

POWELL INDUSTRIES INC  
Form 8-K  
February 22, 2019

**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 20, 2019**

**POWELL INDUSTRIES, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

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

**8550 Mosley Road**

**Houston, Texas**

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

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

**77075-1180**

**(Address of Principal Executive  
Offices)**

**(Zip Code)**

**(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 (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**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 20, 2019 (the Annual Meeting), the Company's stockholders (i) re-elected Brett A. Cope, Thomas W. Powell and Richard E. Williams as directors of the Company with terms scheduled to expire in fiscal year 2022 or until their successors are duly elected and qualified and (ii) approved, on an advisory basis, the Company's say-on-pay proposal relating to the compensation paid to the Company's executives, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the compensation discussion and analysis, the compensation tables and any related material disclosed in the Company's definitive proxy statement filed with the Securities and Exchange Commission on January 7, 2019. The other directors of the Company continuing in office are Christopher E. Cragg, Perry L. Elders, Bonnie V. Hancock, James W. McGill and John D. White.

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

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

|                     | <b>Votes Cast</b> | <b>Votes Cast</b> | <b>Votes</b>    |                    | <b>Broker</b>    |
|---------------------|-------------------|-------------------|-----------------|--------------------|------------------|
| <b>Nominee</b>      | <b>For</b>        | <b>Against</b>    | <b>Withheld</b> | <b>Abstentions</b> | <b>Non-Votes</b> |
| Brett A. Cope       | 9,398,293         |                   | 91,450          |                    |                  |
| Thomas W. Powell    | 9,390,054         |                   | 99,689          |                    |                  |
| Richard E. Williams | 9,291,705         |                   | 198,038         |                    |                  |

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

| <b>Votes Cast For</b> | <b>Votes Cast Against</b> | <b>Votes Withheld</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-----------------------|---------------------------|-----------------------|--------------------|-------------------------|
| 9,280,024             | 204,464                   |                       | 3,255              |                         |

**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: February 22, 2019

By: /s/ Michael W. Metcalf  
Michael W. Metcalf

Executive Vice President

Chief Financial Officer

(Principal Financial Officer)