

**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 29, 2011**

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, 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))

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

(b) Retirement of Chief Executive Officer

On December 29, 2011, as anticipated and previously disclosed by Comfort Systems USA, Inc. (the "Company"), the Board of Directors of the Company (the "Board") accepted the formal resignation of William F. Murdy as the Company's Chief Executive Officer, which was effective at midnight on December 29, 2011. Mr. Murdy will continue to serve the Company as non-executive Chairman of the Board.

(c) New Chief Executive Officer Appointed

On December 29, 2011, based on the recommendation of its nominating and corporate governance committee, the Board appointed Brian Lane, the Company's President and Chief Operating Officer, as the Company's new Chief Executive Officer beginning December 30, 2011. Mr. Lane, age 54, joined the Company in 2003 and has served as the Company's President and Chief Operating Officer since March 2010 and as a director since November 2010.

Attached as Exhibit 99.1 is a copy of a press release of the Company, dated December 30, 2011, announcing that the Company's Board has formally accepted Mr. Murdy's resignation as Chief Executive Officer and named Mr. Lane as the Company's new Chief Executive Officer.

(e) Salary Adjustment

Mr. Lane 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 equal to two times Mr. Lane's annual base salary plus the greater of his current bonus or the average of the prior three years' bonuses (whichever is great). Effective January 1, 2012, Mr. Lane's base salary will increase to \$500,000 USD, and his annual performance initiative will consist of a performance component as well as a discretionary component and will, in the aggregate, range from 0 percent to 100 percent of his annual salary.

Succession Bonus

As previously disclosed, the Board's compensation committee approved a bonus award to Mr. Murdy in connection with the election of the successor to the position of Chief Executive Officer of the Company. The bonus award was provided to Mr. Murdy on December 29, 2011, and consisted of a one-time payment of \$1,000,000 USD.

Non-Executive Chairman Fee

As previously disclosed, as non-executive Chairman of the Board, Mr. Murdy will receive a \$125,000 flat director fee.

ITEM 9.01 Financial Statements and Exhibits

The following Exhibits are included herein:

Exhibit 99.1 Press Release of Comfort Systems USA, Inc. dated December 30, 2011 announcing that William F. Murdy has resigned as Chief Executive Officer and that Brian E. Lane has been appointed the new Chief Executive Officer of Comfort Systems USA.

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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/ Trent T. McKenna
Trent T. McKenna, Vice President and
General Counsel

Date: January 3, 2012

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Title or Description</u>
99.1	Press Release of Comfort Systems USA, Inc. dated December 30, 2011 announcing that William F. Murdy has resigned as Chief Executive Officer and that Brian E. Lane has been appointed the new Chief Executive Officer of Comfort Systems USA.

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Chief Financial Officer
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FOR IMMEDIATE RELEASE

**COMFORT SYSTEMS USA NAMES BRIAN E. LANE
AS NEW CHIEF EXECUTIVE OFFICER**

Houston, TX — December 30, 2011 — Comfort Systems USA, Inc. (NYSE: FIX), a leading provider of commercial, industrial and institutional heating, ventilation and air conditioning (“HVAC”) services, today announced that its board of directors has elected Brian E. Lane as the Company’s new Chief Executive Officer and that William F. Murdy, the Company’s previous Chief Executive Officer, will continue to serve as the non-executive Chairman of the Company’s board of directors.

Mr. Lane, age 54, joined the Company in 2003 and has served as the Company’s President and Chief Operating Officer since March 2010 and as a director since November 2010. Prior to joining the Company, Mr. Lane spent 15 years at Halliburton, a global provider of products and services to energy, industrial, and government customers, including employment by Brown and Root, an engineering and construction company. During his tenure, he held various positions in business development, strategy, and project activities, including the position of Regional Director of Europe and Africa. Additionally, he held the position of Vice President at Kvaerner, an international engineering and construction company. Mr. Lane earned a Bachelor of Science in Chemistry from the University of Notre Dame and his MBA from Boston College.

Franklin Myers, the Company’s lead independent director, said, “Bill Murdy has done an outstanding job since becoming CEO and Chairman of the Company in June of 2000. He directed the Company through several business cycles, and under his leadership shareholders have seen significant returns. Bill did a great job preparing Brian Lane to take the helm, and he has worked tirelessly with the board to provide for a smooth transition.”

Mr. Murdy added, “Brian’s succession has gone very well. The Company is in good hands and will achieve new heights under his leadership.”

Finally, Mr. Lane said, “I am excited for the future of the Company and for this opportunity to lead the Company. I am grateful for Bill’s support during this planned succession, and I look forward to working with him in our new roles. Comfort is a great company because of the excellence of its operations and the quality of its thousands of employees. I am proud to be at the head of such a great organization.”

Comfort Systems USA® is a premier provider of business solutions addressing workplace comfort, with 86 locations in 72 cities around the nation. For more information, visit the Company’s website at www.comfortsystemsusa.com.

Certain statements and information in this press release may constitute forward-looking statements within the meaning 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 revenues 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; financial difficulties affecting projects, vendors, customers, or subcontractors; the Company’s backlog failing to translate into actual revenue or profits; 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; shortages of labor and specialty building materials; retention of key management; seasonal fluctuations in the demand for HVAC 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; 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.
