

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: **December 11, 2018**

(Date of earliest event reported)

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 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))

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 2.02 – Results of Operations and Financial Condition

On December 11, 2018, Powell Industries, Inc. (NASDAQ: POWL) issued a press release regarding the Company’s results of operations for its fiscal 2018 fourth quarter ended September 30, 2018. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Current Report, including the exhibit, is being furnished pursuant to Item 2.02 of Form 8-K and General Instruction B.2 thereunder. The information in this Current Report shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be deemed incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

Item 9.01 – Financial Statements and Exhibits

(d) Exhibits. The following exhibit is furnished as part of this Report.

<u>Exhibit Number</u>	<u>Description</u>
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99.1	<u>Press Release dated December 11, 2018</u>
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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 thereunto duly authorized.

POWELL INDUSTRIES, INC.

Date: December 11, 2018 By: /s/ DON R. MADISON

Don R. Madison

Executive Vice President

Chief Financial and Administrative Officer

(Principal Financial Officer)

 **POWELL** *PRESS RELEASE*

Contacts: Don R. Madison, CFO

Powell Industries, Inc.

713-947-4422

**POWELL INDUSTRIES ANNOUNCES
FISCAL 2018 FOURTH QUARTER RESULTS**

HOUSTON — DECEMBER 11, 2018 — Powell Industries, Inc. (NASDAQ: POWL), a leading supplier of custom engineered solutions for the management, control and distribution of electrical energy, today announced results for the fiscal 2018 fourth quarter and year ended September 30, 2018.

Revenues for the fourth quarter of fiscal 2018 were \$134.9 million compared to revenues of \$95.0 million for the fourth quarter of fiscal 2017. The Company reported net income for the fourth quarter of \$1.5 million, or \$0.13 per diluted share, compared to a net loss of \$5.1 million, or \$0.45 per diluted share, for the fourth quarter of fiscal 2017.

Brett A. Cope, Powell's President and Chief Executive Officer, stated, "Our fourth quarter 2018 results reflect our efforts to improve operational efficiencies, with top-line growth driven in large part by our U.S. operations. While both project size and margins realized during the quarter remain consistent with the first half of this fiscal year, new orders in the fourth quarter dropped below our recent run-rate, partially driven by timing as several orders slipped into the first quarter of fiscal 2019. Despite this challenge, activity

in our core markets remained strong during the quarter, with brownfield opportunities maintaining a steady pace as the need for smaller, short-cycle work continues."

New orders placed during the fourth quarter of fiscal 2018 totaled \$78 million compared to \$139 million in the third quarter of fiscal 2018 and compared to \$112 million in the fourth quarter of fiscal 2017. The Company's backlog as of September 30, 2018 was \$261 million compared to \$316 million as of June 30, 2018 and compared to \$250 million at the end of last year's fourth quarter.

FISCAL 2018 RESULTS

Revenues for fiscal 2018 were \$448.7 million compared to revenues of \$395.9 million for fiscal 2017. Net loss for fiscal 2018 was \$7.2 million, or \$0.62 per diluted share, compared to a net loss of \$9.5 million, or \$0.83 per diluted share, in fiscal 2017.

OUTLOOK

Commenting on the company's outlook, Don R. Madison, Powell's Chief Financial and Administrative Officer said, "As we enter fiscal 2019, we continue to see improvement in terms of project pricing, quality and order volume for both greenfield and brownfield opportunities when compared to one year ago. We believe that current customer activity will continue to gradually increase with improved margins for fiscal 2019 compared to fiscal 2018. As a result, we expect fiscal 2019 backlog to improve over 2018, revenues to increase modestly, and earnings to improve to breakeven or slightly better in fiscal 2019."

CONFERENCE CALL

Powell Industries has scheduled a conference call for Wednesday, December 12, 2018 at 11:00 a.m. Eastern time. To participate in the conference call, dial 412-902-0030 at least 10 minutes before the call begins and ask for the Powell Industries conference call. A replay of the call will be available approximately two hours after the live broadcast ends and will be accessible until December 19, 2018. To access the replay, dial 201-612-7415 using a passcode of 13685470#.

Investors, analysts and the general public will also have the opportunity to listen to the conference call over the Internet by visiting powellind.com. To listen to the live call on the web, please visit the website at least fifteen minutes before the call begins to register, download and install any necessary audio software. For those who cannot listen to the live webcast, an archive will be available shortly after the call and will remain available for approximately 90 days at powellind.com.

Powell Industries, Inc., headquartered in Houston, designs, manufactures and services custom-engineered equipment and systems for the distribution, control and monitoring of electrical energy. Powell markets include large industrial customers such as utilities, oil and gas producers, refineries, petrochemical plants, pulp and paper producers, mining operations and commuter railways. For more information, please visit powellind.com.

Any forward-looking statements in the preceding paragraphs of this release are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that such forward-looking statements involve risks and uncertainties in that actual results may differ materially from those projected in the forward-looking statements. In the course of operations, we are subject to certain risk factors, competition and competitive pressures, sensitivity to general economic and industrial conditions, international political and economic risks, availability and price of raw materials and execution of business strategy. For further information, please refer to the Company's filings with the Securities and Exchange Commission, copies of which are available from the Company without charge.

This press release contains references to certain non-GAAP financial measures discussed above. Please see the financial table below for more details on these non-GAAP financial measures, including a reconciliation of these non-GAAP financial measures to net income and the reasons management believes these measures are useful to investors.

POWELL INDUSTRIES, INC. & SUBSIDIARIES
CONSOLIDATED STATEMENT OF OPERATIONS

(In thousands, except per share data)	Three months ended September 30,		Year ended September 30,	
	2018	2017	2018	2017
	(Unaudited)			
Revenues	\$ 134,897	\$ 94,963	\$ 448,716	\$ 395,911
Cost of goods sold	110,892	84,069	383,361	345,142
Gross profit	24,005	10,894	65,355	50,769
Selling, general and administrative expenses	18,306	15,071	66,768	61,524
Research and development expenses	1,791	2,088	6,717	6,906
Amortization of intangible assets	44	92	205	355
Restructuring and separation expenses	787	482	787	1,322
Operating income (loss)	3,077	(6,839)	(9,122)	(19,338)
Other income	(240)	(508)	(747)	(2,029)
Interest expense	54	46	207	168
Interest income	(172)	(271)	(883)	(558)
Income (loss) before income taxes	3,435	(6,106)	(7,699)	(16,919)
Income tax provision (benefit)	1,896	(964)	(547)	(7,433)
Net income (loss)	\$ 1,539	\$ (5,142)	\$ (7,152)	\$ (9,486)
Earnings (loss) per share:				
Basic	\$ 0.13	\$ (0.45)	\$ (0.62)	\$ (0.83)
Diluted	\$ 0.13	\$ (0.45)	\$ (0.62)	\$ (0.83)
Weighted average shares:				
Basic	11,518	11,468	11,507	11,453
Diluted	11,613	11,468	11,507	11,453
SELECTED FINANCIAL DATA:				
Depreciation and Amortization	\$ 3,248	\$ 3,274	\$ 12,903	\$ 12,755
Capital Expenditures	\$ 524	\$ 1,116	\$ 4,502	\$ 3,636
Dividends Paid	\$ 2,982	\$ 2,970	\$ 11,916	\$ 11,875

POWELL INDUSTRIES, INC. & SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	September 30,	
(In thousands)	2018	2017
Assets:		
Cash, cash equivalents and short-term investments	\$ 49,754	\$ 95,188
Restricted cash	19,154	15,104
Other current assets	207,754	139,779
Property, plant and equipment (net)	128,764	139,420
Restricted cash (non-current)	5,987	9,747
Long-term assets	18,538	15,748
Total assets	\$ 429,951	\$ 414,986
Liabilities and equity:		
Current liabilities	\$ 117,849	\$ 85,579
Long-term debt, net of current maturities	1,200	1,600
Deferred and other long-term liabilities	9,258	6,511
Stockholders' equity	301,644	321,296
Total liabilities and stockholders' equity	\$ 429,951	\$ 414,986
SELECTED FINANCIAL DATA:		
Working capital	\$ 158,813	\$ 164,492