

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

COMFORT SYSTEMS USA, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

675 Bering Drive, Suite 400
Houston, Texas 77057
(Address of Principal Executive Offices)

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

77057
(Zip Code)

Comfort Systems USA, Inc. 2012 Equity Incentive Plan
(FULL TITLE OF THE PLAN)

Brian E. Lane
President and Chief Executive Officer
Comfort Systems USA, Inc.
675 Bering Drive, Suite 400
Houston, Texas 77057
(Name and address of agent for service)

(713) 830-9600
(Telephone number, including area code, of agent for service)

with copies of communications to:

Trent McKenna, Esq.
General Counsel
Comfort Systems USA, Inc.
675 Bering Drive, Suite 400
Houston, Texas 77057
(713) 830-9600
(713) 830-9696 (fax)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="radio"/>	Accelerated filer	<input checked="" type="radio"/>
Non-accelerated filer (Do not check if a smaller reporting company)	<input type="radio"/>	Smaller reporting company	<input type="radio"/>

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.01 per share	5,100,000	\$ 12.20(2)	\$ 62,220,000(2)	\$ 8,486.81

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also registers an indeterminate number of shares of common stock, par value \$0.01 per share (the "Common Stock"), of Comfort Systems USA, Inc. as may be issued to prevent dilution resulting from share splits, share dividends, or similar transactions.
- (2) The proposed maximum offering price per share and the proposed maximum aggregate offering price have been estimated solely for the purpose of calculating the registration fee pursuant to paragraphs (c) and (h)(1) of Rule 457 under the Securities Act of 1933, based upon the average of the high and low prices of the Common Stock as reported by the New York Stock Exchange on May 1, 2013 (within five (5) business days prior to filing this Registration Statement).

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

This Registration Statement on Form S-8 (this "Registration Statement") relates to the Comfort Systems USA, Inc. 2012 Equity Incentive Plan (the "Plan"). With respect to the Plan, the documents containing the information specified in Part I of Form S-8 will be sent or given to participants in the Plan as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with the introductory note to Part I of Form S-8, such documents will not be filed with the Securities and Exchange Commission (the "Commission"). These documents and the documents incorporated by reference pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

Comfort Systems USA, Inc., a Delaware company (the "Company"), hereby incorporates by reference into this registration statement (the "Registration Statement") the following documents:

- the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed on February 28, 2013;
- the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, filed on May 1, 2013;
- the Company's Forms 8-K dated January 11, 2013, February 28, 2013, March 12, 2013, March 22, 2013, and May 1, 2013; and
- the description of the Company's common stock, par value \$.01 per share, contained in the Company's Form 8-A, filed on May 19, 1997.

All documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the filing date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

The Company will provide, without charge, to each participant of the Plan, upon written or oral request of such person, a copy (without exhibits, unless such exhibits are specifically incorporated by reference) of any or all of the documents incorporated by reference pursuant to this Item 3. All such requests should be directed to Comfort Systems USA, Inc., 675 Bering Drive, Suite 400, Houston, Texas 77057, Attention: General Counsel, phone number (713) 830-9600.

The documents incorporated by reference herein contain forward-looking statements that involve risks and uncertainties. Our actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such a difference include, but are not limited to, the risks identified in the respective documents incorporated by reference.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporation Law (the "DGCL") permits a corporation to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action.

In an action brought to obtain a judgment in the corporation's favor, whether by the corporation itself or derivatively by a stockholder, the corporation may only indemnify for expenses, including attorney's fees, actually and reasonably incurred in connection with the defense or settlement of such action, and the corporation may not indemnify for amounts paid in satisfaction of a judgment or in settlement of the claim. In any such action, no indemnification may be paid in respect of any claim, issue or matter as to which such person shall have been adjudged liable to the corporation except as otherwise approved by the Delaware Court of Chancery or the court in which the claim was brought. In any

other type of proceeding, the indemnification may extend to judgments, fines and amounts paid in settlement, actually and reasonably incurred in connection with such other proceeding, as well as to expenses.

The statute does not permit indemnification unless the person seeking indemnification has acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation and, in the case of criminal actions or proceedings, the person had no reasonable cause to believe his conduct was unlawful. The statute contains additional limitations applicable to criminal actions and to actions brought by or in the name of the corporation. The determination as to whether an employee or agent (who is not then a director or officer of the corporation) seeking indemnification has met the required

standard of conduct may be made by any person or persons having authority to act on the matter. The determination as to whether a director or officer seeking indemnification has met the required standard will be made (1) by a majority vote of a quorum of disinterested members of the board of directors, (or a committee thereof) (2) by independent legal counsel in a written opinion, if such a quorum does not exist or if the disinterested directors so direct, or (3) by the stockholders.

The Company's Certificate of Incorporation and Bylaws requires the Company to indemnify its directors and officers to the fullest extent permitted by Section 145 of the DGCL. In addition, the Company maintains liability insurance for its directors and officers.

ITEM 7. EXEMPTION FROM REGISTRATION

Not Applicable.

ITEM 8. EXHIBITS

- 4.1 Second Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 (File No. 333-24021), filed with the SEC on June 2, 1997).
- 4.2 Certificate of Amendment dated May 21, 1998 of the Company (incorporated by reference to Exhibit 3.2 of the Company's Annual Report on Form 10-K filed with the SEC on March 31, 1999).
- 4.3 Certificate of Amendment dated July 9, 2003 of the Company (incorporated by reference to Exhibit 3.3 of the Company's Annual Report on Form 10-K filed with the SEC on February 27, 2004).
- 4.4 Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.1 to the Company's current report on Form 8-K filed with the SEC on March 26, 2012).
- 5.1* Opinion of Trent T. McKenna, General Counsel, Comfort Systems USA, Inc.
- 23.1* Consent of Ernst & Young.
- 23.2* Consent of Trent T. McKenna (included in Exhibit 5.1).
- 24.1* Power of Attorney (included on the signature page hereto).
- 99.1 Comfort Systems USA, Inc. 2012 Equity Incentive Plan (incorporated by reference to Appendix A of the Company's Schedule 14A filed with the SEC on April 9, 2012).

* Filed herewith

ITEM 9. UNDERTAKINGS

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

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(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee

benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-8 and has duly authorized this Registration Statement to be signed on its behalf by the undersigned, in the City of Houston, State of Texas on May 2, 2013.

COMFORT SYSTEMS USA, INC.

By: /s/ Brian E. Lane
 Brian E. Lane
 President and Chief Executive Officer

We, the undersigned directors and officers of Comfort Systems USA, Inc., constitute and appoint Brian E. Lane or Trent T. McKenna, or either of them, our true and lawful attorneys and agents, to do any and all acts and things in our name and on our behalf in our capacities as directors and officers, and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the filing of this Registration Statement, including specifically without limitation, power and authority to sign for any of us, in our names in the capacities indicated below, any and all amendments hereto; and we do each hereby ratify and confirm all that the said attorneys and agents, or either of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William F. Murdy</u> William F. Murdy	Chairman of the Board	May 2, 2013
<u>/s/ Brian E. Lane</u> Brian E. Lane	President, Chief Executive Officer, and Director	May 2, 2013
<u>/s/ William George</u> William George	Executive Vice President and Chief Financial Officer	May 2, 2013
<u>/s/ Julie S. Shaeff</u> Julie S. Shaeff	Senior Vice President and Chief Accounting Officer	May 2, 2013
<u>/s/ Darcy G. Anderson</u> Darcy G. Anderson	Director	May 2, 2013
<u>/s/ Herman E. Bulls</u> Herman E. Bulls	Director	May 2, 2013
<u>/s/ Alfred J. Giardinelli, Jr.</u> Alfred J. Giardinelli, Jr.	Director	May 2, 2013
<u>/s/ Alan P. Krusi</u> Alan P. Krusi	Director	May 2, 2013
<u>/s/ Franklin Myers</u> Franklin Myers	Director	May 2, 2013
<u>/s/ James H. Schultz</u> James H. Schultz	Director	May 2, 2013
<u>/s/ Constance E. Skidmore</u> Constance E. Skidmore	Director	May 2, 2013

/s/ Vance W. Tang
Vance W. Tang

Director

May 2, 2013

/s/ Robert D. Wagner, Jr.
Robert D. Wagner, Jr.

Director

May 2, 2013

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
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* Filed herewith.

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[COMFORT SYSTEMS USA, INC. LETTERHEAD]

May 2, 2013

U.S. Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

I am General Counsel of Comfort Systems USA, Inc. (the "Company"), and I have represented the Company in connection with the preparation of a Registration Statement on Form S-8 of the Company relating to 5,100,000 shares of common stock, par value \$.01 per share (the "Common Stock"), of the Company being registered for issuance pursuant to the 2012 Equity Incentive Plan (the "Plan").

I have examined the Certificate of Incorporation, as amended, and the By-laws of the Company, the Plan and such other corporate documents and records as I have deemed necessary or appropriate in order to render the opinions set forth below.

Based upon the foregoing, and subject to the qualification that I am admitted to the practice of law only in the State of Texas and do not purport to be expert in the laws of any jurisdiction other than the State of Texas and the United States, I am of the opinion that:

1. The shares of Common Stock to be issued under the Plans are duly authorized.
2. When the Common Stock is issued and delivered in accordance with and pursuant to the terms of the Plans, such Common Stock will be validly issued, fully paid and nonassessable.

This opinion is given as of the date hereof, and I assume no obligation to advise you after the date hereof of facts or circumstances that come to my attention or changes in law that occur which could affect the opinions contained herein.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and the reference to me in Item 5.1 of the Registration Statement.

Very truly yours,

/s/ Trent T. McKenna

Trent T. McKenna
Vice President and General Counsel

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Comfort Systems USA, Inc. 2012 Equity Incentive Plan of our report dated February 28, 2013, with respect to the consolidated financial statements of Comfort Systems USA, Inc. and the effectiveness of internal control over financial reporting of Comfort Systems, USA, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2012, filed with the Securities and Exchange Commission..

/s/ Ernst & Young LLP

Houston, Texas
May 1, 2013
