

**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) **November 10, 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 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))

ITEM 7.01 REGULATION FD DISCLOSURE.

On the 10th day of November, 2011, Comfort Systems USA, Inc., a Delaware corporation (the "Company"), a leading provider of commercial/industrial heating, ventilation and air conditioning services, posted to the "Investor" section of its Internet website (www.comfortsystemsusa.com) an investor presentation slideshow. The Company intends to use this presentation in making presentations to analysts, potential investors, and other interested parties.

The information included in the investor presentation includes financial information determined by methods other than in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The Company's management uses these non-GAAP measures in its analysis of the Company's performance. The Company believes that the presentation of certain non-GAAP measures provides useful supplemental information that is essential to a proper understanding of the operating results of the Company's core businesses. These non-GAAP disclosures should not be viewed as a substitute for operating results determined in accordance with GAAP, nor are they necessarily comparable to non-GAAP performance measures that may be presented by other companies.

The information in this Form 8-K being furnished under Item 7.01 shall not be deemed to be "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liabilities of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. The investor presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on the Company's expectations and involve risks and uncertainties that could cause the Company's actual results to differ materially from those set forth in the statements. These risks are discussed in the Company's filings with the Securities and Exchange Commission, including an extensive discussion of these risks in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

A copy of the presentation is furnished herewith as Exhibit 99.1

Item 9.01 Financial Statements and Exhibits

(d) *Exhibits.*

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.

By: /s/ Trent T. McKenna
Trent T. McKenna, Vice President and
General Counsel

Date: November 10, 2011

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Title or Description</u>
99.1	Investor presentation materials dated November 9, 2011.

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Quality People. Building Solutions.

As of November 9, 2011



This presentation 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 future events 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 use of incorrect estimates for bidding a fixed-price contract, undertaking contractual commitments that exceed our 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, our 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 our percentage-of-completion method of accounting, the result of competition in our markets, our 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. A further list and description of these risks, uncertainties and other factors are discussed under "Item 1A. Company Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2010. These forward-looking statements speak only as of the date of this filing. Comfort Systems USA, Inc. expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any change in our expectations with regard thereto or any change in events, developments, conditions or circumstances on which any such statement is based.

Vision

**To be the nation's premier
HVAC and mechanical systems
installation and services provider.**

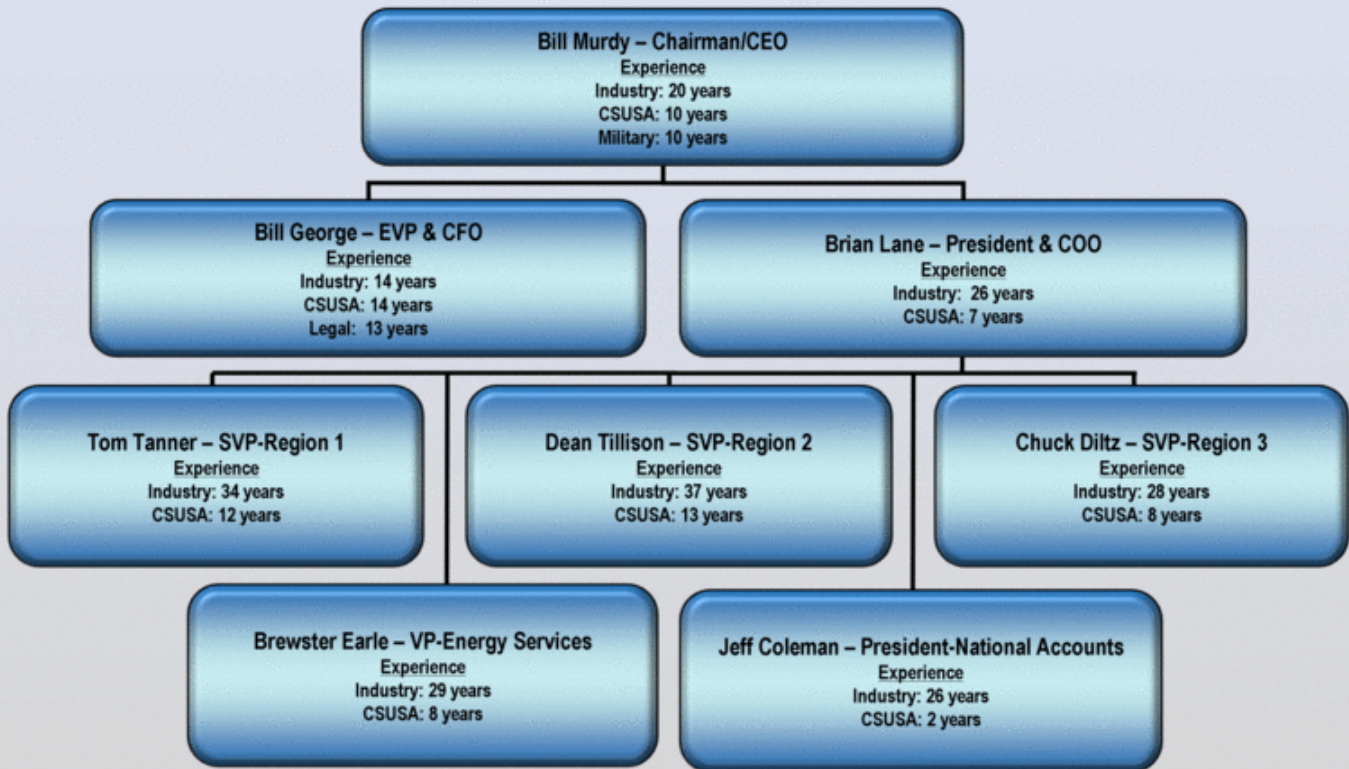


To provide the best value HVAC and mechanical systems installation and service, principally in the mid-market commercial, industrial, and institutional sectors, while caring for our customers, employees and the environment and realizing superior returns for our stockholders.

Values

- Act with honesty and integrity.
- Show respect for all stakeholders.
- Exceed customer expectations.
- Seek “win-win” solutions.
- Demonstrate spirit, drive, and teamwork.
- Pursue innovation.
- Achieve premier safety performance.
- **Commit to energy efficiency.**
- Communicate openly.....and often.
- Impact our communities positively.

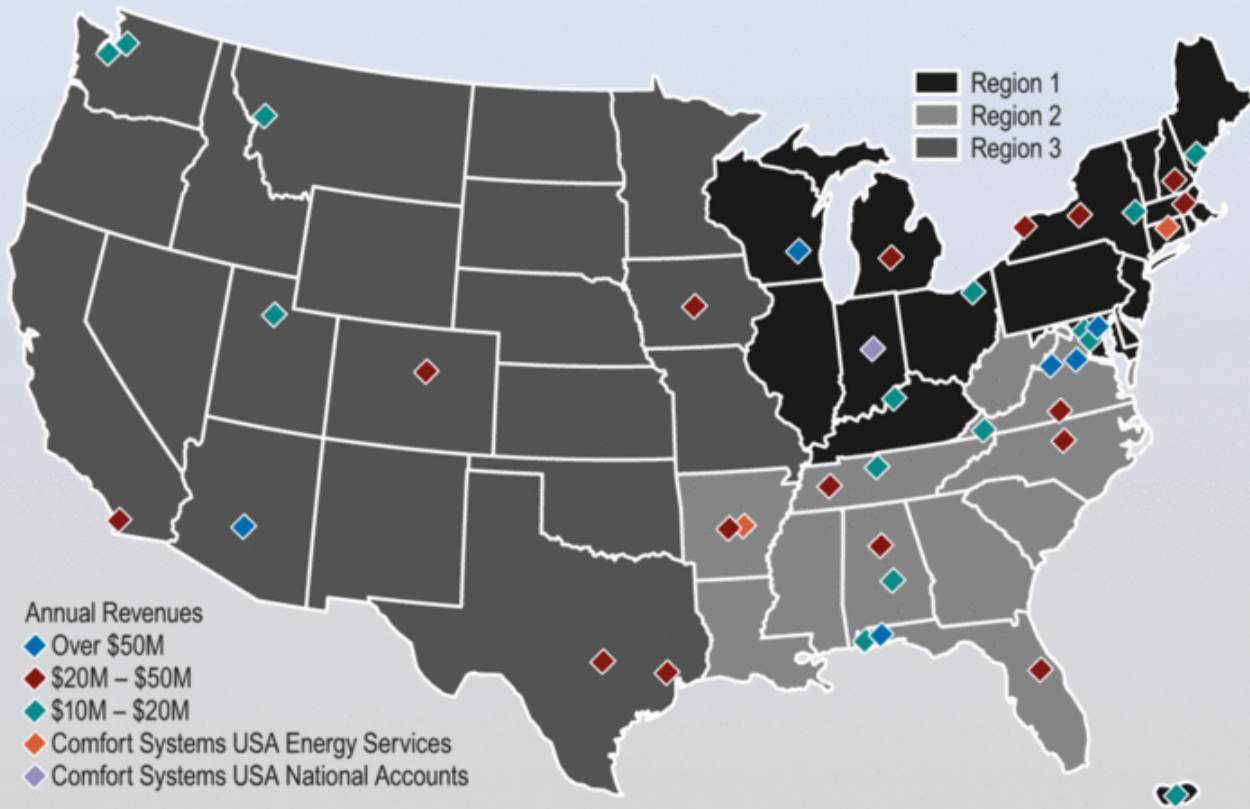




- National
- Commercial, Industrial, Institutional
- HVAC/Piping/Plumbing/Energy Efficiency

- Strong balance sheet

- 42% new construction; 58% service, repair, retrofit
- 2010 Full Year Revenue \$1.1 billion
- 2011 Run Rate \$1.2 billion



Our Companies

COMFORT SYSTEMS USA

COMFORT SYSTEMS USA
SOUTH CENTRAL

MECHANICAL BILLONE Fire Protection Company
CONTRACTORS
A Comfort Systems USA Company

RIDDLEBERGER BROTHERS, INC.
"Over Experience At Your Service"

S.I. Goldman Company, Inc.
MECHANICAL CONTRACTOR

Since 1917
S.M. LAWRENCE CO.
DESIGN - BUILD - MAINTAIN

COMFORT SYSTEMS USA
BCM Controls Corporation

COMFORT SYSTEMS USA ENERGY SERVICES

QUALITY AIR
Quality People. Building Solutions.

Granite State Plumbing & Heating, LLC

MJ MECHANICAL SERVICES, INC.

COMFORT SYSTEMS USA
California Comfort Systems USA, Inc.

ACI MECHANICAL
Contractors and Engineers

COMFORT SYSTEMS USA
Accu-Temp

ACORN INDUSTRIAL

COMFORT SYSTEMS USA
Temp Right Service

NORTH AMERICAN MECHANICAL INC
NAMI

COMFORT SYSTEMS USA
Seasonair

Mtech
Insurance/ME - Plumbing - Electrical

DESIGN MECHANICAL, INC.
Mechanical Contractors and Engineers

EASTERN HEATING AND COOLING INC.

ENVIRONMENTAL AIR SYSTEMS, INC.

COLONIALWEBB

COMFORT SYSTEMS USA
PUERTO RICO INC.

Merit Mechanical, Inc.

COMFORT SYSTEMS USA
Southeast

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Quality People. Building Solutions.

What We Do

Commercial, Industrial, Institutional HVAC – A \$40B+ Industry

COMFORT SYSTEMS USA

Drivers

- Building comfort – a “necessity”
- Mechanical equipment – requires service, repair, replacement
- Increasing technical content and building automation
- Energy efficiency and Indoor Air Quality (IAQ) emerging
- Outsourcing



Commercial HVAC



Applied Systems



Piping



Energy Efficiency

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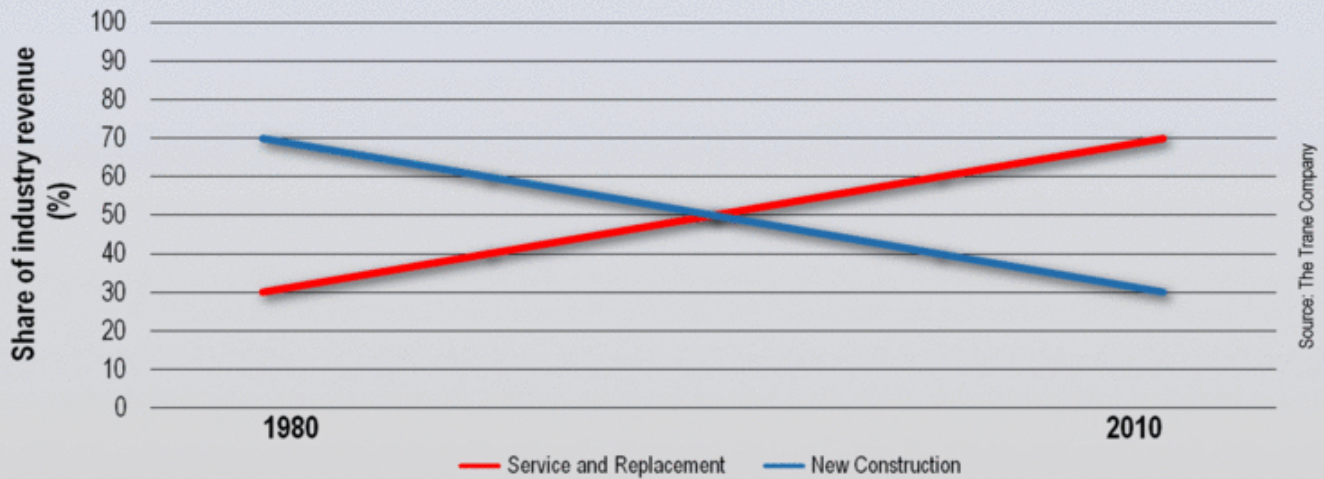
Quality People. Building Solutions.

Industry Trend Toward Service & Replacement

(Recurring Revenue)

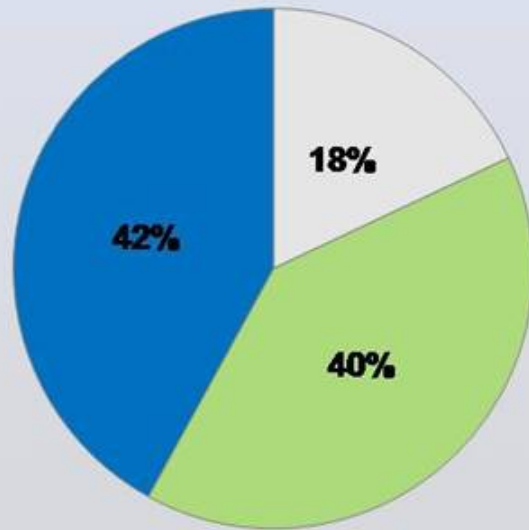
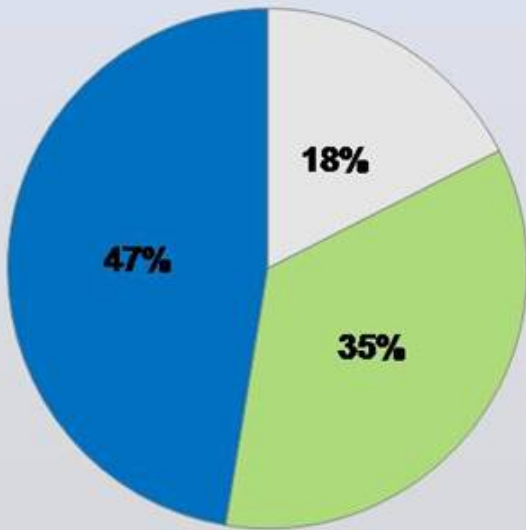


- 5.3 million commercial buildings
- Recurring service
- 20-year replacement cycle / retrofits for energy efficiency
- “Inventory” of future business
- OEMs note significant deferred maintenance and replacement over recent years



2010 – Full Year

2011 - Year To Date

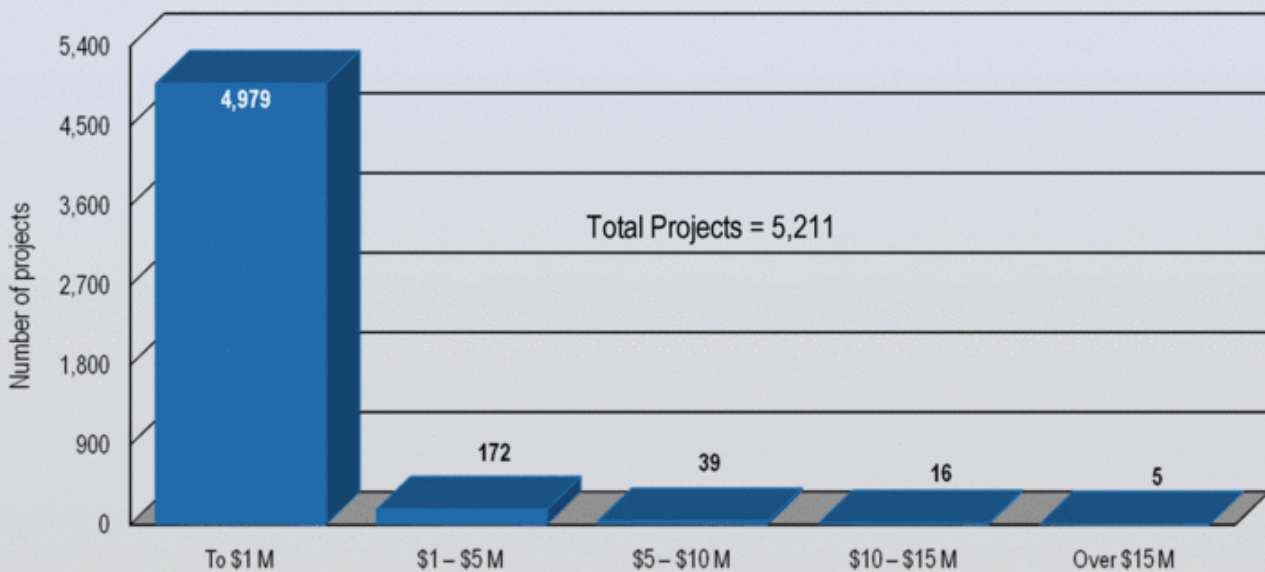


■ New Construction/Installation
 ■ Replacement
 ■ Service & Maintenance

Diverse Project Mix

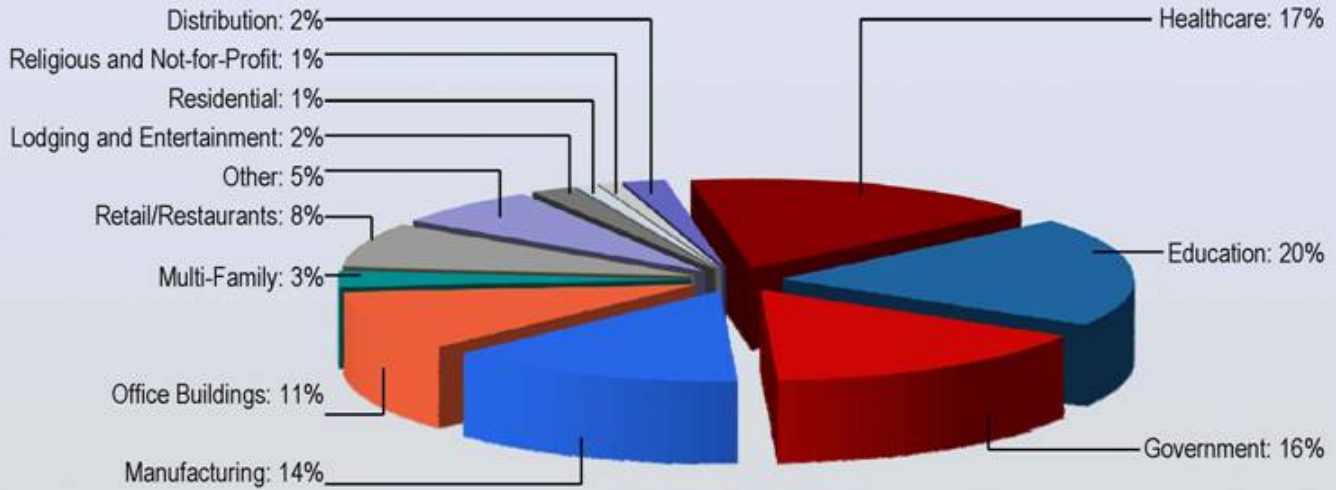
Average Project Size: \$350,000
 Average Project Length: 6-9 months

Value of Projects >\$1M: \$533 M
 Value of Projects <\$1M: \$1,294 M



(As of September 30, 2011)

Revenue By Sector



Revenue for the nine months ending September 30, 2011

Top 20 Customers

- Served by 17 different Comfort operating units
- Largest customer represents less than 3% of revenue

Diverse End-Use Base



*Omni Orlando Resort at ChampionsGate
Orlando, Florida*



*Arboretum Elementary School
Waunakee, Wisconsin*



*Iowa Renewal Energy
Washington, Iowa*



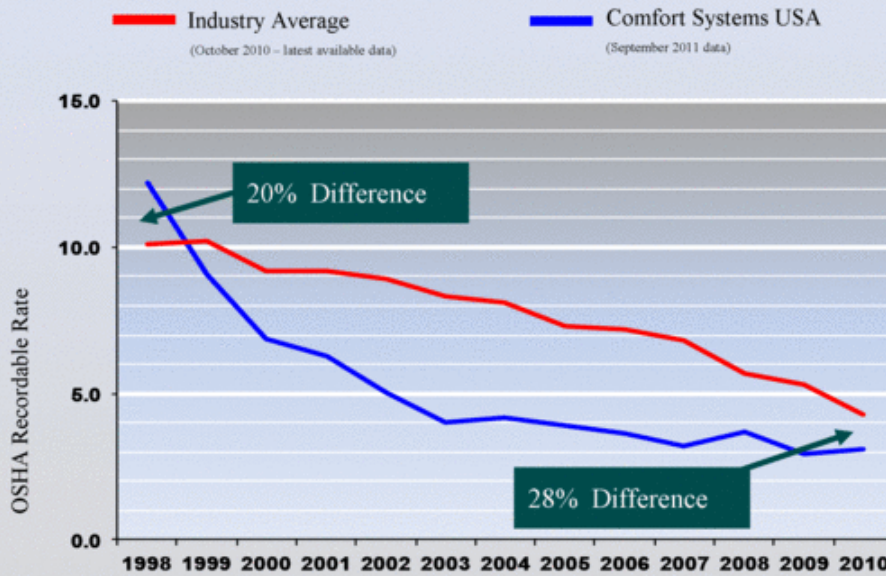
*University Hospital
Little Rock, Arkansas*

Competitive Advantages

- High-quality operations
- Ability to leverage and proliferate technical expertise
- Ability to collaborate on large jobs and share labor
- **Energy efficiency services**
- National multi-location service capability
- Purchasing economics
- Balance sheet strength
- Bonding and insurance
- Strong safety record



Quality People. Building Solutions.



Lost Time Injury Rate

<54% of industry average

OSHA Incident Rate

<28% of industry average

Training

97% completed

Source: Bureau of Labor Statistics, Standard Industry Classification (SIC) Code 20 1710 – Specialty Trades Contractors – HVAC and Plumbing & North American Industry Classification System (NAICS) Code 23822

Our safety record is no accident.

Key Financial Data – Income Statement

(\$ Thousands, except per share information) (Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Revenue	\$ 328,113	\$ 307,648	\$ 922,320	\$ 793,711
Cost of Services	279,005	257,339	791,493	661,929
Gross Profit	49,108	50,309	130,827	131,782
Selling, General and Administrative Expenses	41,493	41,885	126,043	114,905
Goodwill Impairment	55,134	-	55,134	4,446
Gain on Sale of Assets	(58)	(29)	(162)	(502)
Operating Income (Loss)	\$ (47,461) -14.5%	\$ 8,453 2.7%	\$ (50,188) -5.4%	\$ 12,933 1.6%
Net Income (Loss) from Continuing Operations	\$ (36,569) -11.1%	\$ 5,410 1.8%	\$ (38,577) -4.2%	\$ 8,221 1.0%
Net Income from Continuing Operations Excluding Goodwill Impairment Changes in Fair Value of Contingent Earn-Out Obligations and Tax Valuation Allowances ⁽²⁾	\$ 5,348 1.6%	\$ 4,996 1.6%	\$ 2,966 0.3%	\$ 10,481 1.3%
Diluted Earnings (Loss) per Share from Continuing Operations	\$ (0.98)	\$ 0.14	\$ (1.03)	\$ 0.22
Non-GAAP Diluted Earnings per Share from Continuing Operations Excluding Goodwill Impairment Changes in Fair Value of Contingent Earn- Out Obligations and Tax Valuation Allowances ⁽²⁾	\$ 0.14	\$ 0.13	\$ 0.08	\$ 0.28
Adjusted EBITDA Excluding Goodwill Impairment ⁽¹⁾	\$ 12,311 3.8%	\$ 13,226 4.3%	\$ 19,012 2.1%	\$ 28,759 3.6%

⁽¹⁾ See Slide 33 for GAAP Reconciliation to Adjusted EBITDA

⁽²⁾ See Slide 34 for Supplemental Non-GAAP Information

Key Financial Data – Balance Sheet (\$ Thousands)



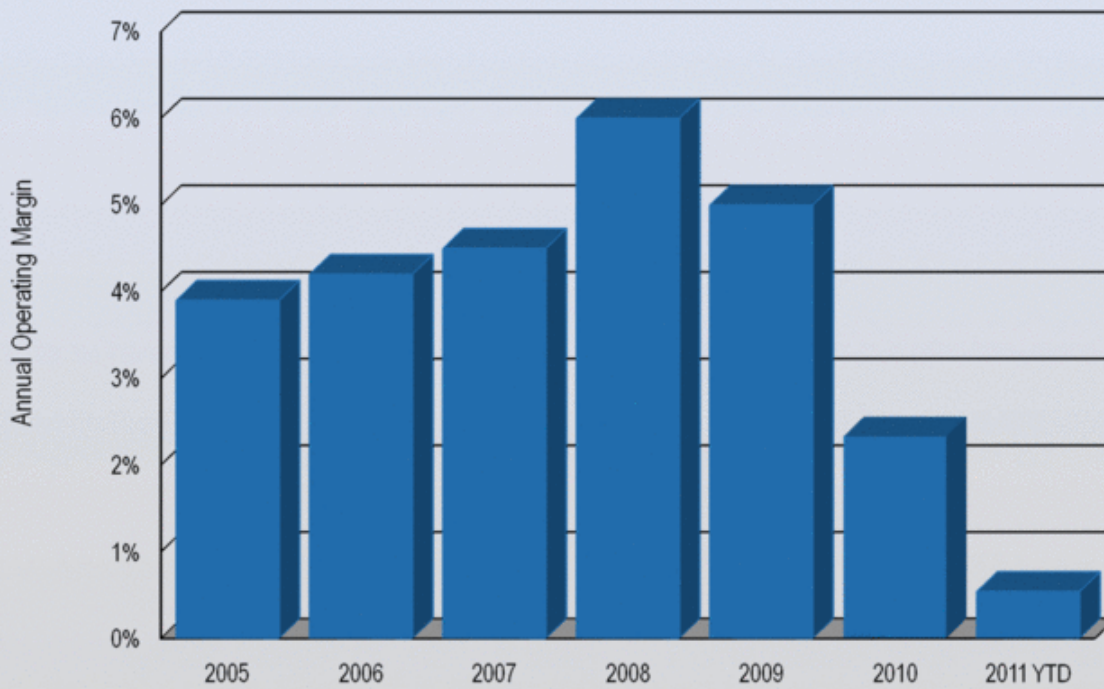
	<u>9/30/2011</u>	<u>12/31/2010</u>
Cash	\$ 43,692	\$ 86,346
Working Capital	\$ 132,250	\$ 134,738
Goodwill	\$ 93,640	\$ 147,818
Identifiable Intangible Assets, Net	\$ 36,099	\$ 39,616
Total Debt	\$ 28,179	\$ 29,936
Equity	\$ 264,648	\$ 312,784

Revenue



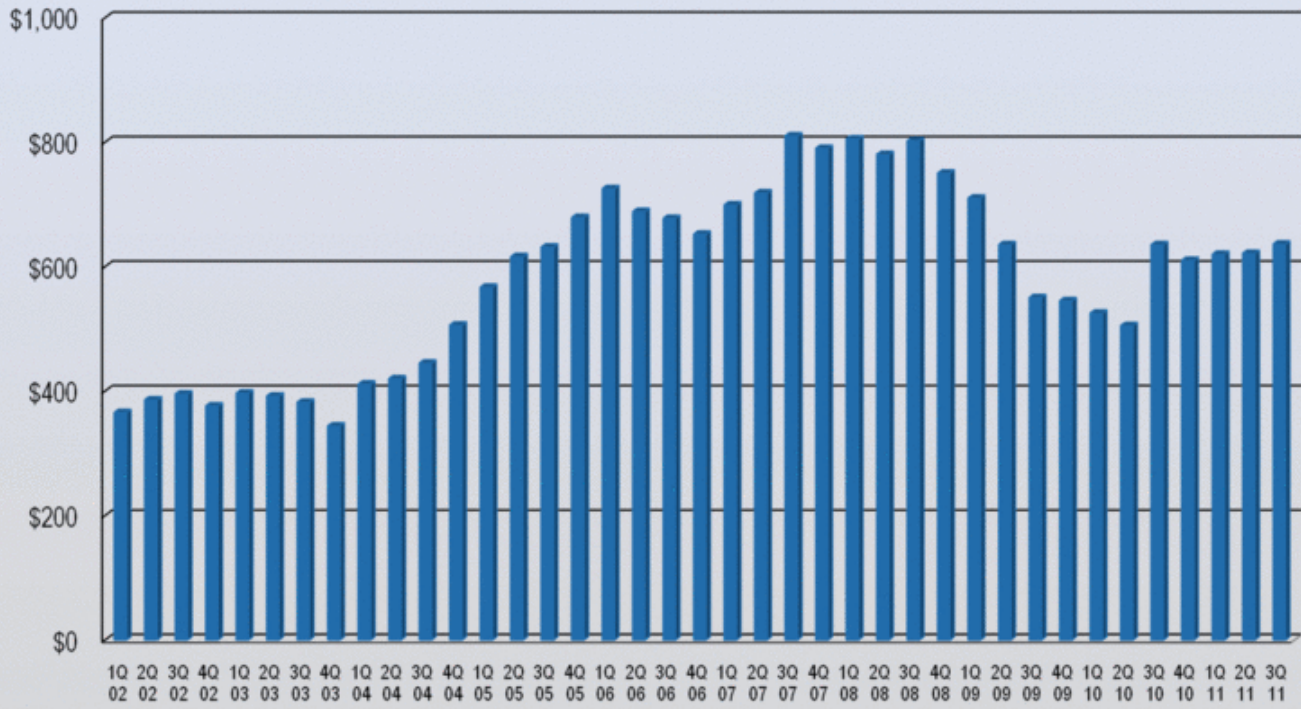
Note: Excludes all divested and discontinued operations

Operating Margins^(a)



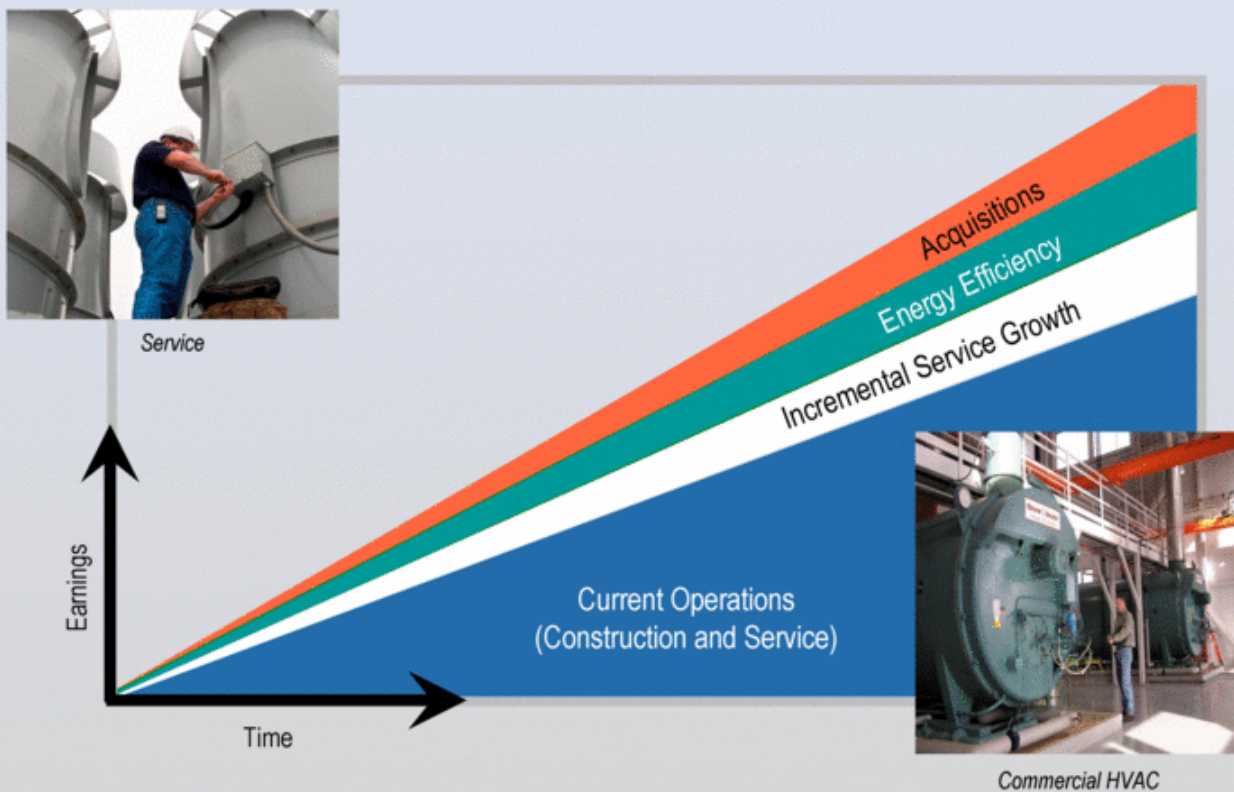
(a) This table includes non-GAAP financial information because the information provided excludes goodwill impairment charges of \$33.9 million for 2005, \$5.7 million for 2010 and \$55.1 million for 2011. No goodwill impairment charge was recorded for 2006, 2007, 2008 or 2009.

Backlog (in millions)



Note: Excludes all divested and discontinued operations

Profile for Growth



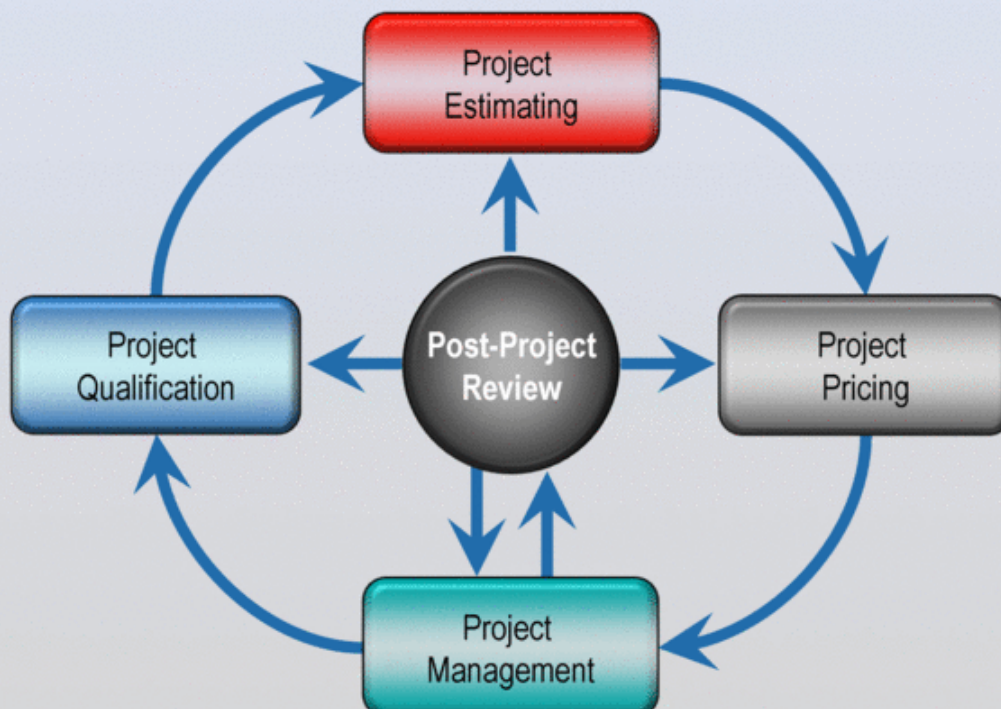
Increase Productivity

- Education
 - Leadership
 - Project Managers
 - Superintendents
 - Service Sales
 - Service Operations
 - Craft
 - Safety
- Best Practices
 - Project Management
 - Estimating
- Cooperation with suppliers
- Prefabrication
- New materials and methods



Job Loop

We review projects and apply what we have learned to improve our performance.



**The only things that evolve by themselves in an organization
are disorder, friction and malperformance.**

Peter Drucker

Increase Service*

- Grow maintenance base
- Education
 - Employees and Customers
- Higher margin opportunity
- Recurring revenue
- National accounts
- \$2.50+ of repair and replacement for every \$1.00 of maintenance
- Target retrofit projects
 - Energy Efficiency
 - Indoor Air Quality (IAQ)



* Maintenance, service, repair, retrofit

National Account Customers



Green is Part of Our Business

- Energy costs drive need for efficiency.
- HVAC accounts for 30% - 50% of electricity usage.
- Energy Star (Department of Energy/EPA) / LEED (USGBC)
- 2 - 4 year pay outs depending on electric rates, usage, age, incentives.



Use Our Energy to Save Yours!™

Growth

- Internal
 - More of what we do best
 - Service
 - Energy efficiency
- Step-Out Growth
 - New locations for existing companies
 - Techs “on their own”
- Targeted acquisitions
 - Best HVAC-oriented mechanical in new area



The Ideal Acquisition Candidate

- \$20M+ in revenue
- Construction and service
- In a growing market in new area
- Company that has performed well in the past and has continuing demonstrable upside
- Organizational structure capable of sustaining/improving the company
- Ownership/management that wants to stay on to operate the company



Target Markets

- Atlanta, GA
- Boise, ID
- Charleston, SC
- Columbia/Florence, SC
- Dallas/Fort Worth, TX
- El Paso, TX
- Ft. Lauderdale, FL
- Greensboro, NC
- Jackson, MI
- Los Angeles, CA
- Omaha, NE
- Portland, OR
- San Antonio, TX
- Savannah, GA
- Spartanburg/Greenville, SC
- Tampa, FL

(Listed Alphabetically)

Outlook

Long-Term

- \$40B+ fragmented industry
- HVAC a basic necessity
- Commercial construction continuing
- Growing installed base for recurring maintenance, service, repair and retrofit
- Scale opportunities – service, purchasing, prefab, bonding, best practices
- Diverse customer base and geography
- Energy efficiency and Indoor Air Quality
- Financially and operationally sound – continuing to grow organically and by acquisition



Appendix I – GAAP Reconciliation To Adjusted EBITDA

(\$ Thousands) (Unaudited)



	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Net Income (Loss)	\$ (36,569)	\$ 5,371	\$ (38,577)	\$ 8,944
Discontinued Operation	-	39	-	(723)
Income Taxes	(6,293)	2,919	(7,479)	4,164
Other (Income) Expense, net	16	(19)	68	(25)
Changes in the Fair Value of Contingent Earn-out Obligations	(5,077)	(650)	(5,566)	(650)
Interest Expense, net	462	793	1,366	1,223
Gain on Sale of Assets	(58)	(29)	(162)	(502)
Goodwill Impairment	55,134	-	55,134	4,446
Depreciation and Amortization	4,696	4,802	14,228	11,882
Adjusted EBITDA	<u>\$ 12,311</u>	<u>\$ 13,226</u>	<u>\$ 19,012</u>	<u>\$ 28,769</u>

Note 1: We define adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA") as net income (loss), excluding discontinued operation, income taxes, other (income) expense, net, changes in the fair value of contingent earn-out obligations, interest expense, net, gain on sale of assets, goodwill impairment and depreciation and amortization. Other companies may define Adjusted EBITDA differently. Adjusted EBITDA is presented because it is a financial measure that is frequently requested by third parties. However, Adjusted EBITDA is not considered under generally accepted accounting principles as a primary measure of an entity's financial results, and accordingly, Adjusted EBITDA should not be considered an alternative to operating income (loss), net income (loss), or cash flows as determined under generally accepted accounting principles and as reported by us.

Appendix II – Supplemental Non-GAAP Information

(\$ Thousands, except per share information) (Unaudited)



	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Net income (loss) from continuing operations	\$ (36,569)	\$ 5,410	\$ (38,577)	\$ 8,221
Goodwill impairment (after tax)	44,886	-	44,886	2,674
Changes in fair value of contingent earn-out obligations (after tax)	(5,025)	(414)	(5,399)	(414)
Tax valuation allowances (after tax)	2,056	-	2,056	-
Net income from continuing operations excluding goodwill impairment, changes in fair value of contingent earn-out obligations and tax valuation allowances	<u>\$ 5,348</u>	<u>\$ 4,996</u>	<u>\$ 2,966</u>	<u>\$ 10,481</u>
Diluted earnings (loss) per share from continuing operations	\$ (0.98)	\$ 0.14	\$ (1.03)	\$ 0.22
Goodwill impairment (after tax)	1.20	\$ -	1.20	\$ 0.07
Changes in fair value of contingent earn-out obligations (after tax)	(0.13)	(0.01)	(0.14)	(0.01)
Tax valuation allowances (after tax)	0.05	-	0.05	-
Diluted earnings per share from continuing operations excluding goodwill impairment, changes in fair value of contingent earn-out obligations and tax valuation allowances	<u>\$ 0.14</u>	<u>\$ 0.13</u>	<u>\$ 0.08</u>	<u>\$ 0.28</u>

Note: Operating results from continuing operations excluding goodwill impairment is presented because we believe it reflects the results of our core ongoing operations, and because we believe it is responsive to frequent questions we receive from third parties. However, this measure is not considered a primary measure of any entity's financial results under generally accepted accounting principles, and accordingly, this amount should not be considered an alternative to operating results as determined by generally accepted accounting principles and as reported by us.

Bill George
Executive Vice President and CFO

1-800-723-8431

bill.george@comfortsystemsusa.com

www.comfortsystemsusa.com