

**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 16, 2022**

**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

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 (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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	POWL	Nasdaq Global Market

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 16, 2022 (the “Annual Meeting”), the Company’s stockholders (i) re-elected Brett A. Cope and Richard E. Williams and elected John G. Stacey as directors of the Company with terms ending in fiscal year 2025, (ii) approved, on an advisory basis, the Company’s “say-on-pay” proposal relating to the compensation paid to the Company’s named executive officers and the related compensation discussion and analysis contained in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on January 6, 2022 and (iii) approved an amendment to the Company’s 2014 Non-Employee Director Equity Incentive Plan to (1) extend the term of the plan by ten years and (2) increase the number of shares of common stock that may be issued under the plan by 200,000 shares for a total of 350,000 shares. The other directors of the Company continuing in office are Christopher E. Cragg, Katheryn B. Curtis, Perry L. Elders, 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>Nominee</b>	<b>Votes Cast For</b>	<b>Vote Cast Against</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Brett A. Cope	10,034,808	—	51,093	—
John G. Stacey	10,027,951	—	57,950	—
Richard E. Williams	5,344,743	—	4,741,158	—

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

<b>Votes Cast For</b>	<b>Vote Cast Against</b>	<b>Votes Withheld/Abstentions</b>	<b>Broker Non-Votes</b>
9,997,187	74,017	14,697	—

**Proposal No. 3: Amendment to the 2014 Non-Employee Director Equity Incentive Plan vote**

<b>Votes Cast For</b>	<b>Vote Cast Against</b>	<b>Votes Withheld/Abstentions</b>	<b>Broker Non-Votes</b>
9,881,487	198,918	5,496	—

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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: February 17, 2022

By: /s/ Michael W. Metcalf  
Michael W. Metcalf  
Executive Vice President  
Chief Financial Officer  
(Principal Financial Officer)