2,381
Other non-cash items	1,176	(3,403)	—	—	(2,227)
Changes in other components of working capital	(73,266)	43,701	2,484	—	(27,081)
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES	$ (90,202)	$ 82,868	$ 5,010	$ —	$ (2,324)
Cash flows from investing activities:					
Acquisition of property and equipment	(729)	(4,962)	—	—	(5,691)
Proceeds from sale of property and equipment	—	798	—	—	798
Decrease (increase) in intercompany advances	—	(57,146)	—	57,146	—
Change in restricted cash	—	283	(6)	—	277
NET CASH PROVIDED (USED) BY INVESTING ACTIVITIES	$ (729)	$ (61,027)	$ (6)	$ 57,146	$ (4,616)
Cash flows from financing activities:					
Proceeds from debt	280,200	—	—	—	280,200
Repayment of debt	(252,748)	(9,364)	—	—	(262,112)

Issuance of common stock and effect of cashless exercise	(773)	—	—	—	(773)
Increase (decrease) in intercompany advances	61,103	—	(3,957)	(57,146)	—
NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES	$ 87,782	$ (9,364)	$ (3,957)	$ (57,146)	$ 17,315
Net (decrease) increase in cash and cash equivalents	(3,149)	12,477	1,047	—	10,375
Cash and cash equivalents at beginning of year	75,087	36,764	23,732	—	135,583
Cash and cash equivalents at end of period	$ 71,938	$ 49,241	$ 24,779	$ —	$ 145,958

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TUTOR PERINI CORPORATION AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discusses our financial position at March 31, 2016 and the results of our operations for the three months ended March 31, 2016 and should be read in conjunction with: (1) the unaudited Condensed Consolidated Financial Statements and notes contained herein, and (2) the audited consolidated financial statements and accompanying notes to our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

Forward-Looking Statements

This Quarterly Report on Form 10-Q, including the "Management's Discussion and Analysis of Financial Condition and Results of Operations," contains forward-looking statements regarding future events and our future results, which are intended to be covered by the safe harbor provision for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts are statements that could be deemed forward-looking statements. Words such as "achieve," "anticipate," "assumes," "believes," "continue," "could," "estim "expects," "forecast," "hope," "intend," "may," "plan," "potential," "predict," "should," "will," "would," variations of such wo expressions are intended to identify such forward-looking statements. In addition, any statements that refer to projections of our future financial performance, our anticipated growth and trends in our businesses, and other characterizations of future events or circumstances are forward-looking statements. Although such statements are based on currently available financial and economic data as well as management's estimates and expectations, forward-looking statements are inherently uncertain and involve risks and uncertainties that could cause our actual results to differ materially from what may be inferred from the forward-looking statements. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. Factors potentially contributing to such differences include, among others:

- A significant slowdown or decline in economic conditions;
- Decreases in the level of government spending for infrastructure and other public projects;
- Increased competition and failure to secure new contracts;
- Failure to meet our obligations under our debt agreements;
- Inaccurate estimates of contract risks, revenue or costs, which may result in lower than anticipated profits, or losses;
- Client cancellations of, or reductions in scope under, contracts reported in our backlog;
- Unfavorable outcomes of legal proceedings and failure to promptly recover significant working capital invested in projects subject to unresolved legal claims;
- The requirement to perform extra, or change order, work, resulting in disputes or claims or adversely affecting our working capital, profits and cash flows;

- Failure to meet contractual schedule requirements, which could result in higher cost and reduced profits or, in some cases, exposure to financial liability for liquidated damages and/or damages to customers;
- Inability to retain key members of our management, to hire and retain personnel required to complete projects or implement succession plans for key officers;
- Possible systems and information technology interruptions;
- Failure of our joint venture partners to perform their venture obligations, which could impose additional financial and performance obligations on us, resulting in reduced profits or losses;
- Failure to comply with laws and regulations related to government contracts;
- Impairments of our goodwill or other indefinite-lived intangible assets;
- Civil unrest, security issues, labor conditions and other unforeseeable events in the countries in which we do business, resulting in unanticipated losses.

Executive Overview

Consolidated revenue for the three months ended March 31, 2016 was $1.1 billion, an increase of 2% compared to the same period in 2015.

Income from construction operations for the three months ended March 31, 2016 was $40.1 million, about double compared to $20.1 million for the same period in 2015. The increase was principally due to increased activity on various mass-transit and building projects and lower general and administrative expenses.

The effective tax rate for the three months ended March 31, 2016 was 42.4% compared to 37.5% for three months ended March 31, 2015. See “Corporate, Tax and Other Matters” below for a detailed discussion of the changes in the effective tax rate.

Earnings per diluted share for three months ended March 31, 2016 as $0.31 compared to $0.10 for three months ended March 31, 2015. The strong increase was primarily due to the same factors that generated the increased income from construction operations, which are discussed above.

Consolidated new awards for the three months ended March 31, 2016 were $1.8 billion compared to $1.0 billion for the three months ended March 31, 2015. The increase was driven by a $663 million mass-transit project in New York in the Civil segment and a $285 million hospitality and gaming project in California in the Building segment.

Consolidated backlog as of March 31, 2016 was $8.2 billion compared to $7.8 billion as of March 31, 2015. The increase was primarily due to the new awards mentioned above. As of March 31, 2016, the mix of backlog by segment was approximately 41%, 35% and 24% for the Civil, Building and Specialty Contractors segments, respectively.

The following table presents the Company's backlog by business segment, reflecting changes from December 31, 2015 to March 31, 2016:

(in millions)	Backlog at December 31, 2015	New Awards (a)	Revenue Recognized	Backlog at March 31, 2016
Civil	$ 2,743.7	$ 938.3	$ (335.9)	$ 3,346.1
Building	2,780.4	562.0	(467.7)	2,874.7
Specialty Contractors	1,941.0	279.2	(281.8)	1,938.4
Total	$ 7,465.1	$ 1,779.5	$ (1,085.4)	$ 8,159.2

(a) New awards consist of the original contract price of projects added to our backlog plus or minus subsequent changes to the estimated total contract price of existing contracts.

In addition to our existing backlog, we have approximately $1.2 billion of pending contract awards consisting primarily of various building projects in California and Florida. We anticipate booking many of these pending awards into backlog over the next several quarters. We continue to track several large-scale civil and building prospects for both public and private sector customers.

The outlook remains favorable for growth over the next several years. In addition to our large volume of backlog, we expect significant new award activity based on long-term capital spending plans by various state, local and federal customers, favorable budget trends and typically bipartisan support for infrastructure and investments. For example, the recently enacted $305-billion Fixing America's Surface Transportation (FAST) Act is expected to provide state and local agencies with federal funding for numerous highway, bridge and mass-transit projects between 2016 and 2020. In addition, several very large, long-duration civil infrastructure programs with which we are already involved are progressing, such as California's High-Speed Rail system and the New York Metropolitan Transportation Authority's East Side Access project. Planning and early projects are also underway related to Amtrak's Northeast Corridor Improvements, including the Gateway Program, which will eventually bring new rail tunnels beneath the Hudson River to connect service between New Jersey and New York's Penn Station. Finally, sustained low interest rates and capital costs are expected to drive high demand and continued spending by private and public customers on building and infrastructure projects.

For a more detailed discussion of operating performance of each business segment, corporate general and administrative expense and other items, see "Results of Segment Operations" and "Corporate, Tax and Other Matters" below.

Results of Segment Operations

The Company provides professional services to private and public customers in the fields of construction and construction management, including specialty construction services involving electrical; mechanical; heating, ventilation and air conditioning (HVAC); plumbing and pneumatically placed concrete primarily in the United States and its territories and in certain other international locations. The Company's three principal business segments are: Civil, Building and Specialty Contractors. More information on these business segments is set forth in "Item 1. – Business" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

Civil Segment

Revenue and income from construction operations for the Civil segment are summarized as follows:

	Three Months Ended March 31,	
(in millions)	2016	2015
Revenue	$ 335.9	$ 374.7
Income from construction operations	33.7	30.6

Revenue for the three months ended March 31, 2016 decreased 10% compared to the same period in 2015. The decrease was primarily driven by reduced activity on a platform project at Hudson Yards and a runway reconstruction project in New York, partially offset by increased activity on mass-transit projects in New York and California.

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Income from construction operations increased 10% for the three months ended March 31, 2016 compared to the same period in 2015, primarily due to the above-mentioned increased activity on mass-transit projects in New York and California.

Operating margin was 10.0% for the three months ended March 31, 2016, compared to 8.2% for the three months ended March 31, 2015. The margin increase was due to favorable performance on certain mass-transit projects in New York and California.

New awards in the Civil segment totaled $938 million for three months ended March 31, 2016 compared to $223 million for the three months ended March 31, 2015. New awards in the first quarter of 2016 included a $663 million mass-transit project in New York as well as the company's share of more than $150 million of additional contract scope for a mass-transit project in California. New awards for the first quarter of 2015 included a $58 million highway improvement project in Pennsylvania and a $56 million tunnel project in New York.

Backlog for the Civil segment was $3.3 billion as of March 31, 2016, consistent with $3.4 billion as of March 31, 2015. The segment continues to experience strong demand reflected in a large pipeline of prospective projects and supported by favorable budget trends, agencies' long-term spending plans and the recently enacted five-year, $305-billion FAST Act. In particular, there are a number of large prospective civil projects expected to be bid in 2016, with subsequent awards anticipated in the second half of the year or early 2017. The Civil segment is well positioned to capture its share of these prospective projects, but faces continued strong competition from various other firms, including occasional aggressive bids from foreign competitors.

Building Segment

Revenue and income from construction operations for the Building segment are as follows:

	Three Months Ended March 31,	
(in millions)	2016	2015
Revenue	$ 467.7	$ 398.8
Income (Loss) from construction operations	12.5	(2.3)

Revenue for the three months ended March 31, 2016 increased 17% compared to the same period in 2015. The growth was primarily driven by increased activity on certain commercial office, technology, government, hospitality and gaming, and retail building projects in California. The growth was partially offset by reduced activity on a hospitality and gaming project in Mississippi, an office building project in New York and a courthouse project in Florida, all of which are either completed or nearly completed.

Income from construction operations increased substantially for the three months ended March 31, 2016 compared to the same period in 2015. The increase was primarily due to the increased activity discussed above. In addition, our first quarter 2015 results included an unfavorable adjustment on an office building project in New York.

Operating margin was 2.7% for three months ended March 31, 2016 compared to (0.6)% for the three months ended March 31, 2015. The margin increase was primarily due to the reasons discussed above regarding changes in revenue and income from construction operations.

New awards in the Building segment totaled $562 million for the three months ended March 31, 2016 compared to $466 million for the three months ended March 31, 2015. New awards in the first quarter of 2016 included a $285 million hospitality and gaming project in California. New awards in the first quarter of 2015 included a $239 million hospitality building project and a $117 million mixed-use building project, both in Pennsylvania.

Backlog for the Building segment was $2.9 billion as of March 31, 2016 compared to $2.3 billion as of March 31, 2015. The strong growth in the segment’s backlog was driven by commercial office and hospitality and gaming projects awarded since the second quarter of 2015. Building segment backlog is expected to continue to grow based on a large volume of pending awards for projects primarily in California and Florida, a favorable end-market environment and a large pipeline of prospective projects. The Company anticipates that strong demand for building projects will continue as a result of customer spending supported by sustained low interest rates. The Building segment is well positioned to capture its share of prospective projects based on its strong customer relationships and a long-term reputation for excellence in delivering high-quality projects on time and within budget.

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Specialty Contractors Segment

Revenue and income from construction operations for the Specialty Contractors segment are:

	Three Months Ended March 31,	
(in millions)	2016	2015
Revenue	$ 281.8	$ 293.0
Income from construction operations	9.4	10.5

Revenue for the three months ended March 31, 2016 decreased a modest 4% compared to the same period in 2015.

Income from construction operations decreased 11% for the three months ended March 31, 2016 compared to the same period in 2015. The decrease was primarily due to decreased activity on various mechanical projects in New York, partially offset by net favorable adjustments totaling $3.0 million for various electrical projects in New York. Included in the net favorable adjustments were material adjustments related to two electrical subcontract projects: a favorable adjustment of $14.0 million resulting from the maturation of ongoing negotiations for a completed project and an unfavorable adjustment of $13.8 million as a result of change-order negotiations and project closeout costs.

Operating margin was 3.3% for the three months ended March 31, 2016 compared to 3.6% for the three months ended March 31, 2015. The margin decrease was primarily due to the reduced activity on various mechanical projects in New York.

New awards in the Specialty Contractors segment totaled $279 million for the three months ended March 31, 2016 compared to $334 million for the three months ended March 31, 2015. New awards in the first quarter of 2016 included an $86 million electrical subcontract for a mass-transit project in New York and a $32 million mechanical subcontract for a health care project, also in New York. New awards in the first quarter of 2015 included a $90 million electrical subcontract for a mass-transit project in New York.

Backlog for the Specialty Contractors segment was $1.9 billion as of March 31, 2016 compared to $2.1 billion as of March 31, 2015. The Specialty Contractors segment has a significant pipeline of prospective projects, with demand for its services supported by strong continued spending on civil and building projects. The segment is well positioned to capture its share of prospective projects based on the size and scale of our business units that primarily operate in New York, Texas, Florida and California and the strong reputation held by these business units for high-quality work on large, complex projects.

Corporate, Tax and Other Matters

Corporate General and Administrative Expenses

Corporate general and administrative expenses were $15.4 million during the three months ended March 31, 2016 compared to $18.8 million during the three months ended March 31, 2015. The lower corporate general and administrative expenses in the first quarter of 2016 were due principally to reduced performance-based incentive compensation expense.

Other Income (Expense), Interest Expense and Provision for Income Taxes

	Three Months Ended March 31,	
(in millions)	2016	2015
Other income (expense), net	$ 0.7	$ (0.8)
Interest expense	(14.1)	(11.1)
Provision for income taxes	(11.3)	(3.1)

Other income (expense), net improved by $1.5 million for the three months ended March 31, 2016 compared to the same period in 2015. The improvement was due to a decrease in contingent earn-out liabilities related to past business acquisitions.

Interest expense increased $3.0 million for the three months ended March 31, 2016 compared to the same period in 2015. The increase is primarily due to a 1.1% increase in the Company's average borrowing rate in the first quarter of 2016 and the write off of deferred debt issuance costs associated with the amendment of the Company's Credit Facility, which were partially offset by a reduction in the Company's average borrowings of $67.5 million.

The effective income tax rate was 42.4% for the three months ended March 31, 2016 compared to 37.5% for the same period in 2015. The effective tax rate for the first quarter of 2016 was unfavorably impacted by various discrete items, including certain state tax rate changes on deferred taxes. The effective tax rate in the first quarter of 2015 was favorably impacted by adjustments related to prior year tax positions.

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Liquidity and Capital Resources

Liquidity is provided by available cash and cash equivalents, cash generated from operations, credit facilities and access to capital markets. We have a $300 million revolving credit facility, which may be used for revolving loans, letters of credit and/or general purposes. We believe that for at least the next 12 months, cash generated from operations, along with our unused credit capacity of $116.3 million and cash position, is sufficient to support operating requirements.

Cash and Working Capital

Cash and cash equivalents were $90.6 million as of March 31, 2016 compared to $75.5 million as of December 31, 2015, with balances including cash held by us and available for general corporate purposes of $32.9 million and $18.4 million, respectively, and our proportionate share of cash held by joint ventures, available only for joint venture-related uses including distributions to joint venture partners, of $57.7 million and $57.0 million, respectively. In addition, our restricted cash, held primarily to secure insurance-related contingent obligations, was $49.2 million as of March 31, 2016 compared to $45.9 million as of December 31, 2015.

A summary of cash flows for the three months ended March 31, 2016 and 2015 is set forth below:

	Three Months Ended March 31,	
(in millions)	2016	2015
Cash flows from:		
Operating activities	$ 15.9	$ (2.3)
Investing activities	(7.2)	(4.6)
Financing activities	6.4	17.3
Net increase in cash	15.1	10.4
Cash at beginning of year	75.5	135.5
Cash at end of period	$ 90.6	$ 145.9

During the three months ended March 31, 2016, we generated $15.9 million in cash from operating activities, which was primarily generated through earnings sources, somewhat offset by the change in working capital. In the first quarter of 2015, we received funds related to the full and final settlements on the CityCenter matter and used the proceeds to make substantial payments to subcontractors and other vendors. This activity, along with significant funding of working capital for several of our larger civil and building projects, resulted in the use of $2.3 million of cash from operating activities for the first quarter of 2015.

During the first three months of 2016, we used $7.2 million in cash from investing activities, due primarily to the acquisition of property and equipment, as compared to the use of cash of $4.6 million from investing activities in the same period of 2015.

For the first quarter of 2016, net cash provided by financing activities was $6.4 million, which was primarily due to increased net borrowings of $12.3 million, partially offset by $5.9 million in debt issuance costs associated with the restructuring of our Credit Facility in the first quarter of 2016. Net cash provided by financing activities for the comparable quarter of 2015 was $17.3 million, which was due to increased net borrowings under our Credit Facility offset by cash used for scheduled debt payments.

At March 31, 2016, we had working capital of $1.2 billion, and a ratio of current assets to current liabilities of 1.76 and a ratio of debt to equity of 0.57 compared to working capital of $1.2 billion, and a ratio of current assets to current liabilities of 1.79 and a ratio of debt to equity of 0.58 at December 31, 2015.

Long-Term Debt

We had $183.5 million of outstanding borrowings under our Revolver as of March 31, 2016 and $158.0 million of outstanding borrowings under our Revolver as of December 31, 2015. The change was primarily due to the timing of certain collections from clients that were received just after the 2016 first quarter cutoff. The Revolving Credit Facility balance reported on the Condensed Consolidated Balance Sheets as of March 31, 2016 and December 31, 2015 includes unamortized debt issuance cost of $4.8 million and $2.2 million. We utilized the Revolver for letters of credit in the amount of $0.2 million as of March 31, 2016 and December 31, 2015. Accordingly, as of March 31, 2016, we had $116.3 million of additional capacity under the Revolver.

On February 26, 2016, we entered into Waiver and Amendment No. 1 (the “Amendment”) to the Original Facility (collectively, the “Credit Facility”) with Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer and a syndicate of other lenders. As a result of the Amendment, both the Revolver and the Term Loan will now mature on May 1, 2018, and beginning in the fourth quarter of 2016, the Company will be required to make quarterly principal payments, in addition to the scheduled amortization payments of the Original Facility, towards the Term Loan balloon payment based on a percentage of certain forecasted cash collections for the prior quarter.

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Borrowings under the Credit Facility bear interest based on an applicable margin added to either Bank of America's prime lending rate or the London Interbank Offered Rate ("LIBOR"). Under the terms of the Amendment, for so long as the Company's consolidated leverage ratio is greater than 3.5:1.0, it will not be permitted to make LIBOR-based borrowings under the Revolver and will be subject to an increased interest rate on borrowings. The interest rate will be 100 to 200 basis points higher than the highest pricing tier under the Original Facility depending on the Company's consolidated leverage ratio. The Company also will be subject to increased commitment fees at these higher leverage ratio levels. The Amendment removes the accordion feature of the Original Facility, which would have allowed for additional borrowings of up to $300 million subject to lender approval.

The Amendment provides for the exclusion of the impact of the $23.9 million non-cash, pre-tax charge from the adverse ruling on the Brightwater litigation matter from both the calculation of the Company's consolidated leverage ratio and consolidated fixed charge coverage ratio. In addition, the Amendment modified several of the covenants in the Original Facility, including the Company's maximum allowable consolidated leverage ratio to be at 4.25:1.00 in the first quarter of 2016, stepping down to 4.00:1.00 in the second and third quarters of 2016 and then returning to the Original Facility's range of 3.25:1.00 to 3.00:1.00 beginning with the fourth quarter of 2016. The Amendment adds covenants regarding the Company's liquidity, including a cap on the cash balance in the Company's bank account and a weekly minimum liquidity requirement (based on specified available cash balances and availability under the Revolver). Lastly, the Amendment requires the Company to achieve certain quarterly cash collection milestones and increases the lenders' collateral package.

We are in compliance with all of the covenants under our Credit Facility as of March 31, 2016. The table below presents our actual and required consolidated fixed charge coverage ratio and consolidated leverage ratio under the Credit Facility for the period, which are calculated on a 12-month rolling basis:

	For the Three Months Ended March 31, 2016	
	Actual	Required
Fixed charge coverage ratio	1.58 : 1.00	> or = 1.25 : 1.00
Leverage ratio	3.85 : 1.00	< or = 4.25 : 1.00

There has been no significant change in our contractual obligations from that described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, filed with the Securities and Exchange Commission on February 29, 2016.

Off-Balance Sheet Arrangements

As of March 31, 2016, we do not have any off-balance sheet financing or other arrangements with unconsolidated entities, such as entities often referred to as structured finance or special purpose entities which are often established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Accordingly, we are not exposed to any financing, liquidity, market or credit risk that could arise from such arrangements.

Critical Accounting Policies

Our significant accounting policies are described in Note 1. Description of Business and Summary of Significant Accounting Policies of the Notes to Consolidated Financial Statements in Part IV, Item 15. Exhibits and Financial Statement Schedules, included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015. Our critical accounting policies are also identified and discussed in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

Recently Issued Accounting Pronouncements

See Note 2 of the Notes to Condensed Consolidated Financial Statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There has been no material change in our exposure to market risk from that described in Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2015, filed with the Securities and Exchange Commission on February 29, 2016.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as defined by Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended ("Exchange Act"), as of the end of the period covered by this Quarterly Report on Form 10-Q was made under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded

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that the Company's disclosure controls and procedures (a) were effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and (b) include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Controls Over Financial Reporting

There were no changes in our internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. – OTHER INFORMATION

Item 1. Legal Proceedings

From time to time in the ordinary course of business, we are subject to claims, asserted or unasserted, or named as a party to lawsuits or investigations. Litigation can be expensive and disruptive to normal business operations. Moreover, the results of legal proceedings cannot be predicted with any certainty and, in the case of more complex legal proceedings, the results are difficult to predict at all. We disclosed information about certain of our legal proceedings in Part I, Item 3 of our Annual Report on Form 10-K for the year ended December 31, 2015. For an update to those disclosures, see Note 6 of the Notes to the Condensed Consolidated Financial Statements.

Item 1A. Risk Factors

Information regarding risk factors affecting our business is discussed in our Annual Report on Form 10-K for the year ended December 31, 2015. There have been no material changes from those risk factors during the three months ended March 31, 2016.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Section 1503 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) requires domestic mine operators to disclose violations and orders issued under the Federal Mine Safety and Health Act of 1977 (the “Mine Act”) by the federal Mine Safety and Health Administration. We do not act as the owner of any mines but we may act as a mining operator as defined under the Mine Act where we may be an independent contractor performing services or construction of such mine.

Information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Act and Item 104 Regulation S-K is included in Exhibit 95.

Item 5. Other Information

None.

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Item 6. Exhibits

Exhibit 3. Articles of Incorporation and By-laws

3.1	Restated Articles of Organization (incorporated by reference to Exhibit 3.1 to Form10-K (File No. 001-06314) filed on March 31, 1997).
3.2	Articles of Amendment to the Restated Articles of Organization of Tutor Perini Corporation (incorporated by reference to Exhibit 3.1 to Form 8-K filed on April 12, 2000).
3.3	Articles of Amendment to the Restated Articles of Organization of Tutor Perini Corporation (incorporated by reference to Exhibit 3.1 to Form 8-K filed on September 11, 2008).
3.4	Articles of Amendment to

	the Restated Articles of Organization of Tutor Perini Corporation (incorporated by reference to Exhibit 3.5 to Form 10-Q filed on August 10, 2009).
3.5	Second Amended and Restated By-laws of Tutor Perini Corporation (incorporated by reference to Exhibit 3.1 to Form 8-K filed on November 24, 2009).
Exhibit 10.1	Waiver and Amendment No. 1 to the Sixth Amended and Restated Credit Agreement dated as of February 26, 2016, with Bank of America, N.A., as Administrative Agent and L/C Issuer and a syndicate of other lenders (incorporated by reference to Exhibit 10.14 to Form 10-K filed on February 29, 2016).
Exhibit 31.1	Certification of Principal Executive

	Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 — filed herewith.
Exhibit 31.2	Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 — filed herewith.
Exhibit 32.1	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 — filed herewith.
Exhibit 32.2	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 — filed herewith.
Exhibit 95	Mine Safety Disclosure — filed herewith.
Exhibit 101.INS	XBRL Instance Document.
Exhibit 101.SCH	XBRL Taxonomy Extension

	Schema Document.
Exhibit 101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
Exhibit 101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
Exhibit 101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.
Exhibit 101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.

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SIGNATURES

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

	Tutor Perini Corporation (Registrant)	
Dated: May 4, 2016	By:	/s/Gary G. Smalley
	Gary G. Smalley Executive Vice President and Chief Financial Officer	