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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) **May 16, 2025**

**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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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.

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**ITEM 5.07 Submission of Matters to a Vote of Security Holders.**

On May 16, 2025, the Company held its 2025 Annual Meeting of Stockholders. Of the 35,328,058 shares of common stock outstanding and entitled to vote at the Annual Meeting, 32,520,714 shares were present in person or by proxy, constituting a 92.05% quorum. The matters submitted to the stockholders of the Company at the Annual Meeting, and the results of the voting, were as follows:

Proposal No. 1. Vote regarding the election of Darcy G. Anderson, Herman E. Bulls, Rhoman J. Hardy, Gaurav Kapoor, Brian E. Lane, Pablo G. Mercado, Franklin Myers, William J. Sandbrook, Constance E. Skidmore, and Cindy L. Wallis-Lage as members of the Board of Directors:

Nominee	Votes For	Votes For as Percentage of Votes Cast	Votes Withheld
Darcy G. Anderson	30,006,259	98.28%	523,907
Herman E. Bulls	29,139,485	95.44%	1,390,681
Rhoman J. Hardy	29,897,155	97.93%	633,011
Gaurav Kapoor	28,234,274	92.48%	2,295,892
Brian E. Lane	30,256,438	99.10%	273,728
Pablo G. Mercado	30,424,407	99.65%	105,759
Franklin Myers	28,821,070	94.40%	1,709,096
William J. Sandbrook	29,271,553	95.88%	1,258,613
Constance E. Skidmore	29,928,438	98.03%	601,728
Cindy L. Wallis-Lage	27,536,868	90.20%	2,993,298

There were 1,990,548 broker non-votes as to Proposal No. 1.

Proposal No. 2. Vote regarding ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2025:

Votes For	Votes For as a Percentage of Votes Cast	Votes Against	Votes Abstain
32,426,139	99.79%	69,346	25,229

There were no broker non-votes as to Proposal No. 2.

Proposal No. 3. Advisory vote regarding approval of the compensation paid by the Company to its named executive officers:

Votes For	Votes For as a Percentage of Votes Cast	Votes Against	Votes Abstain
28,976,346	95.03%	1,515,034	38,786

There were 1,990,548 broker non-votes as to Proposal No. 3.

**ITEM 8.01 Other Events.**

Attached and incorporated herein by reference as Exhibit 99.1 is a copy of a press release of the Company dated May 22, 2025 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 402,413 additional shares of its outstanding common stock. The Company's existing stock repurchase program had previously authorized the repurchase of up to 11,355,551 shares of the Company's outstanding common stock.

Through May 16, 2025, the Company repurchased 10,757,964 shares of the Company's common stock at an aggregate price of \$437,561,463 (exclusive of excise tax). 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 May 16, 2025.

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) The following Exhibits are included herein:

<b>Exhibit Number</b>	<b>Exhibit Title or Description</b>
<a href="#">99.1</a>	<a href="#">Press Release of Comfort Systems USA, Inc., dated May 22, 2025, announcing that the Company's Board of Directors has approved an amended stock repurchase program.</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  
Laura F. Howell, Senior Vice President and General Counsel

Date: May 22, 2025

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CONTACT: Julie Shaeff, Chief Accounting Officer  
[ir@comfortsystemsusa.com](mailto:ir@comfortsystemsusa.com); 713-830-9687

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

**FOR IMMEDIATE RELEASE**

**COMFORT SYSTEMS USA INCREASES STOCK REPURCHASE PROGRAM**

**Houston, TX — May 22, 2025 — Comfort Systems USA, Inc. (NYSE: FIX)** (“Comfort Systems USA”), 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 Comfort Systems USA’s stock repurchase program to increase the shares authorized and remaining as available to purchase back up to 1,000,000 shares by authorizing Comfort Systems USA to acquire up to 402,413 additional shares of its outstanding common stock. Comfort Systems USA’s existing stock repurchase program had previously authorized the repurchase of up to 11,355,551 shares of Comfort Systems USA’s outstanding common stock.

Through May 16, 2025, Comfort Systems USA repurchased 10,757,964 shares of Comfort Systems USA’s common stock at an aggregate price of \$437,561,463 (exclusive of excise tax). This extension of the stock repurchase program will “top off” the plan and permit Comfort Systems USA to repurchase up to an additional 1,000,000 shares of its currently outstanding common stock beyond what had already been purchased as of May 16, 2025.

The share repurchases will be made from time to time at Comfort Systems USA’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. Comfort Systems USA expects that the share repurchases will be financed with available cash. Comfort Systems USA’s Board of Directors may modify, suspend, extend, or terminate the program at any time.

Comfort Systems USA® is a leading provider of commercial, industrial and institutional heating, ventilation, air conditioning and electrical contracting services, with 178 locations in 135 cities across the nation. For more information, visit Comfort Systems USA’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 applicable securities laws and regulations. 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, and the Company’s actual results of operations, financial condition and liquidity, and the development of the industry in which the Company operates, may differ materially from those made in or suggested by the forward-looking statements contained in this press release. In addition, even if our results of operations, financial condition and liquidity, and the development of the industry in which we operate, are consistent with the forward-looking statements contained in this press release, those results or developments may not be indicative of our results or developments in subsequent periods. 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; rising inflation and fluctuations in interest rates; shortages of labor and specialty building materials or material increases to the cost thereof; the Company’s business being negatively affected by health crises or outbreaks of disease, such as epidemics or pandemics (and related impacts, such as supply chain disruptions); 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 cost-to-cost input 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; retention of key management; seasonal fluctuations in the demand for mechanical and electrical 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; a material information technology failure or a material cyber security breach; risks associated with acquisitions, such as challenges to our ability to integrate those companies into our internal control environment; our ability to manage growth and geographically-dispersed operations; our ability to obtain financing on acceptable terms; extreme weather conditions (such as storms, droughts, extreme heat or cold, wildfires and floods), including as a result of climate change, and any resulting regulations or restrictions related thereto; and other risks detailed in our reports filed with the Securities and Exchange Commission (the “SEC”).*

*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 because of new information, future events, or otherwise.*

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