

MEADOW VALLEY CORP

Form 8-K

November 21, 2007

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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): November 20, 2007  
Meadow Valley Corporation  
(Exact name of registrant as specified in charter)  
Nevada  
(State or other jurisdiction of incorporation)**

**0-25428**  
(Commission File Number)

**88-0328443**  
(IRS Employer Identification Number)

**4602 E. Thomas Road, Phoenix, AZ**  
(Address of principal executive offices)

**85018**  
(Zip Code)

Registrant's telephone number, including area code: **(602) 437-5400**

**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:

- 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 November 20, 2007, Meadow Valley Corporation (the Company) issued a press release which announced that the Company has appointed a Special Committee of independent directors to review and evaluate any acquisition proposal received from YVM Acquisition Corporation (YVM). The Special Committee was formed to maximize shareholder value in response to a Schedule 13D filed by YVM on November 2, 2007, which disclosed that YVM is considering proposing a transaction or series of transactions that would result in YVM's acquisition of all of the outstanding common stock of the Company. According to the Schedule 13D, YVM was formed by three individuals; including Bradley E. Larson, the Company's Chief Executive Officer and a member of its board of directors, and Kenneth D. Nelson, the Company's Vice President and Chief Administrative Officer and a member of its board of directors. The Special Committee has retained DLA Piper US LLP and Alvarez & Marsal as its independent legal and financial advisors, respectively. The Special Committee members consist of Don Patterson, committee chairman and director; Charles Cowan, director and Charles Norton, director. A copy of this press release is furnished as Exhibit 99.01 to this report.

***Item 9.01 Financial Statements and Exhibits.***

(d) Exhibits. The following exhibits are attached hereto and furnished herewith:

**Exhibit**

**Number Exhibit Description**

99.01 Press Release of Meadow Valley Corporation, dated November 20, 2007

**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.

Meadow Valley Corporation

Date: November 20, 2007

By: /s/ David D. Doty  
David D. Doty  
Chief Financial Officer