

INTEGRATED ELECTRICAL SERVICES INC
 Form 4
 September 17, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 GENDELL JEFFREY L ET AL

2. Issuer Name and Ticker or Trading Symbol
 INTEGRATED ELECTRICAL SERVICES INC [IESC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 SOUND SHORE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/13/2013

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

GREENWICH, CT 06830

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value per share	09/13/2013		J(3)(4)		1,818,831 (3) (4)	A	(3) (4)
					10,381,240	I	

See Footnotes (1) (2) (5) (6) (7) (8)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GENDELL JEFFREY L ET AL SOUND SHORE DRIVE GREENWICH, CT 06830		X		
TONTINE CAPITAL PARTNERS L P SOUND SHORE DRIVE GREENWICH, CT 06830		X		
TONTINE CAPITAL MANAGEMENT LLC SOUND SHORE DRIVE GREENWICH, CT 06830		X		
Tontine Capital Overseas Master Fund, L.P. SOUND SHORE DRIVE GREENWICH, CT 06830		X		
Tontine Capital Overseas GP, LLC SOUND SHORE DRIVE GREENWICH, CT 06830		X		
TONTINE PARTNERS L P SOUND SHORE DRIVE GREENWICH, CT 06830		X		
TONTINE MANAGEMENT LLC SOUND SHORE DRIVE GREENWICH, CT 06830		X		
TONTINE OVERSEAS ASSOCIATES LLC SOUND SHORE DRIVE GREENWICH, CT 06830		X		

TONTINE CAPITAL OVERSEAS MASTER FUND II, L.P.
SOUND SHORE DRIVE X
GREENWICH, CT 06830

TONTINE ASSET ASSOCIATES, L.L.C.
SOUND SHORE DRIVE X
GREENWICH, CT 06830

Signatures

Tontine Capital Partners, L.P., By: its General Partner, Tontine Capital Management, L.L.C.,
By: its Managing Member, /s/ Jeffrey L. Gendell 09/17/2013

__Signature of Reporting Person Date

Tontine Capital Management, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell 09/17/2013

__Signature of Reporting Person Date

Tontine Capital Overseas Master Fund, L.P. By: its General Partner, Tontine Capital
Overseas GP, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell 09/17/2013

__Signature of Reporting Person Date

Tontine Capital Overseas GP, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell 09/17/2013

__Signature of Reporting Person Date

Tontine Partners, L.P., By: its General Partner, Tontine Management, L.L.C., By: its
Managing Member, /s/ Jeffrey L. Gendell 09/17/2013

__Signature of Reporting Person Date

Tontine Management, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell 09/17/2013

__Signature of Reporting Person Date

Tontine Overseas Associates, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell 09/17/2013

__Signature of Reporting Person Date

Tontine Capital Overseas Master Fund II, L.P. By: its General Partner, Tontine Asset
Associates, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell 09/17/2013

__Signature of Reporting Person Date

Tontine Asset Associates, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell 09/17/2013

__Signature of Reporting Person Date

/s/ Jeffrey L. Gendell 09/17/2013

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This report is filed jointly by Tontine Capital Partners, L.P., a Delaware limited partnership ("TCP"), Tontine Capital Management, L.L.C., a Delaware limited liability company ("TCM"), Tontine Capital Overseas GP, L.L.C., a Delaware limited liability company ("TCO"), Tontine Capital Overseas Master Fund, L.P., a Cayman Islands limited partnership ("TMF"), Tontine Partners, L.P., a Delaware limited partnership ("TP"), Tontine Management, L.L.C., a Delaware limited liability company ("TM"), Tontine Overseas Associates, L.L.C., a Delaware limited liability company ("TOA"), Tontine Capital Overseas Master Fund II, L.P., a Cayman Islands limited partnership ("TCP 2"), Tontine Asset Associates, L.L.C., a Delaware limited liability company ("TAA") and Jeffrey L. Gendell ("Mr. Gendell").

(2)

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Mr. Gendell is the managing member of: (a) TCM, the general partner of TCP; (b) TCO, the general partner of TMF; (c) TM, the general partner of TP; (d) TOA; and (e) TAA, the general partner of TCP 2.

- (3) On September 13, 2013, pursuant to that certain Agreement and Plan of Merger dated as of March 13, 2013, as amended by that certain First Amendment to Agreement and Plan of Merger dated as of July 10, 2013 (the "Merger Agreement"), by and among the Issuer, IES Subsidiary Holdings, Inc., a Delaware corporation and wholly-owned subsidiary of the Issuer ("Merger Sub"), and MISCOR Group, Ltd., an Indiana corporation ("MISCOR"), MISCOR merged with and into Merger Sub, with Merger Sub surviving the merger as a wholly-owned subsidiary of the Issuer (the "Merger").

- (4) Upon consummation of the Merger, TCP acquired 1,455,066 shares of Common Stock, TMF acquired 278,180 shares of Common Stock and TCP 2 acquired 85,585 shares of Common Stock as consideration for the shares of MISCOR common stock each held prior to the consummation of the Merger. On the effective date of the Merger, the closing price of the Issuer's Common Stock was \$4.24 per share and the closing price of MISCOR's common stock was \$1.47 per share.

- (5) TCM, TCO, TM, and TAA directly own 0 shares of Common Stock, TCP directly owns 4,554,357 shares of Common Stock, TMF directly owns 1,141,277 shares of Common Stock, TP directly owns 2,637,092 shares of Common Stock, TOA directly owns 477,367 shares of Common Stock, TCP 2 directly owns 1,563,231 shares of Common Stock and Mr. Gendell directly owns 7,916 shares of Common Stock.

- (6) All of the foregoing securities may be deemed to be beneficially owned by Mr. Gendell. The foregoing securities held by TCP may be deemed to be beneficially owned by TCM. The foregoing securities held by TMF may be deemed to be beneficially owned by TCO. The foregoing securities held by TP may be deemed to be beneficially owned by TM. The foregoing securities held by TCP 2 may be deemed to be beneficially owned by TAA.

- (7) Mr. Gendell disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by Mr. Gendell or representing Mr. Gendell's pro rata interest in, and interest in the profits of, TCM, TCP, TCO, TMF, TP, TM, TOA, TCP 2 and TAA. TCM disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TCM or representing TCM's pro rata interest in, and interest in the profits of, TCP. TCO disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TCO or representing TCO's pro rata interest in, and interest in the profits of, TMF.

- (8) TM disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TM or representing TM's pro rata interest in, and interest in the profits of, TP. TOA disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TOA. TAA disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TAA or representing TAA's pro rata interest in, and interest in the profits of, TCP 2.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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