

POWELL INDUSTRIES INC  
Form 8-K  
February 22, 2013

**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, 2013**

**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)**

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**8550 Mosley Drive**

**Houston, Texas**  
(Address of Principal Executive Offices)

**77075-1180**  
(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 (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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 20, 2013, James F. Clark retired from the board of directors of Powell Industries, Inc. (the Company) effective immediately. Mr. Clark's retirement was not related to any disagreement with the Company over any of its operations, policies or practices.

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

At the annual meeting of stockholders of the Company held on February 20, 2013, Joseph L. Becherer, Michael A. Lucas and Thomas W. Powell were re-elected as directors of the Company with terms ending in 2016. Following the retirement of Mr. Clark as described in Item 5.02 above, the other directors continuing in office are Eugene L. Butler, Christopher E. Cragg, Bonnie V. Hancock, Scott E. Rozzell, Robert C. Tranchon and John D. White. As to each nominee for director, the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, were as follows:

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

Nominee	Votes Cast For	Votes Cast Against	Votes Withheld	Abstentions	Non-Votes
Joseph L. Becherer	8,106,328		2,575,828		
Michael A. Lucas	10,614,717		67,439		
Thomas W. Powell	7,934,223		2,747,933		

In addition at this annual meeting, the stockholders 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 proxy statement relating to such annual meeting as follows:

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

FOR	8,184,279	AGAINST	2,431,463	ABSTAIN	66,414
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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 thereunto duly authorized.

POWELL INDUSTRIES, INC.

Date: February 22, 2013

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