

VALMONT INDUSTRIES INC  
 Form 424B2  
 September 10, 2014

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[TABLE OF CONTENTS](#)

[TABLE OF CONTENTS](#)

Filed Pursuant to Rule 424(b)(2)  
 Registration No. 333-198522

#### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
5.00% Senior Notes due 2044	\$250,000,000	99.536%	\$248,840,000	\$32,051
5.25% Senior Notes due 2054	250,000,000	98.680	246,700,000	31,775
<b>Total</b>	\$500,000,000		\$495,540,000	\$63,826

(1) This filing fee is calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended, and relates to Registration Statement No. 333-198522 filed by the Registrant on September 3, 2014.

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Table of Contents

PROSPECTUS SUPPLEMENT

(To prospectus dated September 3, 2014)

**\$500,000,000**

**Valmont Industries, Inc.**

**\$250,000,000 5.00% Senior Notes due 2044**

**\$250,000,000 5.25% Senior Notes due 2054**

We are offering \$250 million aggregate principal amount of 5.00% Senior Notes due 2044 (the "2044 Notes" and \$250 million aggregate principal amount of 5.25% Senior Notes due 2054 (the "2054 Notes" and, together with the 2044 Notes, the "notes"). We will pay interest on the notes on April 1 and October 1 of each year, beginning April 1, 2015. The notes will mature on October 1, 2044 and October 1, 2054.

We may redeem some or all of the notes at any time at the redemption prices described in this prospectus supplement. If a change of control triggering event as described in this prospectus supplement under the heading "Description of Notes Change of Control" occurs, we may be required to offer to purchase the notes from the holders. There is no sinking fund for the notes.

The notes will be fully and unconditionally guaranteed by all of our subsidiaries that guarantee our revolving credit facility. The notes will be our senior unsecured obligations and will rank equally with all of our other senior unsecured indebtedness, including all other unsubordinated debt securities that may be issued under the indenture, from time to time outstanding. The notes will be issued only in registered form in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

**Investing in the notes involves risks that are described in the "Risk Factors" section beginning on page S-7 of this prospectus supplement and included in our periodic reports and other information that we file with the Securities and Exchange Commission. You should carefully read and consider these risk factors before you invest in the notes.**

	<b>Per 2044 Note</b>	<b>Total</b>	<b>Per 2054 Note</b>	<b>Total</b>
Public offering price(1)	99.536%	\$248,840,000	98.680%	\$246,700,000
Underwriting discount	0.875%	\$2,187,500	1.000%	\$2,500,000
Proceeds, before expenses, to us(1)	98.661%	\$246,652,500	97.680%	\$244,200,000

(1) Plus accrued interest from September 22, 2014.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to**

the contrary is a criminal offense.

The notes will be ready for delivery in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System, and Clearstream Banking, société anonyme, on or about September 22, 2014.

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*Joint Book-Running Managers*

**BofA Merrill Lynch**

**J.P. Morgan**

**US Bancorp**

**Wells Fargo Securities**

**Goldman, Sachs & Co.**

*Senior Co-Manager*

**ANZ Securities**

*Co-Managers*

**Morgan Stanley**

**Rabo Securities**

**The Williams Capital Group, L.P.**

The date of this prospectus supplement is September 8, 2014.

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Table of Contents

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**TABLE OF CONTENTS**

	<b>Page</b>
<b>Prospectus Supplement</b>	
<u>About This Prospectus Supplement</u>	<u>ii</u>
<u>Where You Can Find More Information</u>	<u>ii</u>
<u>Notice to European Economic Area Investors</u>	<u>ii</u>
<u>Incorporation of Certain Information by Reference</u>	<u>iii</u>
<u>Forward-Looking Statements</u>	<u>iv</u>
<u>Prospectus Supplement Summary</u>	<u>S-1</u>
<u>Risk Factors</u>	<u>S-7</u>
<u>Use of Proceeds</u>	<u>S-11</u>
<u>Capitalization Table</u>	<u>S-12</u>
<u>Description of the Notes and Guarantees</u>	<u>S-13</u>
<u>Material U.S. Federal Tax Considerations</u>	<u>S-26</u>
<u>Underwriting</u>	<u>S-30</u>
<u>Legal Matters</u>	<u>S-33</u>
<u>Experts</u>	<u>S-34</u>
<b>Prospectus</b>	
<u>About This Prospectus</u>	<u>1</u>
<u>Valmont Industries, Inc.</u>	<u>2</u>
<u>The Subsidiary Guarantors</u>	<u>2</u>
<u>Ratio of Earnings to Fixed Charges</u>	<u>2</u>
<u>Use of Proceeds</u>	<u>3</u>
<u>Description of the Debt Securities and Guarantees</u>	<u>3</u>
<u>Forms of Securities</u>	<u>11</u>
<u>Plan of Distribution</u>	<u>12</u>
<u>Where You Can Find More Information</u>	<u>14</u>
<u>Information Concerning Forward-Looking Statements</u>	<u>15</u>
<u>Legal Matters</u>	<u>15</u>
<u>Experts</u>	<u>15</u>

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Table of Contents

**ABOUT THIS PROSPECTUS SUPPLEMENT**

We provide information to you in two separate documents. The accompanying prospectus provides general information about us and the debt securities we may offer from time to time. This prospectus supplement contains the specific terms of this offering of notes. This prospectus supplement, or the information incorporated by reference in this prospectus supplement, may add, update or change information in the accompanying prospectus. If information contained in this prospectus supplement, or the information incorporated by reference in this prospectus supplement, is inconsistent with the accompanying prospectus, this prospectus supplement, or the information incorporated by reference in this prospectus supplement, will apply and will supersede that information in the accompanying prospectus.

It is important for you to read and consider all information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any free writing prospectus filed by us with the Securities and Exchange Commission ("SEC") in making your investment decision. You should also read and consider the information in the documents we have referred you to under the caption "Where You Can Find More Information" in the accompanying prospectus and under the captions "Where You Can Find More Information" and "Incorporation of Certain Information By Reference" in this prospectus supplement.

Unless otherwise indicated or the context otherwise requires, references in this prospectus supplement to "Valmont," "Company," "we," "us" and "our" refer to Valmont Industries, Inc. and its subsidiaries.

**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports, proxy statements and other information with the SEC under the Securities Exchange Act of 1934, as amended ("Exchange Act"). You may read and copy this information at the following location of the SEC:

Public Reference Room  
100 F Street, N.E.  
Washington, D.C. 20549

You may also obtain copies of this information by mail from the Public Reference Section of the SEC, 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates. You may obtain information on the operation of the SEC's Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet worldwide website that contains reports, proxy statements and other information about issuers like Valmont who file electronically with the SEC. The address of the site is <http://www.sec.gov>.

**NOTICE TO EUROPEAN ECONOMIC AREA INVESTORS**

This prospectus supplement and the accompanying prospectus are not prospectuses for the purposes of the Prospectus Directive (as defined herein) as implemented in member states of the European Economic Area. This prospectus supplement and the accompanying prospectus have each been prepared on the basis that all offers of the notes will be made pursuant to an exemption under the Prospectus Directive from the requirement to produce a prospectus in connection with offers of the notes. Accordingly, any person making or intending to make any offer within the European Economic Area of the notes which are the subject of the offering contemplated in this prospectus supplement and the accompanying prospectus should only do so in circumstances in which no obligation arises for us or any underwriter to produce a prospectus for such offers. The expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure

Table of Contents

in the Relevant Member State and the expression 2010 PD Amending Directive means Directive 2010/73/EU.

The communication of this prospectus supplement and any other document or materials relating to the issue of any notes offered hereby is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the United Kingdom's Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Financial Promotion Order"), or within Article 49(2)(a) to (d) of the Financial Promotion Order, or to any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (all such persons together being referred to as "relevant persons"). In the United Kingdom, the notes offered hereby are only available to, and any investment or investment activity to which this prospectus supplement relates will be engaged in only with, relevant persons. Any person in the United Kingdom that is not a relevant person should not act or rely on this prospectus supplement or any of its contents.

**INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

The SEC allows us to incorporate information into this prospectus supplement "by reference," which means that we can disclose important information to you by referring you to one or more documents filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus supplement, except for any information superseded by information contained directly in this prospectus supplement. These documents contain important information about Valmont and its financial condition, business and results of operations.

We are incorporating by reference the filings of Valmont listed below and any additional documents that we may file with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act on or after the date of the filing of this prospectus supplement and prior to the termination of the offering; provided, however, that we are not incorporating by reference any information furnished (but not filed) under Item 2.02 or Item 7.01 of any Current Report on Form 8-K:

our Annual Report on Form 10-K for the fiscal year ended December 28, 2013 (including the portions of our proxy statement for our 2014 annual meeting of shareholders incorporated by reference therein); and

our Quarterly Reports on Form 10-Q for the quarters ended March 29, 2014 and June 28, 2014; and

our Current Reports on Form 8-K filed with the SEC on February 2, 2014, February 26, 2014, May 8, 2014, May 14, 2014, June 4, 2014, June 25, 2014 and July 1, 2014.

You may obtain any of these documents from the SEC at the SEC's Internet website at <http://www.sec.gov>. You may also obtain a free copy of any of these filings from us by telephoning or writing to us at the following address and telephone number:

Valmont Industries, Inc.  
One Valmont Plaza  
Omaha, Nebraska 68154  
Attention: Corporate Secretary  
Telephone: (402) 963-1000

Table of Contents

**FORWARD-LOOKING STATEMENTS**

Certain statements contained or incorporated by reference in this prospectus supplement and the accompanying prospectus may constitute forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on assumptions that management has made in light of experience in the industries in which the Company operates, as well as management's perceptions of historical trends, current conditions, expected future developments and other factors believed to be appropriate under the circumstances. As you read and consider this prospectus supplement and the accompanying prospectus, you should understand that these statements are not guarantees of performance or results. They involve risks, uncertainties (some of which are beyond the Company's control) and assumptions. Although management believes that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect the Company's actual financial results and cause them to differ materially from those anticipated in the forward-looking statements. These factors include among other things, risk factors described under the caption "Risk Factors" in this prospectus supplement and included from time to time in the Company's reports to the SEC, including in materials incorporated herein or therein, as well as future economic and market circumstances, industry conditions, company performance and financial results, operating efficiencies, availability and price of raw materials, availability and market acceptance of new products, product pricing, domestic and international competitive environments, and actions and policy changes of domestic and foreign governments. The Company cautions that any forward-looking statement included or incorporated by reference in this prospectus supplement or the accompanying prospectus is made as of the date of this prospectus supplement, the accompanying prospectus or the incorporated document, as applicable, and the Company does not undertake to update any forward-looking statement except as required by applicable law or regulation.

Table of Contents

**PROSPECTUS SUPPLEMENT SUMMARY**

*The following summary highlights information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. It may not contain all of the information that you should consider before investing in the notes. You should carefully read this entire prospectus supplement, as well as the accompanying prospectus and the documents incorporated by reference herein and therein that are described under "Where You Can Find More Information" and "Incorporation of Certain Information By Reference" and any other documents to which we have referred.*

**VALMONT INDUSTRIES, INC.**

We are a diversified global producer of fabricated metal products and are a leading producer of steel and aluminum pole, tower and other structures in our engineered infrastructure products segment and steel and concrete pole structures in our utilities support structures segment, and a global producer of mechanized irrigation systems in our irrigation segment. We also provide metal coating services, including galvanizing, painting and anodizing in our coatings business.

Our products sold through the engineered support products segment include outdoor lighting and traffic control fixtures, wireless communication equipment, structure and components and roadway safety and industrial access systems. Our pole structures sold through our utilities support structures segment support electrical transmission and distribution lines and related power distribution equipment. Our irrigation segment produces mechanized irrigation equipment that delivers water, chemical fertilizers and pesticides to agricultural crops. Customers and end-users of our products include state and federal governments, contractors, utility and telecommunications companies, manufacturers of commercial lighting fixtures and large farms as well as the general manufacturing sector. In 2013, approximately 37% of our total sales were either sold in markets or produced by our manufacturing plants outside of North America.

We are a Delaware corporation with principal executive offices at One Valmont Plaza, Omaha, Nebraska 68154. Our telephone number is (402) 963-1000 and our Internet website is [www.valmont.com](http://www.valmont.com). Except for the documents incorporated by reference in this prospectus supplement and the accompanying prospectus as described under the "Incorporation of Certain Information By Reference" heading in this prospectus supplement and under the "Where You Can Find More Information" heading in the accompanying prospectus, the information and other content contained on our website are not incorporated by reference in this prospectus supplement or the accompanying prospectus, and you should not consider them to be a part of this prospectus supplement or the accompanying prospectus.

*Recent Developments*

On September 8, 2014, we announced a tender offer for up to \$200 million of our \$450 million aggregate principal amount of 6.625% senior unsecured notes due 2020 (the "2020 Notes").

We are in discussions with our lenders about the potential to increase the availability under our revolving credit facility from \$400 million to \$600 million and to extend the maturity date from 2017 to 2019.



Table of Contents

**THE OFFERING**

*The following summary contains basic information about the notes in this offering and is not intended to be complete. It does not contain all of the information that may be important to you. For a more detailed description of the notes, please refer to the section entitled "Description of the Notes and Guarantees" in this prospectus supplement and the section entitled "Description of Debt Securities and Guarantees" in the accompanying prospectus.*

Issuer	Valmont Industries, Inc.
Notes Offered	\$250 million aggregate principal amount of 5.00% Senior Notes due 2044 and \$250 million aggregate principal amount of 5.25% Senior Notes due 2054.
Maturity	The notes will mature on October 1, 2044 and October 1, 2054.
Interest Rate	The notes will accrue interest from September 22, 2014 at the rate of 5.00% per year for the 2044 Notes and 5.25% per year for the 2054 Notes.
Interest Payment Dates	April 1 and October 1 of each year, commencing on April 1, 2015.
Ranking	The notes will be our senior unsecured obligations and will rank equally with all of our other senior unsecured indebtedness, including all other unsubordinated debt securities that may be issued under the indenture, from time to time outstanding. The indenture does not restrict the issuance by us or our subsidiaries of senior unsecured indebtedness. See "Description of the Notes and Guarantees."
Guarantees	The notes will be fully and unconditionally guaranteed by the guarantors, which currently consist of the same subsidiaries that guarantee our revolving credit facility. The notes will cease to be guaranteed by a subsidiary if such subsidiary is released from its guarantees of our other indebtedness and such other guarantees have been released other than through discharges as a result of payment by such subsidiary on such guarantees.
Form and Denomination	The notes will be issued in fully registered form in denominations of \$2,000 or integral multiples of \$1,000 in excess thereof.
Further Issues	We may create and issue additional notes ranking equally and ratably with the notes offered by this prospectus supplement in all respects and having the same terms, so that such further notes will be consolidated and form a single series with the notes offered by this prospectus supplement and the existing notes. See "Description of the Notes and Guarantees Further Issues."

Table of Contents

Optional Redemption	<p>We may redeem the 2044 Notes prior to April 1, 2044 (six months prior to the maturity date), or the 2054 Notes prior to April 1, 2054 (six months prior to the maturity date), in whole or in part, at any time and from time to time at 100% of their principal amount plus a make-whole premium and accrued and unpaid interest, if any, to, but not including, the date of redemption. See "Description of the Notes and Guarantees Optional Redemption."</p> <p>At any time on or after April 1, 2044 (six months prior to the maturity date), we may also redeem the 2044 Notes at our option, in whole at any time or in part from time to time, at a redemption price equal to 100% of the principal amount of the 2044 Notes to be redeemed plus, in each case, accrued and unpaid interest on the notes to the date of redemption. See "Description of the Notes and Guarantees Optional Redemption."</p> <p>At any time on or after April 1, 2054 (six months prior to the maturity date), we may also redeem the 2054 Notes at our option, in whole at any time or in part from time to time, at a redemption price equal to 100% of the principal amount of the 2054 Notes to be redeemed plus, in each case, accrued and unpaid interest on the notes to the date of redemption. See "Description of the Notes and Guarantees Optional Redemption."</p>
Change of Control Offer	<p>If a Change of Control Triggering Event (as defined herein) occurs, we will be required to make an offer to purchase the notes. See "Description of the Notes and Guarantees Change of Control Offer."</p>
Certain Covenants	<p>The indenture governing the notes contains covenants that restrict our ability, with certain exceptions, to: (i) incur debt secured by liens; and (ii) engage in sale and leaseback transactions. See "Description of the Notes and Guarantees Material Covenants."</p>
Use of Proceeds	<p>We expect to receive net proceeds, after deducting underwriting discounts but before deducting other offering expenses, of approximately \$490,852,500 from this offering. We intend to use a portion of the net proceeds from this offering to purchase up to \$200 million of our 2020 Notes in a partial tender offer commenced on September 8, 2014. The remaining net proceeds not so applied will be used for general corporate purposes, including stock repurchases. See "Use of Proceeds."</p>
Risk Factors	<p>Investing in the notes involves risk. See "Risk Factors" beginning on page S-6 of this prospectus supplement and in the documents incorporated by reference herein for a discussion of certain risks you should consider in connection with an investment in the notes.</p>

Table of Contents

**SUMMARY HISTORICAL FINANCIAL DATA OF VALMONT INDUSTRIES, INC.**

The following table sets forth summary historical financial data of Valmont as of the dates and for the periods indicated. We have derived the summary historical consolidated statement of operations data for the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011 and the summary historical consolidated balance sheet data as of December 28, 2013 and December 29, 2012 from the audited consolidated financial statements of Valmont contained in our Annual Report on Form 10-K for the fiscal year ended December 28, 2013 and incorporated by reference in this prospectus supplement and the accompanying prospectus. We have derived the summary historical consolidated statement of operations data for the fiscal years ended December 25, 2010 and December 26, 2009 and the summary historical consolidated balance sheet data as of December 31, 2011, December 25, 2010 and December 26, 2009 from the audited consolidated financial statements of Valmont contained in our Annual Reports on Form 10-K for the fiscal years ended December 31, 2011, December 25, 2010 and December 26, 2009, respectively, which reports are not incorporated by reference in this prospectus supplement and the accompanying prospectus. We have derived the summary historical consolidated statement of operations data for the six month periods ended June 28, 2014 and June 29, 2013 and the summary historical consolidated balance sheet data as of June 28, 2014 from the unaudited condensed consolidated financial statements of Valmont contained in our Quarterly Report on Form 10-Q for the quarter ended June 28, 2014 and incorporated by reference in this prospectus supplement and the accompanying prospectus. We have derived the summary historical consolidated balance sheet data as of June 29, 2013 from the unaudited condensed consolidated financial statements of Valmont contained in our Quarterly Report on Form 10-Q for the quarter ended June 29, 2013, which report is not incorporated by reference in this prospectus supplement and the accompanying prospectus.

You should read the information contained in this table in conjunction with the historical audited and unaudited consolidated financial statements of Valmont, the accompanying notes and the "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in our Annual Report on Form 10-K for the fiscal year ended December 28, 2013, and our Quarterly

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Table of Contents

Report on Form 10-Q for the quarter ended June 28, 2014, both of which are incorporated by reference in this prospectus supplement and the accompanying prospectus.

	Six Months Ended		Fiscal Years Ended				
	June 28, 2014	June 29, 2013	December 28, 2013	December 29, 2012	December 31, 2011 (3)	December 25, 2010 (2)	December 26, 2009
<b>(in thousands, except per share amounts)</b>							
<b>Statement of Operations Data:</b>							
Net sales	\$ 1,594,339	\$ 1,698,289	\$ 3,304,211	\$ 3,029,541	\$ 2,661,480	\$ 1,975,505	\$ 1,786,601
Gross profit	427,459	496,840	945,228	802,456	666,810	519,574	532,014
Operating income	203,624	262,455	473,069	382,296	263,310	178,413	237,994
Earnings before income taxes and equity in earnings of nonconsolidated subsidiaries	186,530	251,124	449,417	359,290	233,757	152,982	226,084
Net earnings attributable to Valmont Industries, Inc.(1)	119,956	167,132	278,489	234,072	228,308	94,379	150,562
Basic earnings per share	4.50	6.28	10.45	8.84	8.67	3.62	5.80
Diluted earnings per share	4.46	6.22	10.35	8.75	8.60	3.57	5.73
Cash dividends per share	0.625	0.475	0.975	0.855	0.705	0.645	0.580
<b>Cash Flow Data:</b>							
Net cash flows from operations	\$ 91,851	\$ 175,593	\$ 396,442	\$ 197,097	\$ 149,671	\$ 152,220	\$ 349,520
Net cash flows from investing activities	(169,263)	(68,489)	(131,721)	(136,692)	(84,063)	(262,713)	(43,595)
Net cash flows from financing activities	(90,383)	(10,602)	(37,380)	(16,355)	(45,911)	269,685	(198,400)
<b>Other Financial Data:</b>							
EBITDA(4)	\$ 248,916	\$ 303,674	\$ 546,208	\$ 462,417	\$ 343,633	\$ 239,997	\$ 283,964
Cash paid for interest	16,564	16,329	32,655	31,276	34,176	26,268	16,661
Depreciation and amortization	43,368	38,186	77,436	70,218	74,560	59,633	44,748
Capital expenditures	46,991	54,258	106,753	97,074	83,069	36,092	44,129
<b>Balance Sheet Data (at end of period):</b>							
Cash and cash equivalents	455,927	490,477	613,706	414,129	362,894	346,904	180,786
Working capital	1,096,295	1,102,631	1,161,260	1,013,507	844,873	747,312	458,605
Total assets	2,858,604	2,651,623	2,776,494	2,568,551	2,306,076	2,090,743	1,302,169
Total debt	496,171	488,123	490,133	486,192	486,053	477,658	172,382
Total Valmont Industries, Inc. shareholders' equity	1,582,269	1,445,890	1,522,025	1,349,912	1,146,962	915,892	786,261
<b>Supplemental Data:</b>							
Ratio of earnings to fixed charges(5)	9.85	13.17	11.87				