

**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) **August 12, 2010**

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 12th day of August, 2010, 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, 2009.

A copy of the presentation is furnished herewith as Exhibit 99.1

Item 9.01 Financial Statements and Exhibits

(d) *Exhibits.*

99.1 Investor presentation materials dated August 12, 2010.

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: August 12, 2010

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Title or Description</u>
99.1	Investor presentation materials dated August 12, 2010.

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Quality People. Building Solutions.

**COMFORT
SYSTEMS USA**



As of August 12, 2010

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, 2009." 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.

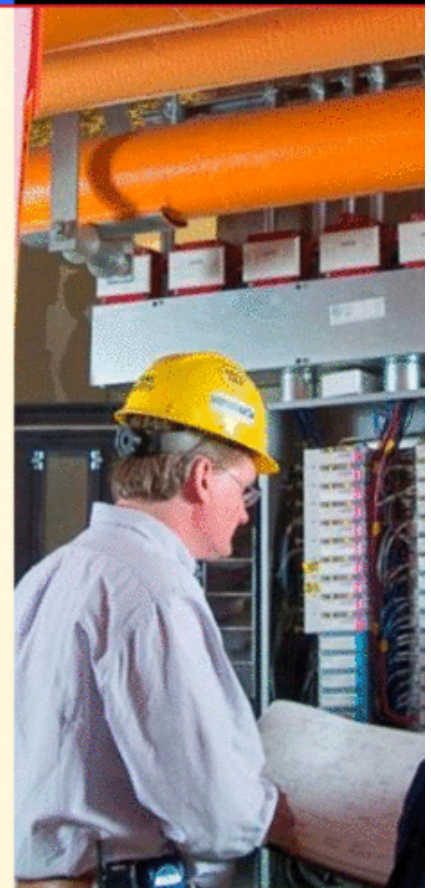
Vision

***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.*

- 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.



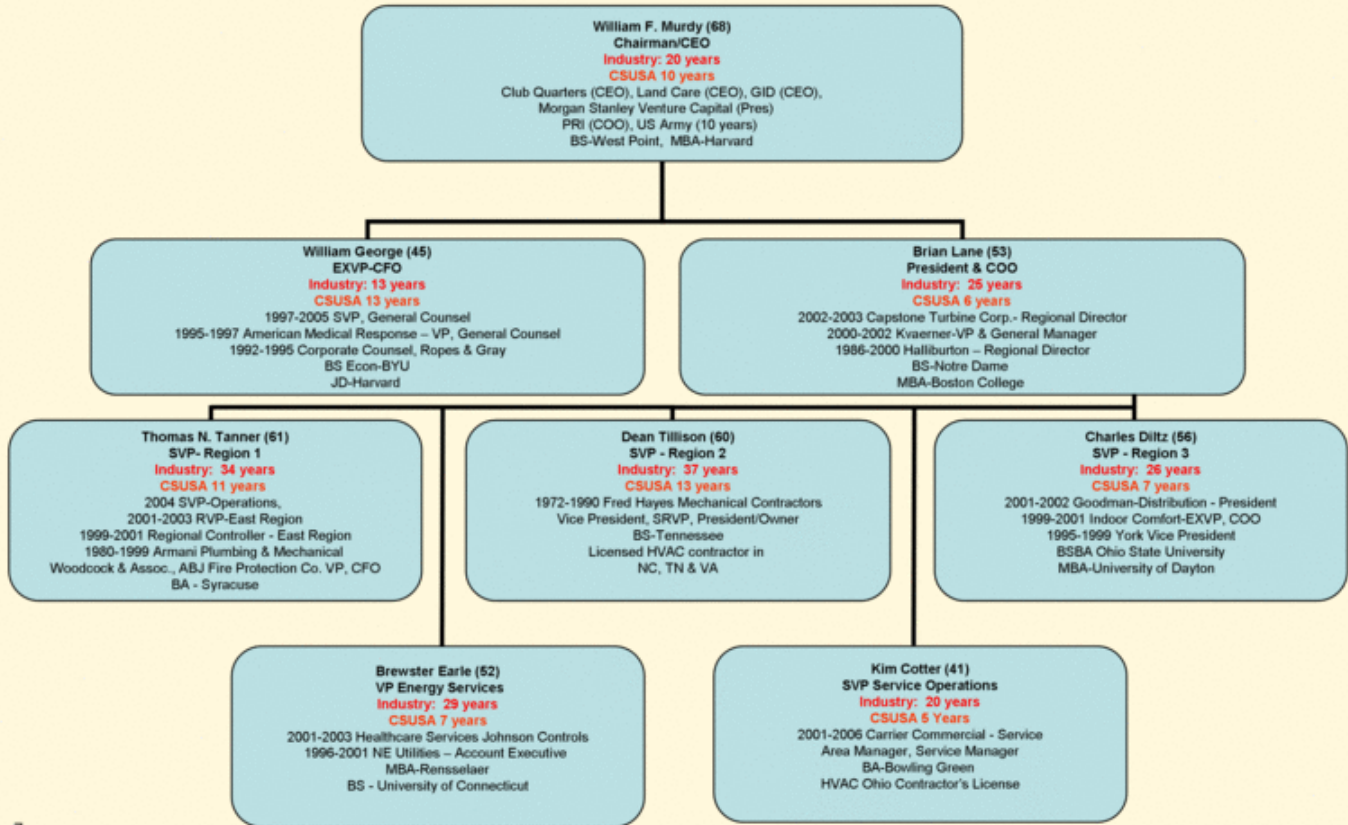
- **National**
- **Commercial, Industrial, Institutional**
- **HVAC/Piping/Plumbing/Energy Efficiency**

- **Strong balance sheet**
- **Positive cash flow**

- **47% new construction; 53% service, repair, retrofit**
- **2009 Full Year Revenues \$1.1 billion**
- **2010 Run Rate \$1.1 billion**

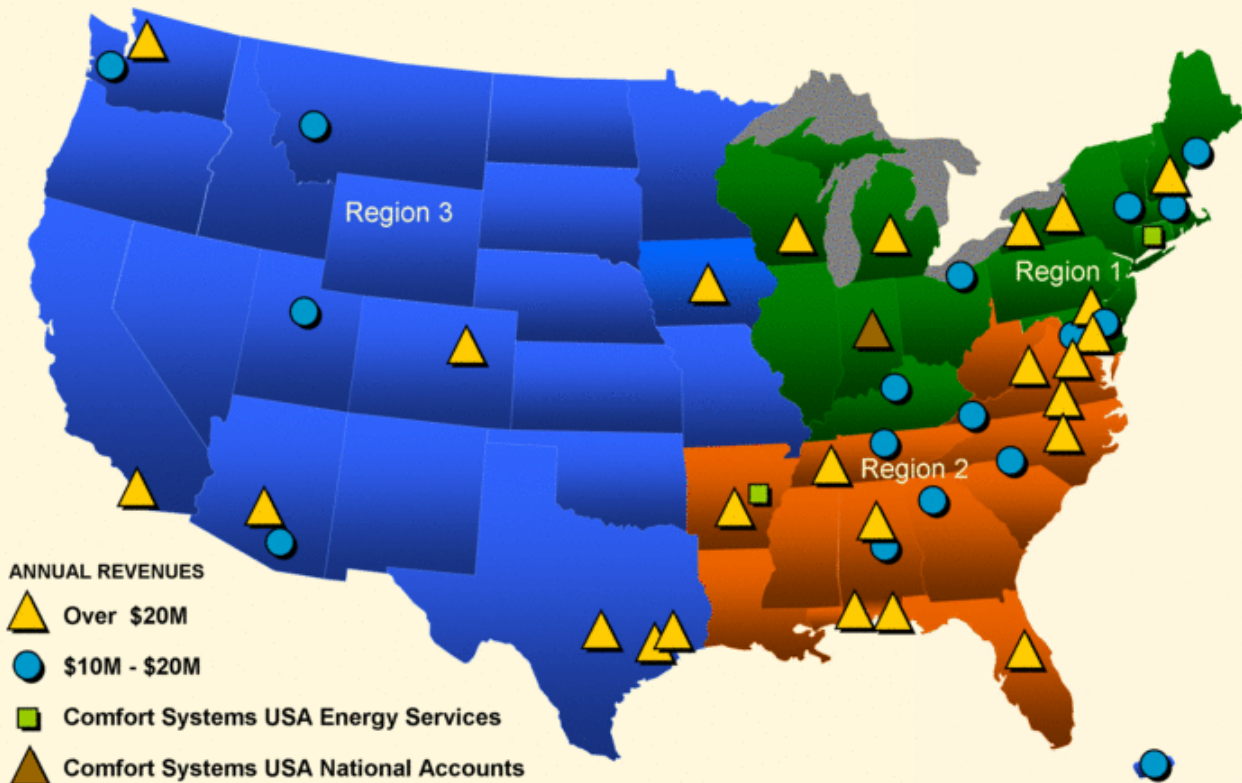


Comfort Systems USA's TEAM



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Comfort Today



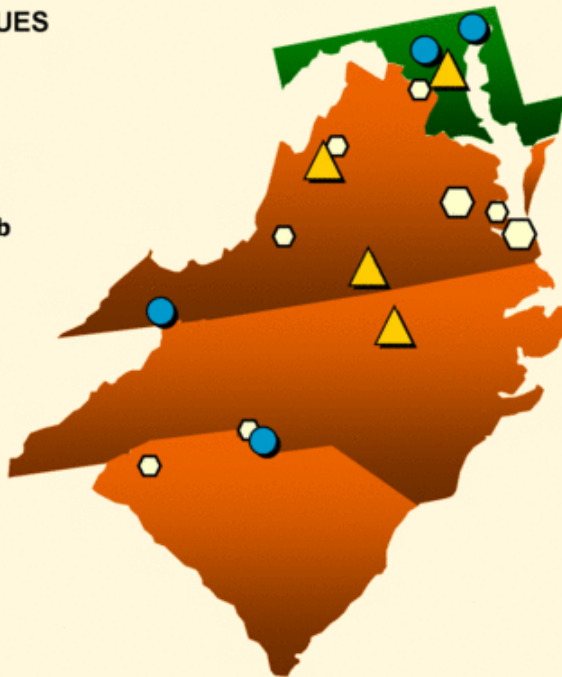
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ColonialWebb Contractors with Comfort Systems USA



ANNUAL REVENUES

- ▲ Over \$20M
- \$10M - \$20M
- ⬡ Colonial Webb Locations



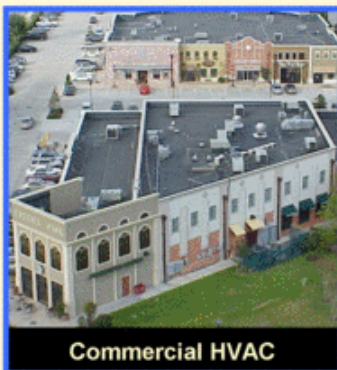
- Acquired July 2010
- \$180M - \$190M Annual Revenue
- Main offices in Richmond, VA and Norfolk, VA

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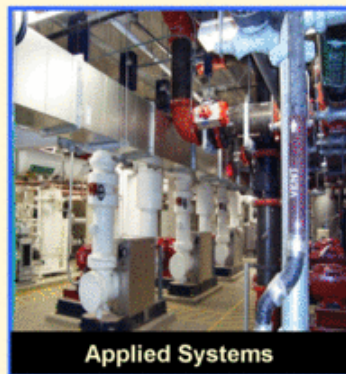
What We Do



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



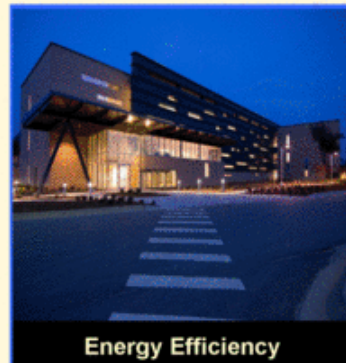
Commercial HVAC



Applied Systems



Piping



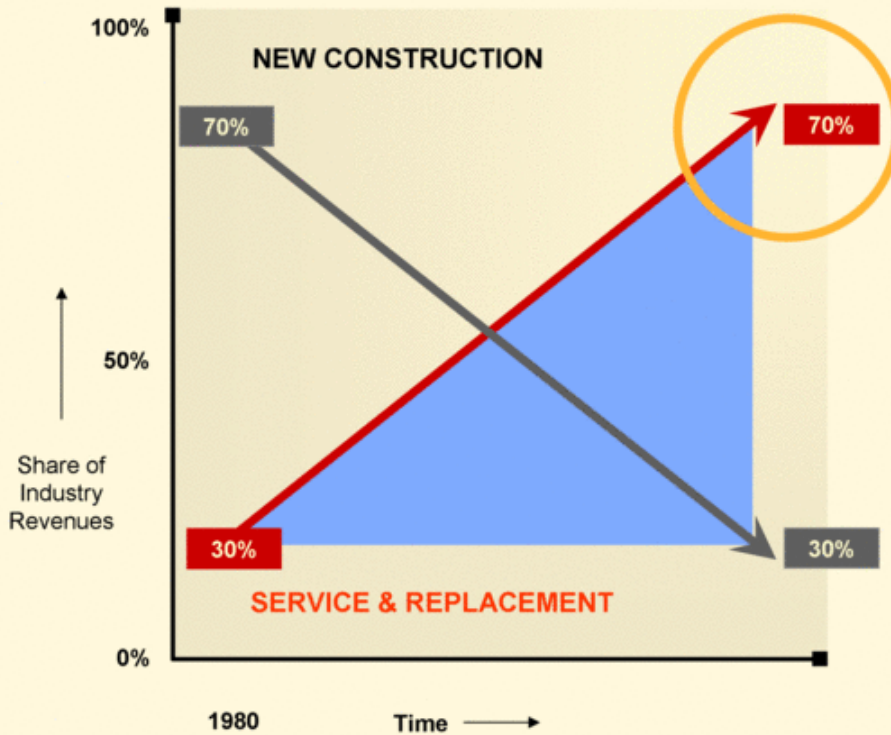
Energy Efficiency

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

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Industry Trend Toward Service & Replacement (Recurring Revenue)

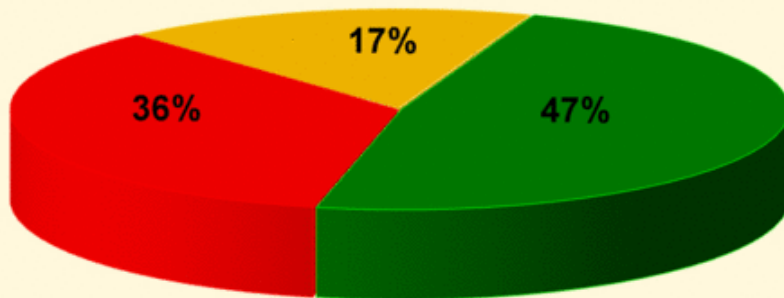


Source: The Trane Company

- 5+ million commercial buildings (DOE)
- Recurring service
- 20 year replacement cycle
- “Inventory” of future business
- OEMs note significant deferred maintenance & replacement over recent years

Revenues by Activity

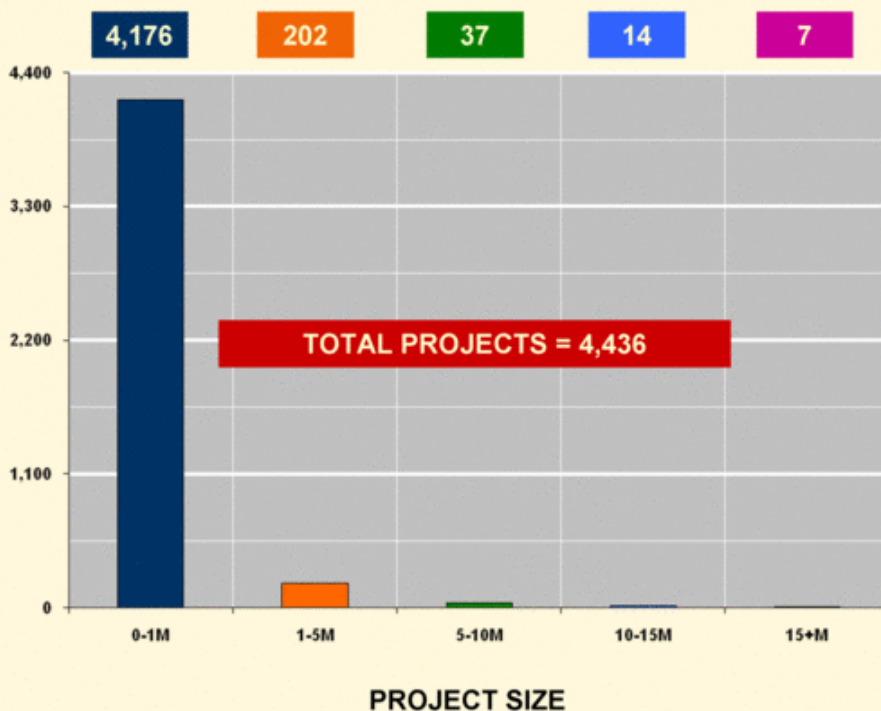
2010 YTD



- Service and Maintenance
- New Construction/Installation
- Replacement

Diverse Project Mix

OF PROJECTS (As of June 30, 2010)



Average Project Size

\$335,000

Average Project Length

6-9 months

Value of Projects >\$1M

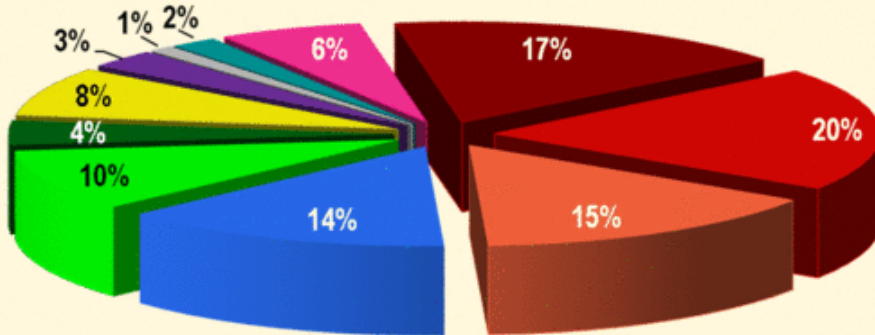
\$1,050.8M

Value of Projects <\$1M

\$433.7M

Diverse End-Use Base

2010 YTD



Top 20 Customers

- Served by 15 different Comfort operating units
- Largest customer = less than 3% of revenues

- Health Care
- Education
- Government
- Manufacturing
- Office Building
- Multi-Family
- Retail/Restaurants
- Lodging & Entertainment
- Residential
- Religious & Not-for Profit
- Other

Diverse End-Use Base



Omni Orlando Resort at ChampionsGate
Orlando, Florida



Arboretum Elementary School
Waukegan, Wisconsin



Iowa Renewal Energy
Washington, Iowa

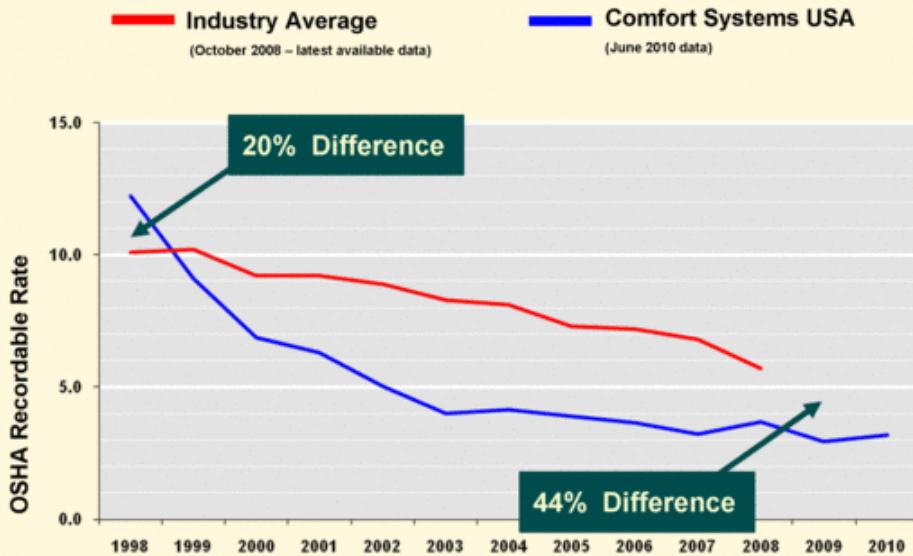


University Hospital
Little Rock, Arkansas

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

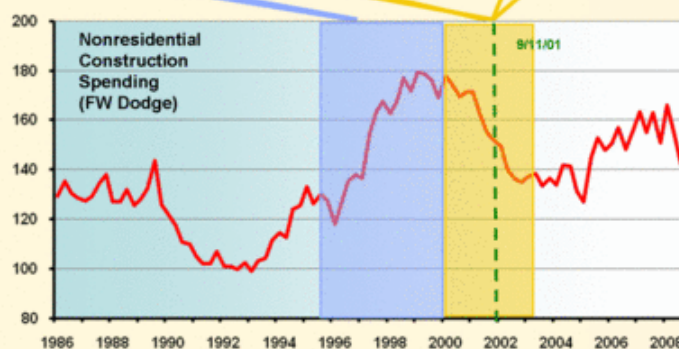
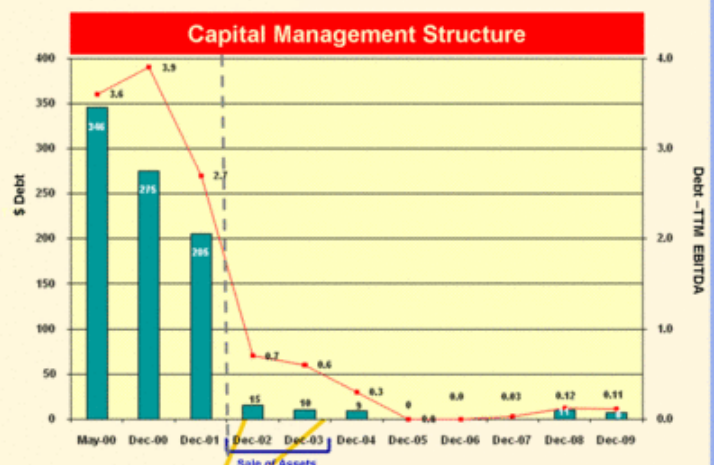
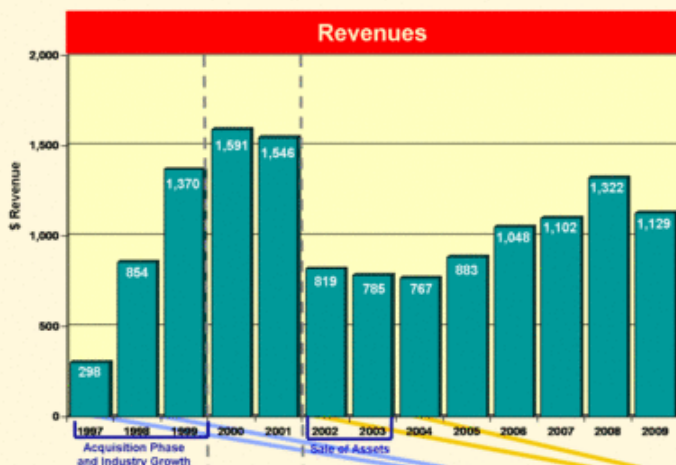




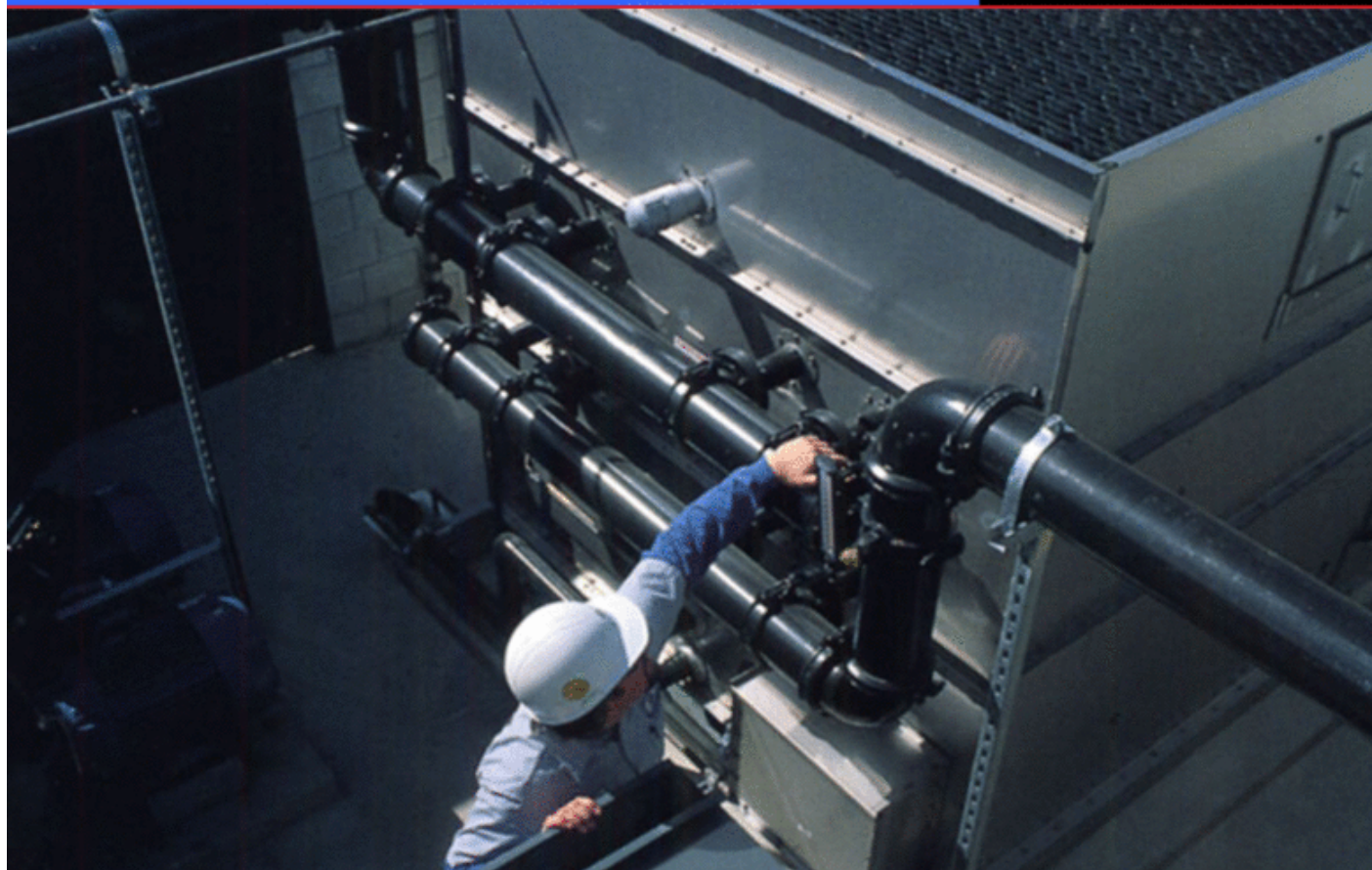
- Lost Time Injury Rate is 58% less than industry average
- Achieved 96% training completed
- OSHA Incident Rate is 44% less than industry average

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.



Financial Overview



Financial Profile

(\$ in millions, except per share amounts)

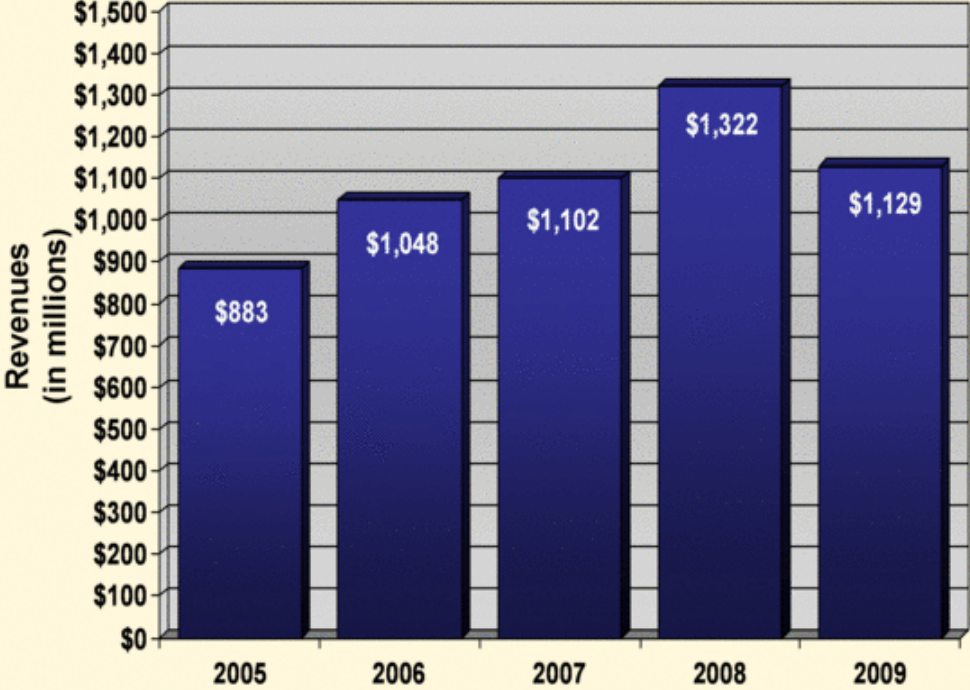


	2Q		2Q YTD	
	2010	2009	2010	2009
Revenues	\$ 249.6	\$ 300.3	\$ 486.1	\$ 580.6
Adjusted EBITDA (*)	\$ 9.8	\$ 20.4	\$ 15.5	\$ 35.6
% Revenue	3.9%	6.8%	3.2%	6.1%
Operating Income excluding goodwill impairment (**)	\$ 6.8	\$ 17.0	\$ 8.9	\$ 29.0
% Revenue	2.7%	5.7%	1.8%	5.0%
Net Income - Continuing Operations excluding goodwill impairment (**)	\$ 4.3	\$ 10.4	\$ 5.5	\$ 17.5
% Revenue	1.7%	3.5%	1.1%	3.0%
Diluted EPS - Continuing Operations excluding goodwill impairment (**)	\$ 0.11	\$ 0.27	\$ 0.14	\$ 0.45
Debt	\$ 6.7	\$ 9.0		
Cash	\$ 107.6	\$ 120.4		
Backlog	\$ 506.5	\$ 639.8		

* See Slide 40 for GAAP Reconciliation to Adjusted EBITDA

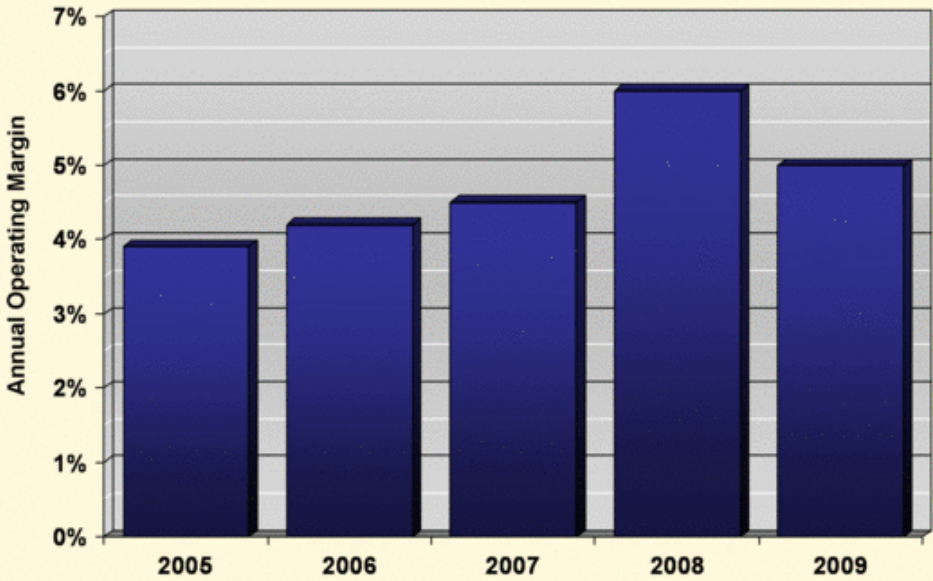
** See Slide 41 for Supplemental Non-GAAP Information

Revenues



21 Note: Excludes all divested and discontinued operations

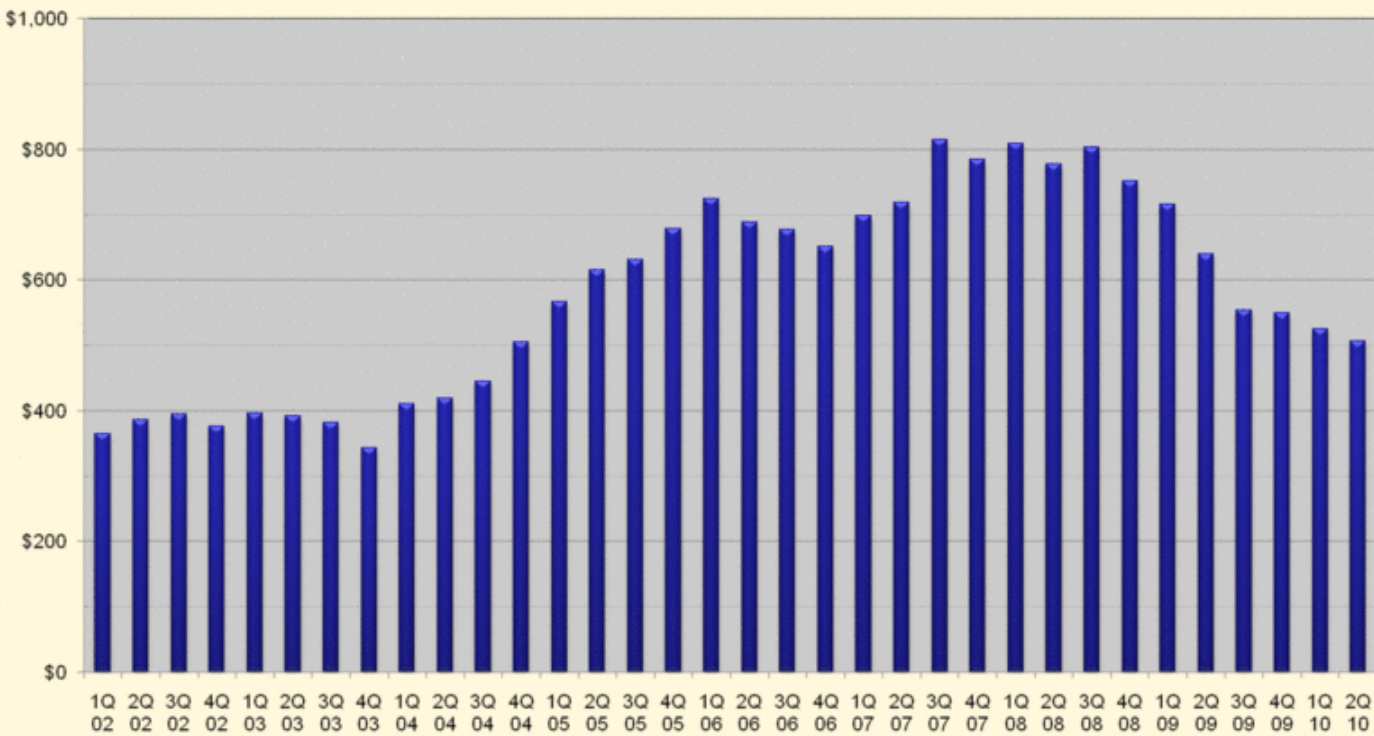
Operating Margins ^(a)



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



Backlog (in millions)



Free Cash Flow (in millions)

	Year Ended December 31,		
	2009	2008	2007
Cash From Operating Activities	\$ 54.3	\$ 82.9	\$ 83.6
Purchases Of Property and Equipment	(9.5)	(14.6)	(11.1)
Proceeds From Sales Of Property and Equipment	0.8	0.6	0.3
Free Cash Flow	<u>\$ 45.6</u>	<u>\$ 68.9</u>	<u>\$ 72.8</u>

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Financial Strengths

- Market share up – revenue and profit performance better than industry
- Commitment to cost containment
- \$108 million cash at 6/30/10 (prior to ColonialWebb acquisition); substantial credit capacity if needed
- Positive free cash flow for eleven calendar years



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Profile For Growth



EARNINGS



TIME



CURRENT OPERATIONS (CONSTRUCTION AND SERVICE)

INCREMENTAL SERVICE GROWTH

ENERGY EFFICIENCY

ACQUISITIONS

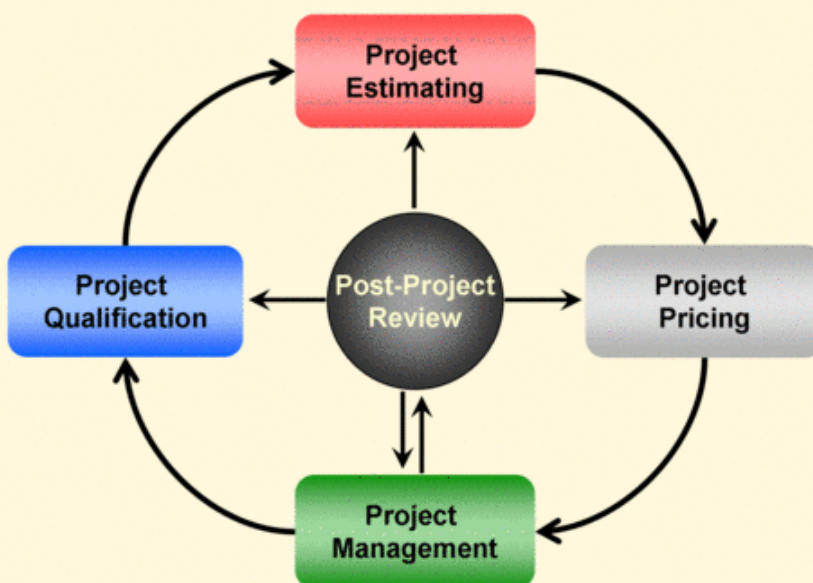


Increase Productivity

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



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



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

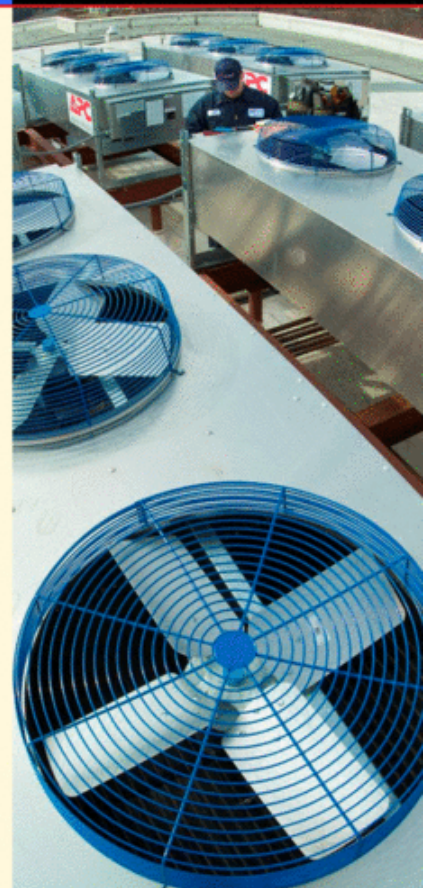
-Peter Drucker

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Service

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**



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National Account Customers

COMFORT SYSTEMS **USA**

CONVERSE

AutoZone

EVERY SEASON STARTS AT
DICK'S
SPORTING GOODS

THE HOME DEPOT

Total Wine & MORE

Pamida

ShopKo

NIKE

Coca-Cola Enterprises

HOT TOPIC

DAVID'S BRIDAL

FRAZEE
FRAZEE PAINT

Sears

RACK ROOM SHOES

SPEEDY CASH

PAGSUN

PETCO.COM
Where the pets go online.

ORIGINS

CARMAX
THE AUTO SUPERSTORE

Eye Care Centers of America, Inc.

TIRE KINGDOM
SERVICE • BRAKES • BATTERIES • MORE

Office DEPOT.

GOLF GALAXY

MC SPORTS

31 *Trademarks and logos are the property of their respective owners.

Green Is Part Of Our Business

- Energy costs drive need for efficiency
- HVAC 30% - 65 % electric usage
- Energy Star (Dept. of Energy/EPA) / LEED (USGBC)
- 2- 4 year pay outs depending on electric rates, usage, age, incentives



Use Our Energy to Save Yours!™

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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



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The Ideal Candidate

- **\$20 million + 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 company**



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Target Markets

(Listed Alphabetically)

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

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Long-Term

- \$40+ billion fragmented industry
- HVAC is 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



What We Do



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Appendices

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Appendix I – GAAP Reconciliation To Adjusted EBITDA (in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Net Income	\$ 1,646	\$ 10,098	\$ 3,573	\$ 17,040
Discontinued Operations	-	300	(762)	480
Income Taxes	515	6,491	1,245	11,221
Other (Income) Expense	6	(9)	(6)	(2)
Interest Expense, net	209	160	430	270
(Gain) Loss on Sale of Assets	(468)	5	(473)	3
Goodwill Impairment	4,446	-	4,446	-
Depreciation and Amortization	3,444	3,307	7,080	6,552
Adjusted EBITDA	\$ 9,798	\$ 20,352	\$ 15,533	\$ 35,564

Note 1: We define adjusted earnings before interest, taxes, depreciation and amortization (“Adjusted EBITDA”) as net income, excluding discontinued operations, income taxes, other (income) expense, interest expense, net, (gain) loss 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, net income, or cash flows as determined under generally accepted accounting principles and as reported us.

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Appendix II – Supplemental Non-GAAP Information (\$ in thousands except per share amounts)



	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Operating Income	\$ 2,376	\$ 17,040	\$ 4,480	\$ 29,009
Goodwill Impairment	4,446	-	4,446	-
Operating Income excluding goodwill impairment	6,822	17,040	8,926	29,009
Interest and other	(215)	(151)	(424)	(268)
Income before income taxes excluding goodwill impairment	6,607	16,889	8,502	28,741
Income tax expense excluding goodwill impairment	2,287	6,491	3,017	11,221
Net income from continuing operations excluding goodwill impairment	\$ 4,320	\$ 10,398	\$ 5,485	\$ 17,520
Earnings per share excluding goodwill impairment	\$ 0.11	\$ 0.27	\$ 0.14	\$ 0.45

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.



Quality People. Building Solutions.

CONTACT:

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Executive Vice President and CFO

1-800-723-8431

bgeorge@comfortsystemsusa.com

www.comfortsystemsusa.com