

**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 8, 2020**

**Comfort Systems USA, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-13011**  
(Commission  
File Number)

**76-0526487**  
(IRS Employer  
Identification No.)

**675 Bering Drive, Suite 400**  
**Houston, Texas**  
(Address of principal executive offices)

**77057**  
(Zip Code)

Registrant's telephone number, including area code **(713) 830-9600**

(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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$0.01 par value	FIX	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 11, 2020, Comfort Systems USA, Inc. (the “Company”) announced that Trent T. McKenna will transition from his current role as Senior Vice President and Vice President – Region 4 to Chief Operating Officer within the Company, effective January 1, 2021. There are no other changes to Mr. McKenna’s relationship with the Company. Mr. McKenna, age 47, currently serves as our Senior Vice President and Vice President – Region 4. He previously served as the Company’s Senior Vice President, General Counsel and Secretary from August 2013 through December 2018, was our Vice President, General Counsel and Secretary from May 2005 to August 2013, and was our Associate General Counsel from August 2004 to May 2005. From February 1999 to August 2004, Mr. McKenna was a practicing attorney in the area of complex commercial litigation in the Houston, Texas office of Akin Gump Strauss Hauer & Feld LLP, an international law firm. Mr. McKenna earned a Bachelor of Arts degree in English from Brigham Young University and his J.D. from Duke University School of Law.

Mr. McKenna will continue to be a beneficiary of the Company’s Executive Severance Policy and has a Change-in-Control Agreement that contains a non-compete provision and also provides for a change-in-control payment equal to one times Mr. McKenna’s annual base salary plus the greater of his current bonus or the average of the prior three years’ bonuses (whichever is greater). Effective January 1, 2021, Mr. McKenna’s base salary will increase to \$400,000 USD, and it is anticipated that his annual performance incentive will consist of a performance component as well as a discretionary component with the total award amounting to one hundred percent of his annual salary (assuming target performance is achieved) and that his annual equity award will be one hundred fifteen percent of his annual salary (assuming performance-vesting restricted stock units vest at target level).

On December 11, 2020, the Company issued a press release announcing Mr. McKenna’s transition within the Company. A copy of the press release is furnished herewith as Exhibit 99.1.

**Item 8.01 Other Events**

Attached and incorporated herein by reference as Exhibit 99.2 is a copy of a press release of the Company dated December 11, 2020 announcing that the Company’s Board of Directors has approved an amendment to the Company’s stock repurchase program to increase the shares authorized and remaining as available to purchase back up to 1,000,000 shares by authorizing the Company to acquire up to 745,582 additional shares of its outstanding common stock. The Company’s existing stock repurchase program had previously authorized the repurchase of up to 9,548,169 shares of the Company’s outstanding common stock.

Through December 8, 2020, the Company repurchased 9,293,751 shares of the Company’s common stock at an aggregate price of \$181,868,945. This extension of the stock repurchase program will “top off” the plan and permit the Company to repurchase up to an additional 1,000,000 shares of its currently outstanding common stock beyond what had already been purchased as of December 8, 2020.

The share repurchases will be made from time to time at the Company’s discretion in the open market or privately negotiated transactions as permitted by securities laws and other legal requirements, and subject to market conditions and other factors. The Company expects that the share repurchases will be financed with available cash. The Company’s Board of Directors may modify, suspend, extend or terminate the program at any time.

**Item 9.01 Financial Statements and Exhibits**

(d) *Exhibits.*

99.1 Press Release of Comfort Systems USA, Inc., dated December 11, 2020, announcing Chief Operating Officer appointment.

99.2 Press Release of Comfort Systems USA, Inc., dated December 11, 2020, announcing that the Company’s Board of Directors has approved an amended stock repurchase program.

104 Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document).

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## EXHIBIT INDEX

Exhibit Number	Exhibit Title or Description
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release of Comfort Systems USA, Inc., dated December 11, 2020, announcing Chief Operating Officer appointment.</u></a>
<a href="#"><u>99.2</u></a>	<a href="#"><u>Press Release of Comfort Systems USA, Inc., dated December 11, 2020, announcing that the Company's Board of Directors has approved an amended stock repurchase program.</u></a>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document).

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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.

COMFORT SYSTEMS USA, INC.

By: /s/ Laura F. Howell

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Laura F. Howell, Vice President, General  
Counsel and Corporate Secretary

Date: December 11, 2020

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CONTACT: William George  
Chief Financial Officer  
713-830-9600

675 Bering Drive, Suite 400  
Houston, Texas 77057  
713-830-9600  
713-830-9696

**FOR IMMEDIATE RELEASE**

**COMFORT SYSTEMS ANNOUNCES CHIEF OPERATING OFFICER APPOINTMENT**

**Houston, Texas – December 11, 2020 – Comfort Systems USA, Inc. (NYSE:FIX)**, a leading provider of commercial, industrial and institutional heating, ventilation, air conditioning and electrical contracting services, today announced the transition of Trent T. McKenna from his current role as Senior Vice President and Vice President – Region 4 to Chief Operating Officer, effective January 1, 2021.

Brian Lane, President and CEO of the Company, commented, “I’m thrilled to congratulate Trent on his new role. Trent is an ideal fit to be COO, as he is a proven leader whose contributions over the past sixteen years have been invaluable to the growth of Comfort Systems – from both a business and cultural perspective. In addition to his impressive track record of strategic planning, innovation, compliance, risk management, and operations, Trent brings a passion to his work that inspires and motivates our team to continue to grow and improve the business.”

“I am honored to move into this new role at Comfort Systems and am thrilled to work alongside our CEO and the rest of our very talented team to ensure we continue to be the leading building and service provider for mechanical, electrical and plumbing systems in the locations we serve. I look forward to leveraging my prior experience at Comfort Systems in risk management, construction technology, operations, and enterprise strategy to unlock further value for all of our stakeholders,” said Mr. McKenna.

Mr. McKenna has served as our Senior Vice President and Vice President – Region 4 since January 2019. He previously served in various roles at the Company since 2004, including as the Senior Vice President, General Counsel and Secretary. During his tenure the company has grown from 59 locations with 5,863 employees and approximately \$820 million annual revenue to now having approximately 12,000 employees located in 112 cities throughout the United States with revenue of more than \$2.6 billion in 2019. From February 1999 to August 2004, Mr. McKenna was a practicing attorney in the area of complex commercial litigation in the Houston, Texas office of Akin Gump Strauss Hauer & Feld LLP, an international law firm. Mr. McKenna earned a Bachelor of Arts degree in English from Brigham Young University and his J.D. from Duke University School of Law.

Comfort Systems USA® is a premier provider of business solutions addressing workplace comfort, with 137 locations in 112 cities around the nation. For more information, visit the Company’s website at [www.comfortsystemsusa.com](http://www.comfortsystemsusa.com).

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Chief Financial Officer  
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Houston, Texas 77057  
713-830-9600  
Fax 713-830-9696

**FOR IMMEDIATE RELEASE**

**COMFORT SYSTEMS USA INCREASES STOCK REPURCHASE PROGRAM**

**Houston, Texas – December 11, 2020 – Comfort Systems USA, Inc. (NYSE: FIX)**, a leading provider of commercial, industrial and institutional heating, ventilation, air conditioning and electrical contracting services, today announced that its Board of Directors has approved an amendment to the Company’s stock repurchase program to increase the shares authorized and remaining as available to purchase back up to 1,000,000 shares by authorizing the Company to acquire up to 745,582 additional shares of its outstanding common stock. The Company’s existing stock repurchase program had previously authorized the repurchase of up to 9,548,169 shares of the Company’s outstanding common stock.

Through December 8, 2020, the Company repurchased 9,293,751 shares of the Company’s common stock at an aggregate price of \$181,868,945. This extension of the stock repurchase program will “top off” the plan and permit the Company to repurchase up to an additional 1,000,000 shares of its currently outstanding common stock beyond what had already been purchased as of December 8, 2020.

The share repurchases will be made from time to time at the Company’s discretion in the open market or privately negotiated transactions as permitted by securities laws and other legal requirements, and subject to market conditions and other factors. The Company expects that the share repurchases will be financed with available cash. The Company’s Board of Directors may modify, suspend, extend, or terminate the program at any time.

Comfort Systems USA<sup>®</sup> is a premier provider of business solutions addressing workplace comfort, with 137 locations in 112 cities around the nation. For more information, visit the Company’s website at [www.comfortsystemsusa.com](http://www.comfortsystemsusa.com).

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*Certain statements and information in this press release may constitute forward-looking statements regarding our future business expectations, which are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The words “believe,” “expect,” “anticipate,” “plan,” “intend,” “foresee,” “should,” “would,” “could,” or other similar expressions are intended to identify forward-looking statements, which are generally not historic in nature. These forward-looking statements are based on the current expectations and beliefs of Comfort Systems USA, Inc. and its subsidiaries (collectively, the “Company”) concerning future developments and their effect on the Company. While the Company’s management believes that these forward-looking statements are reasonable as and when made, there can be no assurance that future developments affecting the Company will be those that it anticipates. All comments concerning the Company’s expectations for future revenue and operating results are based on the Company’s forecasts for its existing operations and do not include the potential impact of any future acquisitions. The Company’s forward-looking statements involve significant risks and uncertainties (some of which are beyond the Company’s control) and assumptions that could cause actual future results to differ materially from the Company’s historical experience and its present expectations or projections. Important factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to: the use of incorrect estimates for bidding a fixed-price contract; undertaking contractual commitments that exceed the Company’s labor resources; failing to perform contractual obligations efficiently enough to maintain profitability; national or regional weakness in construction activity and economic conditions; the Company’s business being negatively affected by health crises or outbreaks of disease, such as epidemics or pandemics; financial difficulties affecting projects, vendors, customers, or subcontractors; the Company’s backlog failing to translate into actual revenue or profits; failure of third party subcontractors and suppliers to complete work as anticipated; difficulty in obtaining or increased costs associated with bonding and insurance; impairment to goodwill; errors in the Company’s percentage-of-completion method of accounting; the result of competition in the Company’s markets; the Company’s decentralized management structure; material failure to comply with varying state and local laws, regulations or requirements; debarment from bidding on or performing government contracts; shortages of labor and specialty building materials; retention of key management; seasonal fluctuations in the demand for mechanical systems; the imposition of past and future liability from environmental, safety, and health regulations including the inherent risk associated with self-insurance; adverse litigation results; an increase in our effective tax rate; an information technology failure or cyber security breach; and other risks detailed in our reports filed with the Securities and Exchange Commission.*

*For additional information regarding known material factors that could cause the Company’s results to differ from its projected results, please see its filings with the SEC, including its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K.*

*Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. The Company undertakes no obligation to publicly update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events, or otherwise.*

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