

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) August 3, 2006

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**Matrix Service Company**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-15461**

(Commission File Number)

**73-1352174**

(IRS Employer Identification No.)

**10701 E. Ute Street Tulsa, Oklahoma**  
(Address of Principal Executive Offices)

**74116**  
(Zip Code)

**918-838-8822**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.02 Unregistered Sales of Equity Securities.**

On August 3, 2006, the holder of all of the outstanding principal balance of 7% Senior Unsecured Convertible Notes due 2010 (the "Notes") of Matrix Service Company (the "Company") converted \$10.0 million of the Notes into 2,091,539 shares of the Company's common stock, par value \$0.01 per share ("Common Stock").

Previously, in August 2005 and October 2005, \$0.5 million and \$4.5 million of the Notes were converted into 95,854 shares and 906,421 shares of the Company's common stock, respectively. As of the close of business on August 3, 2006, \$15.0 million of the original \$30.0 million in unpaid principal balance of the Notes issued remain outstanding. The Notes are convertible into the Company's Common Stock at an initial conversion price of \$4.69 per share, subject to adjustment for stock dividends, stock splits, or other matters. The Notes were issued under a securities purchase agreement executed on April 22, 2005 among the Company and certain investors (the "Securities Purchase Agreement").

The shares of Common Stock are being issued solely to the existing security holder upon the conversion of the Notes pursuant to the exemption from registration provided under Section 3(a)(9) of the Securities Act of 1933, as amended. The Company did not pay or give, directly or indirectly, any commission or other remuneration for soliciting such conversion.

A description of the Notes and the Securities Purchase Agreement is set forth in the Company's Current Report on Form 8-K filed on April 25, 2005 (the "8-K"), which description is incorporated herein by reference herein. The Securities Purchase Agreement and the form of the Note were filed as exhibits to the 8-K.

Subsequent to the conversion of \$10 million of Notes on August 3, 2006, there were 24,686,782 shares of the Company's common stock issued and 22,959,396 shares outstanding.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Matrix Service Company

Dated: August 9, 2006

By: /s/ George L. Austin

George L. Austin  
Chief Financial Officer and  
Principal Accounting Officer