

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

INTEGRATED ELECTRICAL SERVICES, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

76-0542208  
(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

515 POST OAK BOULEVARD, SUITE 450  
HOUSTON, TEXAS 77027  
(ADDRESS, INCLUDING ZIP CODE, OF PRINCIPAL EXECUTIVE OFFICES)

INTEGRATED ELECTRICAL SERVICES, INC.  
1997 STOCK PLAN  
(FULL TITLE OF THE PLAN)

JOHN F. WOMBWELL  
515 POST OAK BOULEVARD, SUITE 450  
HOUSTON, TEXAS 77027  
(713) 860-1500  
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,  
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT OF REGISTRATION FEE
Common Stock \$.01 Par Value Per Share	2,400,000 Shares	\$5.6875	\$ 13,650,000	\$ 3,604

(1) The number of Shares of Common Stock registered herein is subject to adjustment to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act, based upon the average of the high and low prices of the Registrant's Common Stock on the New York Stock Exchange on March 10, 2000 as reported in the Wall Street Journal on March 13, 2000.

## PART I

## INFORMATION REQUIRED IN SECTION 10(A) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act of 1933 (the "Securities Act") and the Note to part I of Form S-8.

## PART II

## INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement on Form S-8 is being filed by Integrated Electrical Services, Inc. (the "Company"), solely to register additional securities. In accordance with General Instruction E of Form S-8, the Company hereby incorporates by reference the contents of the Company's registration statement on Form S-8 (333-45449) relating to the 1997 Stock Plan, as amended.

## ITEM 8. EXHIBITS.

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of Amendment No. 1 to the Company's Registration Statement on Form S-1 (No. 333-38715)).
4.2	Bylaws (incorporated by reference to Exhibit 3.2 of Amendment No. 1 to the Company's Registration Statement on Form S-1 (No. 333-38715)).
4.3	Integrated Electrical Services, Inc. 1997 Stock Plan (incorporated by reference to Exhibit 10.4 of Amendment No. 1 to the Company's Form S-1 (No. 333-38715)).
4.4	Annual Report on Form 10-K for the year ended September 30, 1999 (incorporated by reference).
5.1*	Opinion of Andrews & Kurth L.L.P. as to the legality of the shares being registered.
23.1* --	Consent of Andrews & Kurth L.L.P. (Included in Exhibit 5.1)
23.2* --	Consent of Arthur Andersen, LLP
24.1	Powers of Attorney (set forth on the signature page contained in Part II of this Registration Statement.

-----  
\*filed herewith

## SIGNATURES

## THE REGISTRANT

Pursuant to the requirements of the Securities Act, Integrated Electrical Services, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas on November 10, 1999.

INTEGRATED ELECTRICAL SERVICES, INC.  
(Registrant)

By: /s/ Jim P. Wise

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Jim P. Wise, Chief Executive Officer  
and Director

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of INTEGRATED ELECTRICAL SERVICES, INC. (the "Company") hereby constitutes and appoints Jim P. Wise, Stanley H. Florance, John F. Wombwell, or either of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, with full power of substitution, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file this Registration Statement under the Securities Act of 1933, as amended, and any or all amendments (including, without limitation, post-effective amendments), with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same, as fully to all intents and purposes as he himself might or could do, if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BELOW BY THE FOLLOWING PERSONS IN THE CAPACITIES INDICATED ON NOVEMBER 10, 1999, EXCEPT FOR MR. FLORANCE AND MR. DEPASCAL WHO SIGNED ON MARCH 1, 2000.

Signature

Title

/s/ C. Byron Snyder

Chairman of the Board of Directors

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C. Byron Snyder

/s/ Jon Pollock ----- Jon Pollock	Vice Chairman of the Board of Directors
/s/ Jim P. Wise ----- Jim P. Wise	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Jerry Mills ----- Jerry Mills	Director
/s/ Ben L. Mueller ----- Ben L. Mueller	Senior Vice President, Chief Operating Officer and Director
/s/ Stanley H. Florance ----- Stanley H. Florance	Senior Vice President, Chief Financial Officer (Principal Financial Officer)
/s/ Richard Muth ----- Richard Muth	Director
/s/ Alan R. Sielbeck ----- Alan R. Sielbeck	Director
/s/ Robert Stalvey ----- Robert Stalvey	Director
/s/ Richard L. Tucker ----- Richard L. Tucker	Director
/s/ Bob Weik ----- Bob Weik	Director
----- Donald Paul Hodel	Director
/s/ Neil DePascal ----- Neil DePascal	Vice President, Chief Accounting Officer (Principal Accounting Officer)

## EXHIBIT INDEX

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4.2	Bylaws (incorporated by reference to Exhibit 3.2 of the Company's Form 10-K for the year ended September 30, 1999 filed with the SEC on December 16, 1999).
4.3	Integrated Electrical Services, Inc. 1997 Director Stock Plan (incorporated by reference to Exhibit 10.4 of Amendment No. 1 to the Company's Registration Statement on Form S-1 (No. 333-38715)).
5.1*	Opinion of Andrews & Kurth L.L.P. as to the legality of the shares being registered.
23.1*	Consent of Andrews & Kurth L.L.P. (Included in the opinion filed as Exhibit 5.1 to this registration Statement).
23.2*	Consent of Arthur Andersen, LLP.
24.1	Powers of Attorney (set forth on the signature page contained in Part II of this Registration Statement).

-----  
\*filed herewith

[ANDREWS & KURTH L.L.P. LETTERHEAD]

Exhibit 5.1

March 13, 2000

Board of Directors  
Integrated Electrical Services, Inc.  
515 Post Oak Boulevard, Suite 450  
Houston, Texas 77027

Gentlemen:

We have acted as counsel to Integrated Electrical Services, Inc. (the "Company") in connection with the Company's Registration Statement on Form S-8 (the "Registration Statement") relating to the registration under the Securities Act of 1933, as amended, of the issuance of up to an additional 2,400,000 shares (the "Shares") of the Company's common stock, \$0.01 par value, pursuant to the Company's 1997 Stock Plan (the "Plan").

In connection herewith, we have examined copies of such statutes, regulations, corporate records and documents, certificates of public and corporate officials and other agreements, contracts, documents and instruments as we have deemed necessary as a basis for the opinion hereinafter expressed. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the original documents of all documents submitted to us as copies. We have also relied, to the extent we deem such reliance proper, upon information supplied by officers and employees of the Company with respect to various factual matters material to our opinion.

Based upon the foregoing and having due regard for such legal considerations as we deem relevant, we are of the opinion that the Shares have been duly authorized, and that such Shares will, when issued in accordance with the terms of the Plan, be validly issued, fully paid and nonassessable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ ANDREWS & KURTH L.L.P.

## CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated November 9, 1999 included in Integrated Electrical Services, Inc.'s Annual Report on Form 10-K for the year ended September 30, 1999, and to all references to our Firm included in this Form S-8 Registration Statement.

/s/ ARTHUR ANDERSEN LLP

Houston, Texas  
March 14, 2000