MASTEC INC
Form PRE 14A
March 24, 2009

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant þ
Filed by a Party other than the Registrant o
Check the appropriate box:

þ Preliminary Proxy Statement
o Confidential, for Use of the Commission only (as permitted by Rule 14a-6(e) (2))
o Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material Pursuant to Rule 14a-12

MASTEC, INC.
(Name of Registrant as Specified in Its Charter)

N/A
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

þ No fee required

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MasTec, Inc.
800 S. Douglas Road, 12th Floor
Coral Gables, Florida 33134
(305) 599-1800

NOTICE OF 2009 ANNUAL MEETING OF SHAREHOLDERS

To our shareholders:

The 2009 Annual Meeting of Shareholders of MasTec, Inc. will be held on Thursday, May 14, 2009 at 9:30 a.m. local time, at the Douglas Entrance Building, South Tower, located at 806 S. Douglas Road, the 10th Floor, Royal Poinciana Conference Room, Coral Gables, Florida 33134. At the Annual Meeting, shareholders will be asked to vote on the following proposals:

1. The election of Jose R. Mas and John Van Heuvelen as Class II directors to serve until the 2012 Annual Meeting of Shareholders;

2. The amendment of our Amended and Restated Articles of Incorporation to increase the number of authorized shares of our common stock to 145,000,000; and

3. Such other business as may properly be brought before the Annual Meeting, and at any adjournments or postponements of the Annual Meeting.

The proposals are discussed more fully in the Proxy Statement accompanying this notice. Shareholders of record at the close of business on March 10, 2009 are entitled to notice of and to vote at the Annual Meeting and at any adjournments or postponements of the Annual Meeting.

Pursuant to the rules and regulations adopted by the Securities and Exchange Commission, we are providing access to our proxy materials over the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials on or about April , 2009 to MasTec s shareholders of record on March 10, 2009. The Notice of Internet Availability of Proxy Materials contains instructions for your use of this process, including how to access our Proxy Statement and Annual Report and how to vote online. In addition, the Notice of Internet Availability of Proxy Materials contains instructions on how you may (i) receive a paper copy of the Proxy Statement and Annual Report or (ii) elect to receive your Proxy Statement and Annual Report over the Internet.

We encourage you to attend the Annual Meeting. Whether or not you plan to attend in person, it is important that your shares be represented and voted at the Annual Meeting. You may vote your shares over the Internet. If you received a paper copy of the proxy card by mail, please mark, sign, date and promptly return the card in the self-addressed stamped envelope provided. Instructions regarding the methods of voting are contained in the Proxy card. Voting over the Internet, by telephone or by mailing a proxy card will not limit your right to attend the Annual Meeting and vote your shares in person.

By Order of the Board of Directors,

Jose R. Mas, President and Chief Executive Officer
Coral Gables, Florida

April 2009

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PROXY STATEMENT

2009 ANNUAL MEETING OF SHAREHOLDERS OF MASTEC, INC.

QUESTIONS AND ANSWERS ABOUT OUR ANNUAL MEETING

Why did I receive this proxy?

The Board of Directors of MasTec, Inc. is furnishing this Proxy Statement to solicit proxies on its behalf to be voted at the 2009 Annual Meeting of Shareholders of MasTec to be held at the Douglas Entrance Building, South Tower, located at 806 S. Douglas Road, 10th Floor, Royal Poinciana Conference Room, Coral Gables, Florida 33134, on Thursday, May 14, 2009, at 9:30 a.m. local time. This Proxy Statement summarizes the information you need to know to vote by proxy or in person at the Annual Meeting. You do not need to attend the Annual Meeting in person in order to vote.

When was this proxy statement first sent or given to security holders?

We will begin mailing the notice of availability of these proxy materials on or about April 2009 to shareholders of record at the close of business on March 10, 2009.

Who is entitled to vote?

Only holders of record of shares of our common stock at the close of business on, the record date are entitled to notice of and to vote at the Annual Meeting or any adjournment or postponement of the meeting. On the record date, 75,529,619 shares of common stock were outstanding and eligible to be voted at the Annual Meeting and there were 3,491 record shareholders.

What is the quorum for the meeting?

The presence, in person or by proxy, of a majority of the shares of common stock entitled to vote is necessary to constitute a quorum at the Annual Meeting. No business may be conducted at the Annual Meeting if a quorum is not present. If less than a majority of outstanding shares entitled to vote are represented at the Annual Meeting, a majority of the shares so represented may adjourn the Annual Meeting to another date, time or place. Notice need not be given of the new date, time or place if announced at the meeting before an adjournment is taken.

How many votes do I have?

The securities that can be voted at the Annual Meeting are our common stock, with each share entitling its owner to one vote on all matters brought before the Annual Meeting.

How do shareholders of record vote?

If your shares of our common stock are registered directly in your name, you are considered a shareholder of record and you will receive your Notice of Internet Availability of Proxy Materials directly from us.

For shareholders of record, voting instructions submitted via mail, telephone or the Internet must be received by Bowne, independent tabulator, by 11:59 p.m. Eastern Time on May 13, 2009. Submitting your vote via mail, telephone or the Internet will not affect your right to vote in person should you decide to attend the Annual Meeting.

The Internet and telephone voting procedures available to you are designed to authenticate shareholders identities, to allow shareholders to give their voting instructions and to confirm that shareholders instructions have been recorded properly. Shareholders voting via the Internet or telephone should understand that there may be costs associated with voting in this manner, such as usage charges from Internet access providers and telephone companies that must be borne by the shareholder.

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To vote in person, if you are a registered shareholder, attend the Annual Meeting, bring proof of identity, and deliver your completed Proxy card or ballot in person.

How do I vote my shares in person if they are held by my broker?

If you hold your shares of common stock through a broker, bank, or other financial institution, you are considered the beneficial owner of shares held in street name and you will receive instructions on how to vote from your broker, bank or other institution. If you hold shares of our common stock in street name and wish to vote in person at the meeting, you must present a recent proxy validating your ownership of the shares of common stock you intend to vote from your bank, broker or other nominee that holds as of the record date your shares of common stock. You will also need proof of identity for entrance to the meeting.

How do I vote my shares that are held in my 401(K) Retirement Plan?

All persons who have shares of our common stock allocated to their accounts as participants or beneficiaries under the MasTec, Inc. 401(k) Retirement Plan (the 401(k) Plan) may instruct Prudential Bank & Trust, which acts as the Trustee for the 401(k) Plan, to vote the shares of common stock held for their account as participants or beneficiaries of the 401(k) plan. You can instruct the voting of your stock by requesting a voting instruction card to sign, date, and return or submitting your vote by telephone or through the Internet. Please see the Notice of Internet Availability of Proxy Materials we sent to you or this proxy statement for specific instructions on how to provide voting instructions by any of these methods. Please note that your voting instructions for stock you hold in the 401(k) Plan must be returned by 11:59 p.m. Eastern Time on May 13, 2009. In the event no voting instruction card is received from a participant or beneficiary or a voting instruction card is received without instructions, or in the event shares are not yet allocated to any participant s account, those shares will not be voted for any of the proposals. The Trustee does not know of any other business to be brought before the Annual Meeting but it is intended that, if any other matters properly come before the Annual Meeting, the Trustee as proxy will vote upon such matters according to its judgment.

Any 401(k) Plan participant or beneficiary who executes and delivers a proxy card may revoke it at any time prior to its use by executing and delivering a duly executed voting instruction card bearing a later date or by giving written notice to the Trustee. Under the terms of the 401(k) Plan, the Trustee is required to vote the shares held for the accounts of the participants or their beneficiaries in the 401(k) Plan in accordance with the instructions noted thereon, and only the Trustee of the 401(k) Plan can vote the shares allocated to the accounts of participants, even if such participants or their beneficiaries attend the Annual Meeting in person.

What am I voting on?

At the Annual Meeting, our shareholders will be asked to vote on the following proposals:

- The election of Jose R. Mas and John Van Heuvelen as Class II Directors to serve until the 2012 Annual Meeting of Shareholders;

- The amendment of our Amended and Restated Articles of Incorporation to increase the number of authorized shares of our common stock, to 145,000,000; and

- Such other business as may properly be brought before the Annual Meeting, and at any adjournments or postponements of the Annual Meeting.

What vote is required to pass Proposal No. 1 and Proposal No. 2 at the Annual Meeting?

If a quorum is present, directors will be elected pursuant to the affirmative vote of a plurality of the shares of common stock voting in person or represented by proxy at the Annual Meeting, which means that the two nominees who receive the most affirmative votes will be elected to the Board of Directors. In voting to elect nominees to the Board of Directors, shareholders may vote in favor of all the nominees or any individual nominee or withhold their votes as to all the nominees or any individual nominee.

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For the approval of the amendment to our Amended and Restated Articles of Incorporation to increase the number of our authorized common stock, a majority of the shares present and voting at the meeting must approve the action.

As of March 10, 2009, our directors and executive officers beneficially owned or controlled approximately 23,516,963 shares of our common stock (2,245,534 of which are shares beneficially owned through options exercisable within 60 days), constituting approximately 30% of the outstanding common stock.. We believe that these holders will vote their shares of common stock in favor of the nominees for directors and Proposal No. 2 to increase our authorized common stock.

How are abstentions and broker non-votes treated?

Pursuant to Florida law, abstentions and broker non-votes are counted as present for purposes of determining the presence of a quorum. For purposes of the election of directors and Proposal No. 2 to increase our authorized common stock, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote. A broker non-vote occurs when a broker who holds shares in street name for a customer does not have authority to vote on certain non-routine matters under the rules of the New York Stock Exchange because its customer has not provided any voting instructions on the matter. Under the rules of the New York Stock Exchange, brokerage firms may have the authority to vote their customers shares on certain routine matters for which they do not receive voting instructions, including Proposal No. 1 and Proposal No. 2. Therefore, brokerage firms may have the authority to vote all shares of our common stock that they hold with respect to the proposal to elect the director nominees named in this proxy statement even if they do not receive specific voting instructions from their customers. In addition, if other matters are properly brought before the meeting and they are not considered routine under the applicable New York Stock Exchange rules, shares held by brokerage firms will not be voted on such non-routine matters by the brokerage firms unless they have received voting instructions and, accordingly, any such shares will be broker non-votes.

Will there be any other items of business on the agenda?

The Board of Directors does not know of any other matters that may be brought before the Annual Meeting nor does it foresee or have reason to believe that proxy holders will have to vote for substitute or alternate nominees for election to the Board of Directors. In the event that any other matter should come before the Annual Meeting or any nominee is not available for election, the persons named in the proxy that is submitted via the Internet, phone or mail will have discretionary authority to vote all proxies unless otherwise specified to the contrary with respect to such matters in accordance with recommendation of the Board of Directors.

What happens if I submit or return my proxy card without voting?

When the proxy is properly submitted via the Internet or phone or executed and returned, the shares it represents will be voted at the Annual Meeting in accordance with your directions. If the proxy is submitted or returned with no direction, **the proxy will be voted for:**

The election of the director nominees listed in Proposal No. 1 Election of Directors , and

The approval of the Amended and Restated Articles of Incorporation to increase the number of authorized shares of our common stock as set forth in Proposal No. 2 - Increase of Authorized Common Stock .

Can I change my vote after I have voted?

A proxy given pursuant to this solicitation may be revoked at any time prior to its exercise by:

Written notice delivered to our Corporate Secretary at MasTec, Inc., 800 S. Douglas Road, 12th Floor, Coral Gables, Florida 33134,

Executing and delivering to our Corporate Secretary a proxy with a later date,

Attending the Annual Meeting and voting in person, or

Submitting a telephonic or electronic vote with a later date.

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With respect to telephonic or electronic votes, the last vote transmitted will be the vote counted. Attendance at the Annual Meeting will not, in itself, constitute revocation of a proxy.

Will anyone contact me regarding this vote?

No arrangements or contracts have been made with any solicitors as of the date of this Proxy Statement, although we reserve the right to engage solicitors if we deem them necessary. Such solicitations may be made by mail, telephone, facsimile, e-mail or personal interviews. In addition, we reserve the right to solicit proxies through our directors, officers and employees in person and by telephone or facsimile.

Brokerage firms, nominees, custodians and fiduciaries also may be requested to forward proxy materials to the beneficial owners of shares held as of the record date by them.

Who has paid for this proxy solicitation?

All expenses incurred in connection with the solicitation of proxies, including the printing and mailing of this Proxy Statement should you request a printed copy of the proxy materials, will be borne by MasTec.

How do I obtain a list of MasTec s shareholders?

A list of MasTec s shareholders as of March 10, 2009, the record date for the Annual Meeting, will be available for inspection at our corporate headquarters located at 800 S. Douglas Road, 12th Floor, Coral Gables, Florida, 33134 during normal business hours during the 10-day period prior to the Annual Meeting.

How do I submit a proposal for the 2010 Annual Meeting?

Under our bylaws, no business, may be brought before an annual meeting unless it is specified in the notice of the meeting or is otherwise brought before an annual meeting by or at the direction of our Board of Directors or, in the case of business other than director nominations, by a shareholder entitled to vote who has delivered written notice as specified by our bylaws. Under our bylaws, MasTec must receive any eligible proposal from an eligible shareholder intended to be presented at the 2010 Annual Meeting of Shareholders on or before December 4, 2009 for the proposal to be properly brought before the meeting. This same deadline also applies for any shareholder proposal to be eligible for inclusion in our Proxy Statement and Proxy related to that meeting. Any notice regarding any shareholder proposal must include the information specified in Article I, Section 9 of our bylaws. If a shareholder fails to comply with Article I, Section 9 of our bylaws or notifies MasTec after December 4, 2009 of an intent to present any proposal at MasTec s 2010 Annual Meeting of Shareholders, irrespective of whether the shareholder is seeking to include the proposal in the Company s Proxy Statement and Proxy, the proposal will not be considered properly brought before the meeting. A copy of our bylaw requirements will be provided upon written request to: MasTec Legal Department, 800 S. Douglas Road, 12th Floor, Coral Gables, Florida, 33134.

PROPOSAL NO. 1: ELECTION OF DIRECTORS

The Board of Directors has nominated Jose R. Mas and John Van Heuvelen, to stand for election as Class II directors at the Annual Meeting, to hold office until the 2012 Annual Meeting and until their respective successors are elected and qualified. All of the director nominees are incumbent directors. Mr. Mas had previously been designated a Class I director. In March of 2009, the Board of Directors determined to reclassify Mr. Mas as a Class II director in order to comply with Section 304 of the NYSE Listed Company Manual as the resignation of Austin Shanfelter, a former director, in December 2008 resulted in the Company s classes of directors not being of approximately equal size.

The Board of Directors currently is composed of eight directors elected in three classes, with three Class I, two Class II, and three Class III directors. Directors in each class hold office for three-year terms. The terms of the classes are staggered so that the term of only one class terminates each year. The terms of the current Class II directors expire at the Annual Meeting. If elected, the nominees for Class II directors will serve until the 2012 Annual Meeting of Shareholders. The terms of the Class I directors expire at the 2011 Annual Meeting of Shareholders and the terms of the Class III directors expire at the 2010 Annual Meeting of Shareholders.

Additional background information regarding the nominees for election is provided below. MasTec has no reason to believe that any of these nominees will refuse or be unable to serve as a director if elected; however, if any of the nominees is unable to serve, each proxy that does not direct otherwise will be voted for a substitute nominee designated by the Board of Directors.

The Board of Directors recommends that you vote FOR each of the nominees named above. Unless otherwise indicated, all proxies will be voted FOR the election of each of the nominees for election as a Class II director named above.

Information as to Nominees and Other Directors

Nominees for Class II Directors

José R. Mas, 37, has been our President and Chief Executive Officer since April 2007. Mr. Mas served as MasTec s Vice Chairman of the Board and Executive Vice President Business Development from August 2001 until March 2007. Mr. Mas started with MasTec in 1992, and from 1999 until 2001 he was head of MasTec s Communications Service Operation. Mr. Mas is the brother of Jorge Mas, our Chairman of the Board.

John Van Heuvelen, 62, has been a member of our Board of Directors since June 2002. Mr. Van Heuvelen spent 13 years with Morgan Stanley and Dean Witter Reynolds in various executive positions in the mutual fund, unit investment trust and municipal bond divisions before serving as president of Morgan Stanley Dean Witter Trust Company from 1993 until 1999. Since 1999, Mr. Van Heuvelen has been a private investor based in Denver, Colorado. His investment activities have included private telecom and technology firms, where he still remains active.

Class III Directors

Robert J. Dwyer, 65, joined our Board of Directors in October 2004. Mr. Dwyer retired in 1999. Prior to 1999, Mr. Dwyer spent 17 years with Morgan Stanley and Dean Witter Reynolds in various executive positions. Mr. Dwyer is a private investor. He currently serves as a director of Bny/Ivy Multi-Strategy Hedge Fund, LLC., Bimini Capital Management, Inc. and Mellon Optima L/S Strategy Fund, LLC. Mr. Dwyer has numerous charitable and civic interests.

Frank E. Jaumot, 52, joined our Board of Directors in September 2004. Mr. Jaumot has been the Director of Accounting and Auditing for the certified public accounting firm of Ahearn, Jasco and Company, P.A. since 1991. From 1979 to 1991, Mr. Jaumot was associated with Deloitte & Touche LLP. Mr. Jaumot is a certified public accountant in Florida and Ohio and is a member of the American Institute of Certified Public Accountants and the Florida Institute of Certified Public Accountants. He also is a member of the Board of Directors for Junior Achievement of South Florida and Protective Products of America, Inc.

Jose S. Sorzano, 68, has been a member of our Board of Directors since October 1995. Mr. Sorzano has been Chairman of The Austin Group, Inc., an international corporate consulting firm, since 1989, a director of Securiport Corp., a privately held biometric company, and a director of the Free Cuba Committee. Mr. Sorzano was also Special Assistant to President Reagan for National Security Affairs from 1987 to 1988; Associate Professor of Government, Georgetown University, from 1969 to 1987; and Ambassador and U.S. Deputy to the United Nations from 1983 to 1985.

Class I Directors

Ernst N. Csiszar, 58, joined our Board of Directors in October 2005. Mr. Csiszar is currently a private investor. From September 2004 until his retirement in September 2006, Mr. Csiszar was the President and Chief Executive Officer of the Property Casualty Insurers Association of America, the property and casualty insurance industry s principal trade association. Mr. Csiszar was the Director of Insurance for the State of South Carolina from February 1999 to August 2004 and also served as president of the National Association of Insurance Commissioners. Mr. Csiszar also served as the president and chief executive officer of Seibels Bruce Group, Inc. of Columbia, S.C. from 1995 to 1998. Previously, he was a visiting professor at the School of Business at the University of South Carolina and served as managing co-director of the European investment banking firm, Holborn Holdings Corporation, in Geneva, Switzerland.

Julia L. Johnson, 46, has been a member of our Board of Directors since February 2002. From January 2001 to the present, Ms. Johnson has been President of NetCommunications, L.L.C., a strategy consulting firm specializing in the communications, energy, and information technology public policy arenas. Ms. Johnson also serves as the Chairman of the Emerging Issues Policy Forum, a public policy organization established to promote open public policy discussions on key market, industrial and regulatory issues. Ms. Johnson served on the Florida Public Service Commission from January 1992 until November 1999, serving as chairwoman from January 1997 to January 1999. Ms. Johnson also serves on the boards of Allegheny Energy, Inc., Northwestern Corporation and American Water Works Company, Inc.

Jorge Mas, 46, has been Chairman of our Board of Directors since January 1998 and a director since March 1994. From March 1994 to October 1999, Mr. Mas was our Chief Executive Officer. Mr. Mas has been Chairman of the Board of the Cuban American National Foundation, Inc., a not-for-profit corporation, since July 1999. Mr. Mas is the brother of Jose R. Mas.

OTHER INFORMATION REGARDING THE BOARD OF DIRECTORS

Board and Committee Meetings

The Board of Directors conducts its business through meetings of the full Board and through committees of the Board, including the Executive Committee, the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. The Board and its committees also act by written consent. During 2008, the Board of Directors met on 12 occasions. During 2008, each of the current directors attended at least 75% of the aggregate of the Board meetings and the meetings of each committee on which such director served.

The Executive Committee is composed of Jorge Mas, who serves as Chairman, Julia L. Johnson and John Van Heuvelen. The principal function of the Executive Committee is to act for the Board of Directors when action is required between full Board meetings. The Executive Committee did not meet during 2008.

The Audit Committee is composed of John Van Heuvelen, who is currently serving as its Chairman, Ernst N. Csiszar and Frank E. Jaumot. The Board of Directors, in the exercise of its reasonable business judgment, has determined that

(i) John Van Heuvelen and Frank E. Jaumot qualify as audit committee financial expert(s), (ii) each member of the Audit Committee is financially literate, and (iii) each member of the Audit Committee is independent, under applicable New York Stock Exchange and SEC rules and regulations. The Audit Committee

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assists the Board of Directors in overseeing MasTec s financial reporting and legal and regulatory compliance program. The Audit Committee also is required to approve all audit and non-audit services provided by our independent registered public accounting firm, including the scope of such services and fees paid to our independent registered public accounting firm. The Board of Directors has adopted a charter that sets forth the responsibilities of the Audit Committee. During 2008, the Audit Committee met on 10 occasions. Please refer to the section entitled Audit Committee and Audit Related Information for further information regarding the Audit Committee.

The Compensation Committee is composed of Jose S. Sorzano, who currently serves as Chairman, Frank E. Jaumot, Robert J. Dwyer and John Van Heuvelen, all of whom the Board of Directors, in the exercise of its reasonable business judgment, has determined to be independent, under applicable New York Stock Exchange and SEC rules and regulations. The Compensation Committee is charged with discharging the Board of Director s responsibilities relating to compensation and evaluation of MasTec s executive officers, including establishing compensation policies and philosophies for MasTec and its executive officers and reviewing and approving corporate goals and objectives relevant to MasTec s Chief Executive Officer s compensation, as well as overseeing MasTec s incentive compensation plans and equity-based plans that are subject to Board approval. The Compensation Committee has the power to create subcommittees with such powers as the Compensation Committee may from time to time confer to such subcommittees. For a description of the role performed by executive officers in determining or recommending the amount or form of executive and director compensation, see Compensation Discussion and Analysis. The Board of Directors has adopted a charter that sets forth the responsibilities of the Compensation Committee. During 2008, the Compensation Committee met on six occasions. Please refer to the section entitled Compensation Committee Report on Executive Compensation for further information regarding the Compensation Committee.

The Nominating and Corporate Governance Committee is composed of Julia L. Johnson, who serves as Chairman, Ernst N. Csiszar, and Jose S. Sorzano, all of whom the Board of Directors, in the exercise of its reasonable business judgment, has determined to be independent, under applicable New York Stock Exchange and SEC rules and regulations. The Nominating and Corporate Governance Committee is responsible for developing qualifications for members of the Board of Directors, recommending to the Board of Directors candidates for election to the Board of Directors and evaluating the effectiveness and performance of the Board of Directors. The Nominating and Corporate Governance Committee also develops, implements and monitors MasTec s corporate governance principles and its code of business conduct and ethics; monitors and safeguards the Board s independence; and annually undertakes performance evaluations of the Board committees and the full Board of Directors. The Board of Directors has adopted a charter that sets forth the responsibilities of the Nominating and Corporate Governance Committee. During 2008, the Nominating and Corporate Governance Committee met on five occasions.

The Nominating and Corporate Governance Committee has no specific minimum qualifications for director candidates. In general, however, persons considered for membership on the Board must have demonstrated leadership capabilities, be of sound mind and high moral character and be willing and able to commit the necessary time for Board and committee service. In evaluating potential candidates for service on the Board of Directors, the Nominating and Corporate Governance Committee will consider, consistent with its charter, the candidate s ability to satisfy the New York Stock Exchange s and SEC s independence requirements and the candidate s ability to contribute to the effective oversight and management of MasTec, taking into account the needs of MasTec and such factors as the individual s experience, perspective, skills and knowledge of the industry in which MasTec operates; and such other factors as the Nominating and Corporate Governance Committee may, in its discretion, deem important to successful service as a director.

The Nominating and Corporate Governance Committee will consider candidates recommended by the shareholders pursuant to written applications submitted to the Nominating and Corporate Governance Committee, c/o Corporate Secretary, MasTec, Inc., 800 S. Douglas Road, 12th Floor, Coral Gables, Florida 33134. The information required to be included in any such recommendation is set forth in our by-laws, and the general qualifications and specific qualities and skills established by the committee for directors are included in the Charter of the Nominating and Corporate Governance Committee and our Corporate Governance Guidelines. No recommended nominees were received by the Nominating and Corporate Governance Committee from any shareholder or group of shareholders who beneficially own five percent or more of our common stock for the previous year s Annual Meeting.

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The full text of our current Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee charters, as well as, our Corporate Governance Guidelines are available on MasTec s website located at www.mastec.com and are available in print to any shareholder who requests it at MasTec, Inc., Legal Department, 800 S. Douglas Road, 12th Floor, Coral Gables, Florida 33134. Our Internet website and the information contained therein, other than material expressly referred to in this proxy statement, or connected thereto is not incorporated into this proxy statement.

Independent Directors & Nonmanagement Directors

The Board of Directors, in the exercise of its reasonable business judgment, has determined that a majority of our directors qualify as independent directors pursuant to the New York Stock Exchange and SEC rules and regulations. In making the determination of independence, the Board considered that no independent director has a material relationship with MasTec, either directly or as a partner or shareholder of an organization that has a relationship with MasTec or any other relationships that, in the Board s judgment, would interfere with the director s independence. Our independent directors are Ernst N. Csiszar, Robert J. Dwyer, Frank E. Jaumot, Julia L. Johnson, Jose S. Sorzano, and John Van Heuvelen. John Van Heuvelen has been selected as the presiding director to preside over all executive sessions of the independent directors. Jorge Mas presides over all executive sessions of the nonmanagement directors. Both the independent directors and nonmanagement directors met separately in regularly scheduled executive sessions without management.

Compensation Committee Interlocks and Insider Participation

In 2008, none of our executive officers or directors was a member of the board of directors of any other company where the relationship would be considered a committee interlock under SEC rules.

Other Corporate Governance Matters

Interested parties who want to communicate with the presiding director or with the independent or nonmanagement directors as a group, with the Board as a whole, any Board committee or any individual Board members should address their communications to the Board, the Board members or the Board committee, as the case may be, and send them to c/o Corporate Secretary, MasTec, Inc., 800 S. Douglas Road, 12th Floor, Coral Gables, Florida 33134 or call the Corporate Secretary at 305.406.1849. The Corporate Secretary will forward all such communications directly to such Board members. Any such communications may be made on an anonymous and confidential basis.

MasTec does not have a policy requiring our directors to attend the Annual Meeting. All of our directors attended our 2008 Annual Meeting of Shareholders.

MasTec has adopted a code of business conduct and ethics, called the Code of Business Conduct and Ethics that applies to all of our directors, officers and employees which includes additional criteria that are applicable to our Chief Executive Officer and senior financial officers. The full text of the Code of Business Conduct and Ethics is available on MasTec s website at www.mastec.com and is available in print to any shareholder who request it. We intend to provide amendments or waivers to our Code of Business Conduct and Ethics for any of our directors and senior officers on our website within four business days of such amendment or waiver. The reference to our website address does not constitute incorporation by reference of the information contained on the website and should not be considered part of this proxy statement.

Executive Officers

Our current executive officers are as follows:

Name	Age	Position
Jose R. Mas	37	President, Chief Executive Officer and Director
Robert Apple	59	Chief Operating Officer
C. Robert Campbell	64	Executive Vice President and Chief Financial Officer
Alberto de Cardenas	40	Executive Vice President, General Counsel and Secretary

Biographical information for Mr. Jose R. Mas can be found in the section entitled Proposal No. 1 Election of Directors beginning on page 5.

Robert Apple has been our Chief Operating Officer since December 2006. Previously, Mr. Apple served as group president for MasTec s energy service operations since 2005. From 2001 to 2004, Mr. Apple was a senior vice president at DIRECTV®, where he was responsible for the installation and service network, warranty program, supply chain management and national dispatch support. From 1997 to 2001, Mr. Apple, while on assignment from Hughes Electronics/DIRECTV® Latin America to Telefonica S.A., served as Chief Operating Officer and Board member of Via Digital, a direct broadcast satellite company and Telefonica affiliate. From 1985 to 1996, Mr. Apple served in various capacities within the Hughes Electronics organization, including as Chief Executive Officer of Hughes Electronics-Spain, Vice President of Hughes Europe and as a program manager for a Hughes Electronics training and support systems group.

C. Robert Campbell has been our Executive Vice President and Chief Financial Officer since October 2004. Mr. Campbell has over 25 years of senior financial management experience. From 2002 to 2004, he was Executive Vice President and CFO for TIMCO Aviation Services, Inc. From 1998 to 2000, Mr. Campbell was the President and CEO of BAX Global, Inc. and from 1995 to 1998 Executive Vice President-Finance and CFO for Advantica Restaurant Group, Inc. From 1974 until 1995, Mr. Campbell held various senior management positions with Ryder Systems, Inc., including 10 years as Executive Vice President and CFO of its Vehicle Leasing and Services Division. Mr. Campbell, who is a Certified Public Accountant, has a Bachelor of Science degree in Industrial Relations from the University of North Carolina, an MBA from Columbia University and a Master of Science in Accounting from Florida International University.

Alberto de Cardenas has been our Executive Vice President, General Counsel and Secretary responsible for all of MasTec s corporate and operational legal matters and corporate secretary matters since November 2005. From March 2003 to November 2005, Mr. de Cardenas was Senior Vice President and General Counsel and from January through March 2003 Vice President and Corporate General Counsel of Perry Ellis International, Inc. From September 1996 through December 2002, Mr. de Cardenas was a corporate and securities attorney at Broad and Cassel. From September 1990 to July 1993, Mr. de Cardenas was an accountant at Deloitte & Touche LLP.

COMPENSATION DISCLOSURE AND ANALYSIS

What is Our General Philosophy Regarding Executive Pay?

We compensate our executive management team members primarily through a mix of salary, bonuses and equity compensation. Our compensation plans are designed to attract and retain talented, qualified executives to lead our organization, and align executive management incentives with the long-term interests of our shareholders. When we set compensation amounts and select compensation components for our executive management we strive to reward the achievement of both short-term and long-term results that will promote earnings growth and stock appreciation. Overall, our compensation philosophy is intended to provide fair base pay levels with meaningful upside for strong performance.

How Do We Determine Our Compensation Levels?

The Compensation Committee of our Board of Directors is responsible for assessing recommendations of pay and approving pay levels for executive management. We target our compensation levels with the following goals in mind: (a) fair base pay and benefits; (b) short-term and long-term incentives that reward performance and share value appreciation, and (c) appropriate levels of security and benefits that are needed to attract and retain talented and qualified executives.

Our Chief Executive Officer (CEO) and the Compensation Committee periodically review individual pay levels of members of executive management. We do not, however, compare ourselves against any particular peer group. Compensation levels are determined based upon our philosophy, recruiting needs, growth expectations and performance.

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Our CEO makes recommendations to our Compensation Committee of pay levels for executive management members other than himself. The Compensation Committee reviews those recommendations and then determines the compensation levels for all members of executive management. The Compensation Committee s decisions are then either approved or modified by the Board of Directors.

What Components of Compensation Do We Use?

The three primary components of compensation for our organization are salary, bonuses, and equity incentives (restricted stock and stock options). Each is described in more detail below.

Salary

Salaries initially are negotiated and set forth in employment agreements between each of our executives and us. Thereafter, our Compensation Committee reviews the salaries of our executive management annually. Salaries are established by (a) reviewing the performance of the executive, (b) adjusting (upwards or downward) to reflect individual qualifications, job uniqueness and performance, and (c) engaging in discussions between the CEO and the Compensation Committee in order to make revisions as needed. All of the current salaries of our executive management team are the salaries negotiated in their respective employment agreements, no adjustments have been made.

Bonuses

All members of our executive management team are eligible to receive cash bonuses based upon performance. Each executive s employment agreement provides that he is entitled to receive an annual bonus of up to 100% of his base salary based upon performance, except Mr. de Cardenas who is eligible for annual bonuses of up to 50% of his base salary. Bonuses are determined by the Compensation Committee, as of the close of each fiscal year and are paid shortly thereafter.

The Compensation Committee determined that 2008 bonuses would not be based upon any predetermined specific quantitative or qualitative performance targets, but instead would be determined by the Compensation Committee, in its discretion, at the close of the fiscal year based upon the overall performance of the Company. The Compensation Committee awarded cash bonuses for 2008, equal to 90% of each executive officers bonus opportunity, on the basis of MasTec s earnings improvement, a stronger balance sheet and the successful integration of key strategic acquisitions. Messrs. Mas, Apple, Campbell and de Cardenas received $450,000; $360,000; $345,000 and $141,750 respectively. See the 2008 Summary Compensation Table for details. The Compensation Committee has determined that the 2009 bonuses also will not be based upon any predetermined quantitative or qualitative performance targets, but instead will be determined by the Compensation Committee, in its discretion, at the end of 2009 based upon the overall financial performance of the Company.

Additionally, we occasionally pay bonuses in connection with the execution of employment agreements for new employees as necessary to attract qualified professionals. No members of the executive management team received any bonus in 2008 based upon their employment agreement.

Equity Compensation

We believe that equity ownership by executive management is important in order to align our long-term rewards program with the interests of our shareholders. Additionally, long-term awards are needed to attract and retain talented and success-driven employees.

All executive management equity awards are granted at regularly scheduled meetings and the exercise prices of all options are set at the closing price of our common stock on the New York Stock Exchange on the date of the grant. We do not have a program, plan, or practice of timing equity award grants in order to benefit our executive officers or in coordination with the release of material non-public information.

It has been our practice to make an equity award to each executive officer upon the execution of his or her employment agreement. Option grants to new executives generally vest over a period of years (from two to five years) and no options vest before the one-year anniversary of the option grant, with most vesting at the end of the two to five year period. Similarly, restrictions on restricted stock awards generally lapse in two to five years and no restrictions lapse prior to the end of the one year anniversary of the stock grant. Mr. Mas received 100,000 restricted shares upon the execution of his employment agreement on April 18, 2007. The shares all vest at the end of five years. Mr. de Cardenas received 5,000 restricted shares upon the execution of his employment agreement in February 27, 2008. The shares all vest at the end of three years.

In addition, our Compensation Committee will periodically recommend, and our Board of Directors will approve the award of additional grants for our executive officers. These grants are discretionary and intended to align our executive officers interests with those of our shareholders. The awards are also granted as a retention tool and generally vest at the end of a three year period. Messrs. Mas, Apple and Campbell received restricted shares on March 31, 2008 in the amounts of 25,000; 20,000 and 15,000, respectively. All of the shares vest at the end of three years. As of March 23, 2009, no equity awards have been granted in 2009. Equity awards are made pursuant to our 2003 Employee Stock Incentive Plan, (the SIP) which first was approved by both our Board of Directors and our shareholders in 2003. The SIP was amended and restated, and approved by our Board of Directors, in 2006.

The Compensation Committee administers our SIP. The administrator has the authority to determine the terms and conditions of the awards made under the SIP.

Retirement Benefits

401(k) Plan

We maintain a 401(k) plan for all full time employees with at least six months of service. Our executives may participate in the plan but, in general, their contributions may be limited under the current rules affecting highly compensated employees. We make discretionary matching contributions into the plan. The amount of the matching contribution is determined on an annual basis. For 2008, our matching contribution was 100% of the first 1% of compensation that each eligible participant elected to contribute to the plan that year. Company matching contributions vest at a rate of 1/3 per year of service. An employee s interests in his or her elective contributions are 100% vested when contributed. The 401(k) Plan is intended to qualify under Sections 401(a) and 501(a) of the Internal Revenue Code of 1986, as amended. As such, contributions to the 401(k) plan and earnings on those contributions are not taxable to the employees until distributed from the 401(k) plan, and all contributions are deductible by us when made. The amounts of our matching contributions for 2008, 2007 and 2006 under the 401(k) plan are included in the All Other Compensation column of the Summary Compensation Table on page 13.

On March 31, 2008, our board of directors adopted the MasTec Non-Qualified Deferred Compensation Plan effective June 1, 2008. Certain management and highly compensated employees, including executive officers, are eligible to participate in the plan. The plan is intended to provide this group of employees with an opportunity on a voluntary basis to defer compensation without regard to the legal limits imposed on our qualified 401(k) plan. Under the plan, participants are allowed to defer up to 50% of their base salary and 100% of their bonus in any given year. Our Board of Directors or the Compensation Committee may, in its sole discretion, but is not required to, credit a contribution to any participants account under the Plan. Such contributions may be smaller or larger than the amount credited to any other participant in any given year. Participants may obtain distributions from the plan only on termination of employment at which time the distribution will be fully taxable to the employee.

Split Dollar Benefit and Deferred Bonus Agreements

Effective as of July 16, 2004, MasTec and Jose Mas entered into a split dollar agreement wherein MasTec agreed to pay premiums on a second to die life insurance policy with an aggregate face amount of $11,000,000. Under the terms of this agreement, MasTec is the owner and a beneficiary of the policy and is entitled, upon the second to die of the insureds, to recover the greater of (i) all premiums it pays on the policy plus interest equal to four percent, compounded annually or (ii) the aggregate cash value of the life insurance policy immediately prior to the death of the survivor of the insureds. The remainder of the policy s proceeds will be paid in accordance with Mr. Mas beneficiary designations. MasTec is obligated to make annual premium payments under this policy of $150,000 each July 15 until July 15, 2009.

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On April 3, 2006, MasTec and Jose Mas entered into a deferred bonus agreement pursuant to which MasTec is required to pay Mr. Mas a bonus in the event the split dollar agreement with Mr. Mas is terminated due to a change of control of MasTec. The amount of the bonus is equal to the total premium payments made by the company under the terms of the split dollar agreement, plus interest of four percent, compounded annually. The bonus is to be paid within 60 days after termination of the split dollar agreement.

The split dollar arrangement has been designed to produce little if any impact on the earnings of the company. To date, this arrangement has not resulted in any compensation cost because the annual increase in the policy s cash value has been equal to or greater than our premium outlay. The split dollar agreement permits Mr. Mas to purchase the policy on his life from us in the event of his separation from service. The purchase price would be equal to the amount otherwise payable to us under the agreement. This would permit Mr. Mas to continue the policy beyond retirement. It also would enable us to be repaid our cash outlay under the plan, plus interest at the rate of four percent, compounded annually.

Benefits and Perks

In keeping with our philosophy that senior executive compensation should be variable with corporate performance, the Compensation Committee prefers to compensate our executive officers in cash and equity rather than benefits and perquisites. However, we do provide a limited number of standard benefits and perquisites to our executive officers in order for us to be successful in attracting and retaining executives in a competitive marketplace. The total amount of benefits and perquisites provided to the named executive officers during 2008 was only a small percentage of each executive officer s total compensation. These amounts are included in the second to last column of the Summary Compensation Table at page 13 under All Other Compensation and related footnotes.

Employment Agreements

We generally negotiate employment agreements with our named executive officers. The purpose of these arrangements is to secure qualified executives for leadership positions in our organization as well as to protect our intellectual property by virtue of restrictive covenants contained in the agreements. As of March 10, 2009, we had employment agreements with all of our named executive officers for their current positions.

Termination of Employment and Change in Control Agreements

Our employment agreements provide for the payment of certain compensation and benefits in the event of the termination of an executive s employment. The amount payable varies depending upon the reason for such termination. The Compensation Committee has reviewed the essential terms of these termination provisions, and believes they are reasonable and appropriate.

Tax and Accounting Implications

Deductibility of Executive Compensation

Section 162(m) of the Internal Revenue Code of 1986, as amended, precludes public companies from taking a federal income tax deduction for compensation in excess of $1,000,000 paid to any of our named executive officers unless certain specific and detailed criteria are met. One of these requirements is that the compensation be performance based under a plan approved by our shareholders.

It is expected that stock options granted under our SIP will qualify for the performance based exceptions from the Section 162(m) limitation. Although bonuses payable to our executives for 2008, and restricted stock awards, will not qualify as performance based compensation, we do not believe that this will result in any material amount of compensation being non-deductible by the company. No portion of the Mastec s deduction for compensation expense for 2008 was limited by reason of Section 162(m).

Accounting for Share-Based Compensation

Before granting stock-based compensation awards, the Compensation Committee considers the accounting impact of the award as structured and under various other scenarios in order to analyze the expected impact of the award.

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Stock Ownership Guidelines and Requirements

MasTec does not currently maintain any stock ownership guidelines or requirements for our named executive officers but our Compensation Committee does periodically monitor such ownership.

2008 Summary Compensation Table

The following table summarizes the compensation information for the years ended December 31, 2006, 2007 and 2008 for our chief executive officer, chief financial officer and each of our other two most highly compensated executive officers as of the end of the last fiscal year. We refer to these persons as our named executive officers elsewhere in this proxy.

Name & Principal Position	Year	Salary	Bonus(7)	Stock Awards(1)	Option Awards(2)	Non-Equity Incentive Plan Compensation(3)	All Other Compensation(4)	Credit Agricole S.A. (b) (c)

8.38% (a) 6,497,813 8,680,000

Danske Bank A.S. (c) (k)

6.13% (a) 9,237,343 15,500,000

HSBC Holdings PLC (c) (k)

6.38% (a) 16,643,125 5,000,000

HSBC Holdings PLC (c) (k)

6.88% (a) 5,381,250 10,520,000

ING Groep N.V. (c) (k)

6.50% (a) 11,361,600 10,000,000

ING Groep N.V. (b) (c) (k)

6.88% (a) 10,862,770 27,300,000

Intesa Sanpaolo S.p.A. (b) (c) (g) (k)

7.70% (a) 30,507,750 11,000,000

JPMorgan Chase & Co., Series I (b) (c)

7.90% (a) 11,165,000 20,000,000

JPMorgan Chase & Co., Series S (b) (c)

6.75% (a) 22,375,000 14,000,000

Lloyds Bank PLC (b) (c) (g)

12.00% (a) 18,720,618 14,150,000

Lloyds Bank PLC (b) (c)

12.00% (a) 18,921,196 12,313,000

Lloyds Banking Group PLC (c) (k)

7.50% (a) 13,929,081 5,363,000

Nordea Bank AB (c) (k)

6.13% (a) 5,774,878 9,000,000

Royal Bank of Scotland Group PLC (b) (c)

7.65% (a) 11,880,000 23,400,000

Royal Bank of Scotland Group PLC (b) (c) (k)

8.00% (a) 26,836,992 29,500,000

Royal Bank of Scotland Group PLC (b) (c) (k)

8.63% (a) 33,003,125 24,600,000

Societe Generale S.A. (b) (c) (g) (k)

7.38% (a) 26,598,750 15,250,000

Societe Generale S.A. (b) (c) (g) (k)

7.88% (a) 17,270,625 12,750,000

Societe Generale S.A. (b) (c) (k)

8.25% (a) 13,297,727 5,565,000

Standard Chartered PLC (b) (c)

7.01% (a) 6,861,645

See Notes to Portfolio of Investments

First Trust Intermediate Duration Preferred & Income Fund (FPF)

Portfolio of Investments (Continued)

January 31, 2018 (Unaudited)

Par Amount	Description	Stated Rate	Stated Maturity	Value
CAPITAL PREFERRED SECURITIES (Continued)				
	Banks (Continued)			
$ 12,400,000	Standard Chartered PLC (b) (c) (g) (k)	7.50%	(a)	$ 13,392,000
7,500,000	Standard Chartered PLC (c) (g) (k)	7.75%	(a)	8,268,750
825,000	Standard Chartered PLC (c) (k)	7.75%	(a)	909,563
23,746,000	UniCredit S.p.A. (b) (c) (k)	8.00%	(a)	26,434,095
16,000,000	UniCredit S.p.A. (b) (c) (g)	5.86%	06/19/32	17,091,424
21,500,000	Wells Fargo & Co., Series K (b) (c)	7.98%	(a)	21,766,815
12,670,000	Zions Bancorporation, Series J (b) (c)	7.20%	(a)	14,222,075
				793,662,090
	Capital Markets 4.8%			
5,000,000	Aberdeen Asset Management PLC (b)	7.00%	(a)	5,022,500
1,650,000	Charles Schwab Corp. (c)	7.00%	(a)	1,856,250
9,900,000	Credit Suisse Group AG (c) (g) (k)	7.50%	(a)	11,285,208
7,675,000	Credit Suisse Group AG (c) (k)	7.50%	(a)	8,748,886
23,264,000	Natixis S.A. (b) (c) (g)	10.00%	(a)	23,647,623
5,575,000	Natixis S.A. (c)	10.00%	(a)	5,666,932
15,000,000	UBS Group AG (b) (c) (k)	7.13%	(a)	15,830,595
				72,057,994
	Diversified Financial Services 0.2%			
3,379,000	Voya Financial, Inc. (b) (c)	5.65%	05/15/53	3,598,635
	Diversified Telecommunication Services 1.6%			
20,000,000	Koninklijke KPN N.V. (b) (c) (g)	7.00%	03/28/73	22,575,000
1,000,000	Koninklijke KPN N.V. (b) (c)	7.00%	03/28/73	1,128,750
				23,703,750
	Electric Utilities 6.4%			
36,500,000	Emera, Inc., Series 16-A (b) (c)	6.75%	06/15/76	41,427,500
38,700,000	Enel S.p.A. (b) (c) (g)	8.75%	09/24/73	48,036,375

6,500,000	Southern (The) Co., Series B (b) (c)	5.50%	03/15/57	6,833,195
				96,297,070
	Energy Equipment & Services 1.8%			
24,800,000	Transcanada Trust, Series 16-A (b) (c)	5.88%	08/15/76	27,069,200
	Food Products 5.0%			
9,000,000	Dairy Farmers of America, Inc. (b) (h)	7.13%	(a)	9,945,000
14,988,000	Land O Lakes Capital Trust I (b) (h)	7.45%	03/15/28	17,086,320
10,000,000	Land O Lakes, Inc. (b) (g)	7.25%	(a)	11,150,000
33,000,000	Land O Lakes, Inc. (b) (g)	8.00%	(a)	37,620,000
				75,801,320
	Independent Power and Renewable Electricity Producers 1.5%			
9,850,000	AES Gener S.A. (c) (g)	8.38%	12/18/73	10,221,838
12,150,000	AES Gener S.A. (c)	8.38%	12/18/73	12,608,662
				22,830,500
	Insurance 26.4%			
9,600,000	AG Insurance S.A. (b) (c)	6.75%	(a)	9,987,341
23,820,000	American International Group, Inc. (b) (c)	8.18%	05/15/58	32,454,750
40,000,000	Aquarius & Investments PLC for Swiss Reinsurance Co., Ltd. (c)	8.25%	(a)	41,225,160
339,000	Asahi Mutual Life Insurance Co. (c)	7.25%	(a)	366,241
30,000,000	Assured Guaranty Municipal Holdings, Inc. (b) (c) (g)	6.40%	12/15/66	29,850,000
38,700,000	Catlin Insurance Co., Ltd., 3 Mo. LIBOR + 2.98% (b) (d) (g)	4.71%	(a)	38,022,750
10,600,000	CNP Assurances (b) (c)	6.88%	(a)	11,137,685

See Notes to Portfolio of Investments

First Trust Intermediate Duration Preferred & Income Fund (FPF)

Portfolio of Investments (Continued)

January 31, 2018 (Unaudited)

Par Amount	Description	Stated Rate	Stated Maturity	Value
CAPITAL PREFERRED SECURITIES (Continued)				
	Insurance (Continued)			
$ 10,600,000	CNP Assurances (b) (c)	7.50%	(a)	$ 10,928,123
12,500,000	Dai-Ichi Life Insurance Co., Ltd. (The) (b) (c) (g)	7.25%	(a)	14,031,250
8,300,000	Fortegra Financial Corp. (b) (c) (h)	8.50%	10/15/57	8,341,500
27,375,000	Friends Life Holdings PLC (b) (c)	7.88%	(a)	28,452,891
1,000,000	Fukoku Mutual Life Insurance Co. (c)	6.50%	(a)	1,127,980
25,616,000	La Mondiale SAM (b) (c)	7.63%	(a)	26,981,077
16,210,000	Liberty Mutual Group, Inc. (b) (g)	7.80%	03/15/37	20,546,175
2,000,000	Liberty Mutual Group, Inc. (b) (c)	10.75%	06/15/58	3,195,000
6,100,000	MetLife, Inc. (b) (g)	9.25%	04/08/38	8,974,625
25,000,000	Mitsui Sumitomo Insurance Co., Ltd. (b) (c) (g)	7.00%	03/15/72	28,156,250
3,000,000	Nationwide Financial Services Capital Trust (b) (f)	7.90%	03/01/37	3,330,651
19,700,000	Nationwide Financial Services, Inc. (b)	6.75%	05/15/37	22,064,000
24,300,000	QBE Insurance Group, Ltd. (b) (c) (g)	7.50%	11/24/43	28,036,125
20,250,000	QBE Insurance Group, Ltd. (b) (c)	6.75%	12/02/44	22,842,000
8,130,000	Sumitomo Life Insurance Co. (b) (c) (g)	6.50%	09/20/73	9,115,762
				399,167,336
	Metals & Mining 1.8%			
23,500,000	BHP Billiton Finance USA Ltd. (b) (c) (g)	6.75%	10/19/75	27,424,500
	Oil, Gas & Consumable Fuels 5.2%			
12,157,000	Andeavor Logistics L.P., Series A (b) (c)	6.88%	(a)	12,592,403
8,000,000	DCP Midstream L.P., Series A (b) (c)	7.38%	(a)	8,240,000
28,243,000	Enbridge Energy Partners L.P., 3 Mo. LIBOR + 3.80% (b) (d)	5.49%	10/01/37	28,348,911
5,400,000	Enbridge, Inc. (b) (c)	5.50%	07/15/77	5,413,878
5,000,000	Enbridge, Inc., Series 16-A (b) (c)	6.00%	01/15/77	5,275,000
10,500,000	Energy Transfer L.P., 3 Mo. LIBOR + 3.02% (b) (d)	4.39%	11/01/66	9,450,000
8,000,000	Energy Transfer Partners L.P., Series B (b) (c)	6.63%	(a)	8,014,400
1,000,000	Enterprise Products Operating LLC, Series A, 3 Mo. LIBOR + 3.71% (d)	5.08%	08/01/66	1,002,750
				78,337,342

	Transportation Infrastructure 1.4%			
19,817,000	AerCap Global Aviation Trust (b) (c) (g)	6.50%	06/15/45	21,699,615
	Total Capital Preferred Securities			1,663,487,852
	(Cost $1,609,110,475)			

Principal Value	**Description**	**Stated Coupon**	**Stated Maturity**	**Value**
CORPORATE BONDS AND NOTES 0.6%				
	Insurance 0.6%			
10,000,000	AmTrust Financial Services, Inc. (b)	6.13%	08/15/23	9,749,741
	(Cost $9,961,471)			
	Total Investments 142.1%			2,144,997,742
	(Cost $2,084,461,285) (l)			
	Outstanding Loan (45.0)%			(680,000,000)
	Net Other Assets and Liabilities 2.9%			44,875,695
	Net Assets 100.0%			$ 1,509,873,437

See Notes to Portfolio of Investments

First Trust Intermediate Duration Preferred & Income Fund (FPF)

Portfolio of Investments (Continued)

January 31, 2018 (Unaudited)

Interest Rate Swap Agreements:

Counterparty	Floating Rate (1)	Expiration Date	Notional Amount	Fixed Rate (1)	Unrealized Appreciation (Depreciation)/ Value
Bank of Nova Scotia	1 month LIBOR	01/23/25	$ 165,000,000	1.786%	$ 8,170,364

(1) The Fund pays the fixed rate and receives the floating rate. The floating rate on January 31, 2018 was 1.561%.

(a) Perpetual maturity.
(b) All or a portion of this security serves as collateral on the outstanding loan.
(c) Fixed-to-floating or fixed-to-variable rate security. The interest rate shown reflects the fixed rate in effect at January 31, 2018. At a predetermined date, the fixed rate will change to a floating rate or a variable rate.
(d) Floating rate security.
(e) Step-up security. A security where the coupon increases or steps up at a predetermined date.
(f) Pursuant to procedures adopted by the Fund s Board of Trustees, this security has been determined to be illiquid by Stonebridge Advisors LLC (the Sub-Advisor).
(g) This security, sold within the terms of a private placement memorandum, is exempt from registration upon resale under Rule 144A under the Securities Act of 1933, as amended (the 1933 Act), and may be resold in transactions exempt from registration, normally to qualified institutional buyers. Pursuant to procedures adopted by the Fund s Board of Trustees, this security has been determined to be liquid by the Sub-Advisor. Although market instability can result in periods of increased overall market illiquidity, liquidity for each security is determined based on security specific factors and assumptions, which require subjective judgment. At January 31, 2018, securities noted as such amounted to $721,696,574 or 47.8% of net assets.
(h) This security, sold within the terms of a private placement memorandum, is exempt from registration upon resale under Rule 144A under the 1933 Act, and may be resold in transactions exempt from registration, normally to qualified institutional buyers (see Note 2C - Restricted Securities in the Notes to Portfolio of Investments).
(i) This security is fair valued by the Advisor s Pricing Committee in accordance with procedures adopted by the Fund s Board of Trustees, and in accordance with the provisions of the Investment Company Act of 1940, as amended. At January 31, 2018, securities noted as such are valued at $15,186,768 or 1.0% of net assets.
(j) This security s value was determined using significant unobservable inputs (see Note 2A-Portfolio Valuation in the Notes to Portfolio of Investments).
(k) This security is a contingent convertible capital security which may be subject to conversion into common stock of the issuer under certain circumstances. At January 31, 2018, securities noted as such amounted to $511,106,120 or 23.3% of managed assets. Of these securities, 2.7% originated in emerging markets, and 97.3%

originated in foreign markets.

(l) Aggregate cost for financial reporting purposes approximates the aggregate cost for federal income tax purposes. As of January 31, 2018, the aggregate gross unrealized appreciation for all investments in which there was an excess of value over tax cost was $102,917,789 and the aggregate gross unrealized depreciation for all investments in which there was an excess of tax cost over value was $34,210,968. The net unrealized appreciation was $68,706,821. The amounts presented are inclusive of derivative contracts.

See Notes to Portfolio of Investments

First Trust Intermediate Duration Preferred & Income Fund (FPF)

Portfolio of Investments (Continued)

January 31, 2018 (Unaudited)

Valuation Inputs

A summary of the inputs used to value the Fund s investments as of January 31, 2018 is as follows (see Note 2A - Portfolio Valuation in the Notes to Portfolio of Investments):

	Total Value at 1/31/2018	Level 1 Quoted Prices	Level 2 Significant Observable Inputs	Level 3 Significant Unobservable Inputs
$25 Par Preferred Securities:				
Insurance	$ 61,017,898	$ 53,034,377	$ 7,983,521	$
Multi-Utilities	27,565,289	7,822,500	19,742,789	
Other industry categories*	226,816,664	226,816,664		
Total $25 Par Preferred Securities	315,399,851	287,673,541	27,726,310	
$100 Par Preferred Securities*	52,837,336		52,837,336	
$1,000 Par Preferred Securities*	88,336,194		88,336,194	
$1,000,000 Par Preferred Securities*	15,186,768			15,186,768
Capital Preferred Securities*	1,663,487,852		1,663,487,852	
Corporate Bonds and Notes*	9,749,741		9,749,741	
Total Investments	2,144,997,742	287,673,541	1,842,137,433	15,186,768
Interest Rate Swap Agreement	8,170,364		8,170,364	
Total	$ 2,153,168,106	$ 287,673,541	$ 1,850,307,797	$ 15,186,768

* See Portfolio of Investments for industry breakout.

All transfers in and out of the Levels during the period are assumed to occur on the last day of the period at their current value. There were no transfers between Levels at January 31, 2018.

Level 3 Par Preferred Securities are valued using broker quotes. These values are based on unobservable and non-quantitative inputs. The Fund s Board of Trustees has adopted valuation procedures that are utilized by the Advisor s Pricing Committee to oversee the day-to-day valuation of the Fund s investments. The Advisor s Pricing Committee, through the Fund s fund accounting agent, monitors daily pricing via tolerance checks and stale and unchanged price reviews. The Advisor s Pricing Committee also reviews monthly back testing of pricing services prices by comparing sales prices of the Fund s investments to prior day third-party pricing service prices. Additionally, the Advisor s Pricing Committee reviews periodic information from the Fund s third-party pricing service that compares secondary market trade prices to their daily valuations.

The following table presents the activity of the Fund s investments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the period presented.

Beginning Balance at October 31, 2017	
$1,000,000 Par Preferred Securities	$ 15,126,120
Net Realized Gain (Loss)	
Net Change in Unrealized Appreciation/Depreciation	60,648
Purchases	
Sales	
Transfers In	
Transfers Out	
Ending Balance at January 31, 2018	
$1,000,000 Par Preferred Securities	15,186,768
Total Level 3 holdings	$ 15,186,768

There was a net change of $60,648 in unrealized appreciation (depreciation) from Level 3 investments held as of January 31, 2018.

See Notes to Portfolio of Investments

Notes to Portfolio of Investments

First Trust Intermediate Duration Preferred & Income Fund (FPF)

January 31, 2018 (Unaudited)

1. Organization

First Trust Intermediate Duration Preferred & Income Fund (the Fund) is a non-diversified, closed-end management investment company organized as a Massachusetts business trust on February 4, 2013, and is registered with the Securities and Exchange Commission under the Investment Company Act of 1940, as amended (the 1940 Act). The Fund trades under the ticker symbol FPF on the New York Stock Exchange (NYSE).

The Fund is considered an investment company and follows accounting and reporting guidance under Financial Accounting Standards Board Accounting Standards Codification Topic 946, Financial Services-Investment Companies.

2. Valuation and Investment Practices

A. Portfolio Valuation

The net asset value (NAV) of the Common Shares of the Fund is determined daily as of the close of regular trading on the NYSE, normally 4:00 p.m. Eastern time, on each day the NYSE is open for trading. If the NYSE closes early on a valuation day, the NAV is determined as of that time. Domestic debt securities and foreign securities are priced using data reflecting the earlier closing of the principal markets for those securities. The Fund s NAV per Common Share is calculated by dividing the value of all assets of the Fund (including accrued interest and dividends), less all liabilities (including accrued expenses, dividends declared but unpaid and any borrowings of the Fund), by the total number of Common Shares outstanding.

The Fund s investments are valued daily at market value or, in the absence of market value with respect to any portfolio securities, at fair value. Market value prices represent last sale or official closing prices from a national or foreign exchange (i.e., a regulated market) and are primarily obtained from third-party pricing services. Fair value prices represent any prices not considered market value prices and are either obtained from a third-party pricing service or are determined by the Pricing Committee of the Fund s investment advisor, First Trust Advisors L.P. (First Trust or the Advisor), in accordance with valuation procedures adopted by the Fund s Board of Trustees, and in accordance with provisions of the 1940 Act. Investments valued by the Advisor s Pricing Committee, if any, are footnoted as such in the footnotes to the Portfolio of Investments. The Fund s investments are valued as follows:

Preferred stocks and other equity securities listed on any national or foreign exchange (excluding The Nasdaq Stock Market LLC (Nasdaq) and the London Stock Exchange Alternative Investment Market (AIM)) are valued at the last sale price on the exchange on which they are principally traded or, for Nasdaq and AIM securities, the official closing price. Securities traded on more than one securities exchange are valued at the last sale price or official closing price, as applicable, at the close of the securities exchange representing the principal market for such securities.

Corporate bonds, notes, capital preferred securities, and other debt securities are fair valued on the basis of valuations provided by dealers who make markets in such securities or by a third-party pricing service approved by the Fund s Board of Trustees, which may use the following valuation inputs when available:

1) benchmark yields;
2) reported trades;
3) broker/dealer quotes;
4) issuer spreads;
5) benchmark securities;
6) bids and offers; and
7) reference data including market research publications.

Securities traded in an over-the-counter market are fair valued at the mean of their most recent bid and asked price, if available, and otherwise at their closing bid price.

Swaps are fair valued utilizing quotations provided by a third-party pricing service or, if the pricing service does not provide a value, by quotes provided by the selling dealer or financial institution.

Certain securities may not be able to be priced by pre-established pricing methods. Such securities may be valued by the Fund s Board of Trustees or its delegate, the Advisor s Pricing Committee, at fair value. These securities generally include, but are not limited to, restricted securities (securities which may not be publicly sold without registration under the Securities Act of 1933, as amended (the 1933 Act)) for which a third-party pricing service is unable to provide a market price; securities whose trading has been formally suspended; a security whose market or fair value price is not available from a pre-established pricing source; a security with respect to which an event has occurred that is likely to materially affect the value of the security after the market has closed but before the calculation of the Fund s NAV or make it difficult or impossible to obtain a reliable market quotation; and a security whose price, as

Notes to Portfolio of Investments (Continued)

First Trust Intermediate Duration Preferred & Income Fund (FPF)

January 31, 2018 (Unaudited)

provided by the third-party pricing service, does not reflect the security s fair value. As a general principle, the current fair value of a security would appear to be the amount which the owner might reasonably expect to receive for the security upon its current sale. When fair value prices are used, generally they will differ from market quotations or official closing prices on the applicable exchanges. A variety of factors may be considered in determining the fair value of such securities, including, but not limited to, the following:

1) the type of security;
2) the size of the holding;
3) the initial cost of the security;
4) transactions in comparable securities;
5) price quotes from dealers and/or third-party pricing services;
6) relationships among various securities;
7) information obtained by contacting the issuer, analysts, or the appropriate stock exchange;
8) an analysis of the issuer s financial statements; and
9) the existence of merger proposals or tender offers that might affect the value of the security.

If the securities in question are foreign securities, the following additional information may be considered:

1) the value of similar foreign securities traded on other foreign markets;
2) ADR trading of similar securities;
3) closed-end fund trading of similar securities; 4) foreign currency exchange activity;
5) the trading prices of financial products that are tied to baskets of foreign securities;
6) factors relating to the event that precipitated the pricing problem;
7) whether the event is likely to recur; and
8) whether the effects of the event are isolated or whether they affect entire markets, countries or regions.

The Fund is subject to fair value accounting standards that define fair value, establish the framework for measuring fair value and provide a three-level hierarchy for fair valuation based upon the inputs to the valuation as of the measurement date. The three levels of the fair value hierarchy are as follows:

Level 1 Level 1 inputs are quoted prices in active markets for identical investments. An active market is a market in which transactions for the investment occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 Level 2 inputs are observable inputs, either directly or indirectly, and include the following:

- o Quoted prices for similar investments in active markets.
- o Quoted prices for identical or similar investments in markets that are non-active. A non-active market is a market where there are few transactions for the investment, the prices are not current, or price quotations vary substantially either over time or among market makers, or in which little information is released publicly.
- o Inputs other than quoted prices that are observable for the investment (for example, interest rates and yield curves observable at commonly quoted intervals, volatilities, prepayment speeds, loss severities, credit risks, and default rates).
- o Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 Level 3 inputs are unobservable inputs. Unobservable inputs may reflect the reporting entity s own assumptions about the assumptions that market participants would use in pricing the investment.

The inputs or methodologies used for valuing investments are not necessarily an indication of the risk associated with investing in those investments. A summary of the inputs used to value the Fund s investments as of January 31, 2018, is included with the Fund s Portfolio of Investments.

B. Securities Transactions

Securities transactions are recorded as of the trade date. Realized gains and losses from securities transactions are recorded on the identified cost basis.

Notes to Portfolio of Investments (Continued)

First Trust Intermediate Duration Preferred & Income Fund (FPF)

January 31, 2018 (Unaudited)

C. Restricted Securities

The Fund invests in restricted securities, which are securities that may not be offered for public sale without first being registered under the 1933 Act. Prior to registration, restricted securities may only be resold in transactions exempt from registration under Rule 144A under the 1933 Act, normally to qualified institutional buyers. As of January 31, 2018, the Fund held restricted securities as shown in the following table that Stonebridge Advisors LLC (the Sub-Advisor) has deemed illiquid pursuant to procedures adopted by the Fund s Board of Trustees. Although market instability can result in periods of increased overall market illiquidity, liquidity for each security is determined based on security-specific factors and assumptions, which require subjective judgment. The Fund does not have the right to demand that such securities be registered. These securities are valued according to the valuation procedures as stated in the Portfolio Valuation note (Note 2A) and are not expressed as a discount to the carrying value of a comparable unrestricted security. There are no unrestricted securities with the same maturity dates and yields for these issuers.

Security	Acquisition Date	Principal Values/Shares	Price	Carrying Cost	Value	% of Net Assets
Compeer Financial ACA, 6.75%	5/29/13-7/31/15	12,000	$ 1,093.06	$ 12,105,000	$ 13,116,750	0.87%
Dairy Farmers of America, Inc., 7.13%	9/15/16	$ 9,000,000	110.50	9,000,000	9,945,000	0.66
Farm Credit Bank Of Texas, 6.75%	7/16/13-7/17/13	100,000	109.00	10,020,000	10,900,000	0.72
Farm Credit Bank Of Texas, Series 1, 10.00%	9/18/15-9/27/16	25,859	1,180.00	31,873,365	30,513,620	2.02
Fortegra Financial Corp., 8.50%, 10/15/57	10/12/17	$ 8,300,000	100.50	8,300,000	8,341,500	0.55
FT Real Estate Securities Co., Inc., 9.50%	6/15/16	12	1,265,564.00	15,990,000	15,186,768	1.01
Kinder Morgan GP, Inc., 5.33%, 08/18/57	3/21/17-6/20/17	8,500	938.68	7,765,000	7,978,794	0.53
Land O Lakes Capital Trust I, 7.45%, 03/15/28	6/6/14-7/7/17	$ 14,988,000	114.00	15,631,420	17,086,320	1.13

Sovereign Real Estate Investment Trust, 12.00%	6/11/13-3/22/16	15,364	1,255.00	20,231,885	19,281,820	1.28
				$ 130,916,670	$ 132,350,572	8.77%

D. Swap Agreements

The Fund may enter into interest rate swap agreements. A swap is a financial instrument that typically involves the exchange of cash flows between two parties (Counterparties) on specified dates (settlement dates) where the cash flows are based on agreed upon prices, rates, etc. Swap agreements are individually negotiated and involve the risk of the potential inability of the Counterparties to meet the terms of the agreement. In connection with these agreements, cash and securities may be identified as collateral in accordance with the terms of the respective swap agreements to provide assets of value and recourse in the event of default under the swap agreement or bankruptcy/insolvency of a party to the swap agreement. In the event of a default by the Counterparty, the Fund will seek withdrawal of this collateral and may incur certain costs exercising its right with respect to the collateral. If a Counterparty becomes bankrupt or otherwise fails to perform its obligations due to financial difficulties, the Fund may experience significant delays in obtaining any recovery in a bankruptcy or other reorganization proceeding. The Fund may obtain only limited recovery or may obtain no recovery in such circumstances.

Swap agreements may increase or decrease the overall volatility of the investments of the Fund. The performance of swap agreements may be affected by a change in the specific interest rate, security, currency, or other factors that determine the amounts of payments due to and from the Fund. The Fund s maximum equity price risk to meet its future payments under swap agreements outstanding at January 31, 2018 is equal to the total notional amount as shown on the Portfolio of Investments. The notional amount represents the U.S. dollar value of the contract as of the day of the opening transaction or contract reset.

The Fund held interest rate swap agreements at January 31, 2018. An interest rate swap agreement involves the Fund s agreement to exchange a stream of interest payments for another party s stream of cash flows. Interest rate swaps do not involve the delivery of securities or other underlying assets or principal. Accordingly, the risk of loss with respect to interest rate swaps is limited to the net amount of interest payments that the Fund is contractually obligated to make.

Notes to Portfolio of Investments (Continued)

First Trust Intermediate Duration Preferred & Income Fund (FPF)

January 31, 2018 (Unaudited)

3. Derivative Transactions

The average notional value of interest rate swaps was $165,000,000 for the fiscal year-to-date period (November 1, 2017 to January 31, 2018).

Item 2. Controls and Procedures.

(a) The registrant's principal executive and principal financial officers, or persons performing similar functions, have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act") (17 CFR 270.30a-3(c))) are effective, as of a date within 90 days of the filing date of the report that includes the disclosure required by this paragraph, based on their evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act (17 CFR 270.30a-3(b)) and Rules 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934, as amended (17 CFR 240.13a-15(b) or 240.15d-15(b))..

(b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act (17 CFR 270.30a-3(d)) that occurred during the registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 3. Exhibits.

Certifications pursuant to Rule 30a-2(a) under the 1940 Act and Section 302 of the Sarbanes-Oxley Act of 2002 are attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(registrant) First Trust Intermediate Duration Preferred & Income Fund

By (Signature and Title)* /s/ James M. Dykas
James M. Dykas, President and Chief Executive Officer
(principal executive officer)

Date March 29, 2018

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title)* /s/ James M. Dykas
James M. Dykas, President and Chief Executive Officer
(principal executive officer)
Date March 29, 2018

By (Signature and Title)* /s/ Donald P. Swade
Donald P. Swade, Treasurer, Chief Financial Officer
and Chief Accounting Officer
(principal financial officer)
Date March 29, 2018
* Print the name and title of each signing officer under his or her signature.