

POWELL INDUSTRIES INC  
Form 8-K  
March 02, 2015

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**DATE OF REPORT (Date of earliest event reported): February 25, 2015**

**POWELL INDUSTRIES, INC.**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**001-12488**  
**(Commission**  
**File Number)**

**88-0106100**  
**(I.R.S. Employer**  
**Identification Number)**

**8550 Mosley Road**

**Houston, Texas**  
**(Address of Principal**

**77075-1180**  
**(Zip Code)**

**Executive Offices)**

**(713) 944-6900**

**(Registrant's Telephone Number, Including Area Code)**

**N/A**

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

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:

- .. Written communications pursuant to Rule 425 under the Securities Act (17CFR230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17CFR240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR240.14D-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the annual meeting of stockholders of Powell Industries, Inc. (the Company) held on February 25, 2015 (the Annual Meeting), the Company's stockholders: (i) re-elected Scott E. Rozzell, Robert C. Tranchon and John D. White as directors of the Company with terms ending in 2018 and (ii) approved, on an advisory basis, the Company's say-on-pay proposal relating to the compensation paid to the Company's executives and the related compensation discussion and analysis contained in the Company's definitive proxy statement filed with the Securities and Exchange Commission on January 7, 2015. The other directors continuing in office are Joseph L. Becherer, Michael A. Lucas, Thomas W. Powell, Eugene L. Butler, Christopher E. Cragg and Bonnie V. Hancock.

The following describes the results of the voting at the Annual Meeting:

**Proposal No. 1: Election of directors**

Nominee	Votes Cast For	Votes Cast Against	Votes Withheld	Abstentions	Non-Votes
Scott E. Rozzell	10,376,364		115,537		
Robert C. Tranchon	9,421,906		1,069,995		
John D. White	10,372,126		119,775		

**Proposal No. 2: Say-on-Pay advisory vote**

FOR	9,586,990	AGAINST	900,255	ABSTAIN	4,656
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**SIGNATURES**

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

POWELL INDUSTRIES, INC.

Date: March 2, 2015

By: /s/ Don R. Madison  
Don R. Madison  
Executive Vice President  
Chief Financial and Administrative Officer  
(Principal Financial Officer)