

**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 15, 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.**

(c) Successor to Chief Executive Officer Named

On November 15, 2011, based on the recommendation of its nominating and corporate governance committee, the Board of Directors (the "Board") of Comfort Systems USA, Inc. (the "Company") formally selected Brian E. Lane, the Company's President and Chief Operating Officer, as the named successor to William F. Murdy as the Company's Chief Executive Officer. The Board anticipates that Mr. Lane will be elected to the position of Chief Executive Officer upon Mr. Murdy's retirement as Chief Executive Officer on December 31, 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. Following his actual appointment to the position of Chief Executive Officer, 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 greater). The Board anticipates that Mr. Lane's base salary will increase to \$500,000 USD effective January 1, 2012, and it is anticipated that 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.

As previously disclosed, following his retirement as Chief Executive Officer and with re-election at the Annual Meeting of Stockholders held in 2012, Mr. Murdy will continue to serve the Company as non-executive Chairman of the Company's Board. As non-executive Chairman of the Board, Mr. Murdy's annual fixed cash compensation will be reduced to a \$125,000 flat director fee.

Attached as Exhibit 99.1 is a copy of a press release of the Company dated November 15, 2011, announcing that the Company's Board has formally selected Mr. Lane as the named successor to Mr. Murdy as the Company's Chief Executive Officer.

**Item 8.01 Other Events**





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CONTACT: William George  
Chief Financial Officer  
(713) 830-9600

**FOR IMMEDIATE RELEASE**

**COMFORT SYSTEMS USA ANNOUNCES SELECTION OF BRIAN E. LANE  
AS FUTURE SUCCESSOR TO POSITION OF CHIEF EXECUTIVE OFFICER**

**Houston, TX — November 15, 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 formally selected Brian E. Lane, the Company’s President and Chief Operating Officer, as the future successor to William F. Murdy as the Company’s Chief Executive Officer.

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. The board anticipates that Mr. Lane will be elected to the position of Chief Executive Officer upon Mr. Murdy’s retirement as Chief Executive Officer on December 31, 2011.

Mr. Murdy, who will continue to serve the Company as non-executive Chairman of the Company’s board of directors in 2012, commented, “This announcement is the culmination of several years of succession planning by the Company’s board of directors. Brian has been actively involved in all the operations of the Company for the last several years and is well respected and liked by our entire operations team. His knowledge and operations experience, along with his energetic enthusiasm, have been and will continue to be tremendous assets for the Company. Comfort Systems has a bright future with Mr. Lane at the helm.”

Mr. Lane added, “I am honored to have been chosen to succeed such a distinguished and respected Chief Executive Officer. Mr. Murdy has led the Company through several challenging economic cycles, and I have learned a great deal from him in my years with Comfort Systems. I look forward to continuing to work with the Company’s many distinguished operators across the country. I think that this will be an exciting time, both for me and for Comfort Systems.”

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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](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 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.*

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CONTACT: William George  
Chief Financial Officer  
(713) 830-9600

**FOR IMMEDIATE RELEASE**

**COMFORT SYSTEMS USA INCREASES STOCK REPURCHASE PROGRAM**

**Houston, TX — November 15, 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 approved an amendment to the Company’s stock repurchase program to increase the shares authorized and remaining as available to purchase back up to 1,000,000 shares by authorizing the Company to acquire up to 1,000,000 additional shares of its outstanding common stock. The Company’s existing stock repurchase program had previously authorized the repurchase of up to 5,600,537 shares of the Company’s outstanding common stock.

Through November 14, 2011, the Company repurchased 5,600,537 shares of the Company’s common stock at an aggregate price of \$61,474,533. This extension of the stock repurchase program will “top off” the plan and permit the Company to repurchase up to an additional 1,000,000 shares of its currently outstanding common stock beyond what had already been purchased as of November 14, 2011.

The share repurchases will be made from time to time at the Company’s discretion in the open market or privately negotiated transactions as permitted by securities laws and other legal requirements, and subject to market conditions and other factors. The Company expects that the share repurchases will be financed with available cash. The Company’s board of directors may modify, suspend, extend, or terminate the program at any time.

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*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 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*

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*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.*

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