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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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 12, 2003

COMMISSION FILE NUMBER: 1-13011

COMFORT SYSTEMS USA, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(State or other jurisdiction of  
incorporation)

76-0526487  
(I.R.S. Employer Identification No.)

777 POST OAK BOULEVARD  
SUITE 500  
HOUSTON, TEXAS 77056  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (713) 830-9600

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ITEM 7(c) EXHIBITS

The following Exhibits are included herein:

Exhibit 99 Press Release of Comfort Systems USA, Inc. dated November 12, 2003, reporting Comfort's financial results for the third quarter of 2003.

ITEM 12. MATERIAL INFORMATION DISCLOSURE

Attached and incorporated herein by reference as Exhibit 99 is a copy of a press release of Comfort System USA, Inc. dated November 12, 2003, reporting Comfort's financial results for the third quarter of 2003.

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/ William George

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William George  
Senior Vice President and  
General Counsel

Date: November 14, 2003

EXHIBIT INDEX

Exhibit Number	Description
99	Press Release of Comfort System USA, Inc. dated November 12, 2003, reporting Comfort's financial results for the thrid quarter of 2003.

(COMFORT SYSTEMS USA, INC. LOGO)

777 Post Oak Blvd, Suite 500  
Houston, Texas 77056  
713-830-9600  
Fax 713-830-9696

CONTACT: Gordon Beittenmiller  
Chief Financial Officer  
(713) 830-9600

FOR IMMEDIATE RELEASE

## COMFORT SYSTEMS USA REPORTS THIRD QUARTER RESULTS

## SEQUENTIAL OPERATING INCOME AND MARGIN GROWTH

## CONTINUED COST CONTAINMENT

HOUSTON, TX -- NOVEMBER 12, 2003 -- COMFORT SYSTEMS USA, INC. (NYSE: FIX), a leading provider of commercial, industrial and institutional heating, ventilation and air conditioning ("HVAC") services, today announced net income of \$175,000 or \$0.00 per diluted share, for the quarter ended September 30, 2003, as compared to net income of \$3,740,000 or \$0.10 per diluted share, in the third quarter of 2002. Net income from continuing operations for the quarter was \$2,806,000 or \$0.07 per diluted share in the third quarter of 2003. Excluding the restructuring charges, net income from continuing operations was \$3,423,000 or \$0.09 per diluted share for the quarter as compared to \$3,581,000 or \$0.09 per diluted share in the third quarter of 2002. The Company reported revenues from continuing operations of \$210,198,000 in the current quarter as compared to \$212,071,000 in 2002.

Bill Murdy, Comfort Systems USA's Chairman and CEO, said, "Our third quarter reflected another period of steady progress for Comfort Systems USA. While industry activity levels were still restrained, our same-store revenues during the quarter increased 1.3% year-over-year, our best top-line comparison over the past two and a half years of very difficult industry conditions. In addition, excluding a modest restructuring charge, operating margins were up from the second quarter and virtually unchanged from last year's third quarter. This reflects our best year-over-year margin comparison in over a year, as our diligent cost containment kept pace with continuing gross margin pressure."

The Company reported net income from continuing operations of \$1,336,000 or \$0.04 per diluted share for the first nine months of 2003 as compared to net income from continuing operations of \$4,578,000 or \$0.12 per diluted share for the first nine months of 2002. Excluding restructuring charges in both years, and a nonrecurring credit for a favorable receivables settlement in 2002, net income from continuing operations was \$3,431,000 or \$0.09 per diluted share for the first nine months of 2003 as compared to \$5,279,000 or \$0.14 per diluted share for the same period in 2002. The Company reported revenues of \$592,029,000 from continuing operations for the current year to date, as compared to \$609,836,000 in 2002.

Murdy continued, "We continue to see signs of improving conditions in our industry. Recent economic and industry measures have taken positive turns, and commentary from the major industry manufacturers is cautiously optimistic, including continuing recognition of the build-up of deferred maintenance and replacement needs in the installed HVAC base. Based on

these trends, our 2004 planning and budgeting work, and our ongoing focus on improving operating execution, we continue to expect that our 2004 results will be significantly better than 2003."

The Company will host a conference call to discuss its financial results and position in more depth on Wednesday, November 12, 2003 at 10:00 a.m. Central Time. The call-in number for this conference call is 1-630-395-0024. A replay of the entire call will be available until 6:00 p.m. Central Time, Wednesday, November 19, 2003 by calling 1-402-998-1545.

Comfort Systems USA is a premier provider of business solutions addressing workplace comfort, with 84 locations in 57 cities around the nation. For more information, visit the Company's website at [www.comfortsystemsusa.com](http://www.comfortsystemsusa.com).

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on the current plans and expectations of Comfort Systems USA, Inc. and involve risks and uncertainties that could cause actual future activities and results of operations to be materially different from those set forth in the forward-looking statements. Important factors that could cause actual results to differ include, among others, the lack of a combined operating history and the difficulty of integrating formerly separate businesses, retention of key management, national and regional declines in non-residential construction activity, difficulty in obtaining or increased costs associated with debt financing or bonding, shortages of labor and specialty building materials, seasonal fluctuations in the demand for HVAC systems and the use of incorrect estimates for bidding a fixed price contract and other risks detailed in the Company's reports filed with the Securities and Exchange Commission.

- Financial table follows -

Comfort Systems USA, Inc.  
 Consolidated Statements of Operations  
 For the Three Months and Nine Months Ended September 30, 2003 and 2002  
 (in thousands, except per share amounts)  
 (Unaudited)

Three Months  
 Ended Nine  
 Months Ended  
 September  
 30,  
 September  
 30, -----  
 -----  
 -----  
 -----  
 -----  
 -----  
 -----  
 -----  
 -----  
 -----  
 -----

2003 % 2002  
 % 2003 %  
 2002 % -----  
 -----  
 -----  
 -----  
 -----  
 -----  
 -----

Revenues \$  
 210,198  
 100.0% \$  
 212,071  
 100.0% \$  
 592,029  
 100.0% \$  
 609,836  
 100.0% Cost  
 of services  
 174,771  
 83.1%  
 172,726  
 81.4%  
 494,873  
 83.6%  
 502,552  
 82.4% -----  
 -----  
 -----  
 -----

Gross profit  
 35,427 16.9%  
 39,345 18.6%  
 97,156 16.4%  
 107,284  
 17.6% SG&A  
 28,064 13.4%  
 31,665 14.9%  
 87,712 14.8%  
 93,876 15.4%  
 Restructuring  
 charges 949  
 0.5% -- --  
 3,223 0.5%  
 1,878 0.3% -  
 -----  
 -----  
 -----

-- Income  
 from  
 operations  
 6,414 3.1%  
 7,680 3.6%  
 6,221 1.1%  
 11,530 1.9%  
 Interest  
 expense, net  
 1,078 0.5%  
 947 0.4%

3,495 0.6%  
 3,919 0.6%  
 Other  
 expense  
 (income)  
 (42) --  
 (116) (0.1)%  
 105 --  
 (1,232)  
 (0.2)% -----  
 -----  
 -----

Income  
 before taxes  
 5,378 2.6%  
 6,849 3.2%  
 2,621 0.4%  
 8,843 1.5%  
 Income taxes  
 2,572 3,268  
 1,285 4,265  
 -----  
 -----  
 -----

--- Income  
 from  
 continuing  
 operations  
 2,806 1.3%  
 3,581 1.7%  
 1,336 0.2%  
 4,578 0.8%  
 Discontinued  
 operations:  
 Operating  
 income  
 (loss), net  
 of  
 applicable  
 income tax  
 benefit  
 (expense) of  
 \$92, \$91,  
 \$(174) and  
 \$1,655 142  
 159 281 353  
 Estimated  
 loss on  
 disposition,  
 including  
 income tax  
 expense of  
 \$43, \$0,  
 \$274 and  
 \$25,887  
 (2,773) --  
 (3,685)  
 (11,156) ---  
 -----  
 -----  
 -----

Income  
 (loss)  
 before  
 cumulative  
 effect of  
 change in  
 accounting  
 principle  
 175 3,740  
 (2,068)  
 (6,225)  
 Cumulative  
 effect of  
 change in  
 accounting  
 principle,  
 net of  
 income tax  
 benefit of

\$26,317 -- -

(202,521) --

- Net income  
(loss) \$ 175  
\$ 3,740 \$  
(2,068)  
\$(208,746)

Income  
(loss) per  
share:

Basic-  
Income from  
continuing  
operations \$  
0.07 \$ 0.10  
\$ 0.04 \$  
0.12

Discontinued  
operations -  
Income  
(loss) from  
operations -  
- - 0.01  
0.01

Estimated  
loss on  
disposition  
(0.07) --  
(0.10)  
(0.29)

Cumulative  
effect of  
change in  
accounting  
principle --  
-- -- (5.37)

--- Net  
income  
(loss) \$ --  
\$ 0.10 \$  
(0.05) \$  
(5.53)

Diluted -  
Income from  
continuing  
operations \$  
0.07 \$ 0.09  
\$ 0.04 \$  
0.12

Discontinued  
operations -  
Income  
(loss) from  
operations -  
- 0.01 0.01

-- Estimated  
loss on  
disposition  
(0.07) --  
(0.10)  
(0.29)

Cumulative  
effect of  
change in  
accounting  
principle --



-- -- (5.30)

-----

-----

-----

--- Net

income

(loss) \$ --

\$ 0.10 \$

(0.05) \$

(5.47)

=====

=====

=====

=====

Shares used

in computing

income

(loss) per

share: Basic

37,713

37,834

37,659

37,736

Diluted

38,454

38,131

38,081

38,192

Note 1: The diluted earnings per share data presented above reflects the dilutive effect, if any, of stock options, convertible notes, warrants and contingently issuable restricted stock which were outstanding during the periods presented.

Supplemental Information (Unaudited)

Three Months			
Ended Nine			
Months Ended			
September			
30,			
September			
30, -----			
-----			
-----			
-----			
-----			
-----			
----- %			
of % of % of			
% of 2003			
Revenues			
2002			
Revenues			
2003			
Revenues			
2002			
Revenues ---			
-----			
-----			
-----			
-----			
-----			
Income from			
operations \$			
6,414 \$			
7,680 \$			
6,221 \$			
11,530			
Restructuring			
charges 949			
-- 3,223			
1,878 Kmart			
reserve			
reversal --			
-- -- (800)			
-----			
-----			
--- Income			
from			
operations,			
excluding			
restructuring			
charges and			
Kmart			
reserve			
reversal \$			
7,363 3.5% \$			
7,680 3.6% \$			
9,444 1.6% \$			
12,608 2.1%			
Net income			
(loss) \$ 175			
\$ 3,740 \$			
(2,068)			
\$(208,746)			
Cumulative			
effect of			
change in			
accounting			
principle --			
-- --			
202,521			
Discontinued			
operations			
2,631 (159)			

3,404	10,803
Income taxes	
2,572	3,268
1,285	4,265
Other	
expense	
(income)	
(42)	(116)
105	(1,232)
Interest	
expense, net	
1,078	947
3,495	3,919
Depreciation	
1,293	1,677
3,996	4,948
Restructuring	
charges	949
--	3,223
1,878	Kmart
reserve	
reversal	--
--	-- (800)
-----	---
-----	---
---	EBITDA \$
8,656	4.1% \$
9,357	4.4% \$
13,440	2.3%
\$ 17,556	
2.9%	Income
from	
continuing	
operations	
(after tax)	
\$ 2,806	\$
3,581	\$
1,336	\$
4,578	
Restructuring	
charges	
(after tax)	
617	-- 2,095
1,221	Kmart
reserve	
reversal	
(after tax)	
--	--
(520)	-----
-----	---
-----	---
Income from	
continuing	
operations	
(after tax),	
excluding	
restructuring	
charges and	
Kmart	
reserve	
reversal \$	
3,423	1.6% \$
3,581	1.7% \$
3,431	0.6% \$
5,279	0.9%
Diluted	
earnings per	
share-income	
from	
continuing	
operations	
(after tax),	
excluding	
restructuring	
charges and	
Kmart	
reserve	
reversal \$	
0.09	\$ 0.09

\$ 0.09 \$  
0.14

Note 1: Income from operations, excluding restructuring charges and Kmart reserve reversal is presented because the Company believes it reflects the results of the core ongoing operations of the Company. However, this measure is not considered a primary measure of an entity's financial results under generally accepted accounting principles, and accordingly, this amount should not be considered an alternative to operating income as determined under generally accepted accounting principles and as reported by the Company.

Note 2: The Company defines earnings before interest, taxes, depreciation and amortization (EBITDA) as net income (loss), excluding cumulative effect of change in accounting principle, discontinued operations, income taxes, other expense (income), interest expense, net, depreciation, restructuring charges and Kmart reserve reversal. EBITDA may be defined differently by other companies. EBITDA is presented because it is a financial measure that is frequently requested by capital market participants in evaluating the Company. However, EBITDA is not considered under generally accepted accounting principles as a primary measure of an entity's financial results, and accordingly, EBITDA should not be considered an alternative to operating income, net income, or cash flows as determined under generally accepted accounting principles and as reported by the Company.

Note 3: The bottom two calculations in the above table show income from continuing operations (after tax) and related earnings per share information excluding restructuring charges and Kmart reserve reversal. The tax rate on these items was computed using the pro forma effective tax rate of the Company exclusive of these charges.

COMFORT SYSTEMS USA, INC.  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(in thousands)

September  
30, December  
31, 2003  
2002 -----  
-----

(unaudited)  
Cash and  
cash  
equivalents  
\$ 7,820 \$  
6,017  
Accounts  
receivable,  
net 170,737  
166,274  
Costs and  
estimated  
earnings in  
excess of  
billings  
16,520  
17,811  
Assets  
related to  
discontinued  
1,405 7,221  
operations  
Other  
current  
assets  
26,791  
30,391 -----  
-----

Total  
current  
assets  
223,273  
227,714  
Property and  
equipment,  
net 14,054  
15,972  
Goodwill  
109,471  
109,471  
Other  
noncurrent  
assets  
11,298  
13,378 -----  
-----

Total assets  
\$ 358,096 \$  
366,535

=====  
=====

Current  
maturities  
of long-term  
debt \$ 4,385  
\$ 1,780  
Accounts  
payable  
57,528  
56,330  
Billings in  
excess of  
costs and  
estimated  
earnings  
29,313  
26,633

Liabilities	
related to	
discontinued	
operations	
672 1,723	
Other	
current	
liabilities	
48,910	
61,187 -----	
-----	
Total	
current	
liabilities	
140,808	
147,653	
Long-term	
debt, net of	
discount	
10,732	
10,604 Other	
long-term	
liabilities	
3,365 3,192	
-----	
-----	
--- Total	
liabilities	
154,905	
161,449	
Total equity	
203,191	
205,086 -----	
-----	
Total	
liabilities	
and equity \$	
358,096 \$	
366,535	
=====	
=====	

Selected Cash Flow Data (in thousands) (unaudited):

Three		
Months		
Ended Nine		
Months		
Ended		
September		
30,		
September		
30, -----		
-----		
-----		
-----		
-----		
----- 2003		
2002 2003		
2002 -----		
-----		
-----		
-----		
-----		
Cash flow		
from		
operating		
activities		
\$ (6,437)		
\$ 12,114 \$		
5,143 \$		
13,807		
Cash flow		
from		
investing		

activities  
 \$ (510) \$  
 (844) \$  
 (5,096) \$  
 151,785  
 Cash flow  
 from  
 financing  
 activities  
 \$ 3,352 \$  
 (13,269) \$  
 1,669 \$  
 (165,592)  
 Cash flow  
 from  
 operating  
 activities  
 \$ (6,437)  
 \$ 12,114 \$  
 5,143 \$  
 13,807  
 Taxes paid  
 related to  
 the sale  
 of  
 businesses  
 -- --  
 10,371 --  
 Purchases  
 of  
 property  
 and  
 equipment  
 (714)  
 (974)  
 (2,661)  
 (4,044)  
 Proceeds  
 from sales  
 of  
 property  
 and  
 equipment  
 208 196  
 319 1,330  
 -----  
 -----  
 -----  
 -----  
 -----  
 -----  
 ----- Free  
 cash flow  
 \$ (6,943)  
 \$ 11,336 \$  
 13,172 \$  
 11,093

Note 1: The Company defines free cash flow as cash flow from operating activities less items related to certain transactions such as sales of businesses and customary capital expenditures plus the proceeds from asset sales. Other companies may define free cash flow differently. Free cash flow is presented because it is a financial measure that is frequently requested by capital market participants in evaluating the Company. However, free cash flow is not considered under generally accepted accounting principles to be a primary measure of an entity's financial results, and accordingly, free cash flow should not be considered an alternative to operating income, net income, or cash flows as determined under generally accepted accounting principles and as reported by the Company.

Note 2: Cash flow information for 2002 includes the results of discontinued operations, including the 19 operations sold to Emcor in the first quarter of 2002.