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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**POWELL INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

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

**88-0106100**  
(I.R.S. Employer  
Identification No.)

**8550 Mosley Road  
Houston, Texas 77075  
(713) 944-6900**  
(Address of principal executive offices)

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**POWELL INDUSTRIES, INC. 2014 EQUITY INCENTIVE PLAN**  
(Full title of the plan)

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**Copies to:**

**Brett A. Cope**  
**President and Chief Executive Officer**  
**Powell Industries, Inc.**  
**8550 Mosley Road**  
**Houston, Texas 77075**  
**(713) 944-6900**

**William R. Rohrllich, II**  
**Winstead PC**  
**600 Travis Street**  
**Suite 5200**  
**Houston, Texas 77002**  
**(281) 681-5912**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

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## REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E

Powell Industries, Inc. (the "Company") has filed this Registration Statement to register under the Securities Act of 1933, as amended, the offer and sale of an additional 800,000 shares of common stock of the Company, par value \$0.01 per share, issuable under the Powell Industries, Inc. 2014 Equity Incentive Plan, as amended by the First Amendment to Powell Industries, Inc. 2014 Equity Incentive Plan (as so amended, the "Plan"). Accordingly, the contents of the previous Registration Statement on Form S-8 (File No. 333-196171) filed by the Company with the U.S. Securities and Exchange Commission on May 22, 2014 (the "Prior Registration Statement") relating to the Plan, including periodic reports that the Company filed after the Prior Registration Statement to maintain current information about the Company, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8. The Prior Registration Statement is currently effective.

### Item 8. Exhibits.

Exhibit Number	Description
3.1	<a href="#">Certificate of Incorporation of Powell Industries, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Form 8-A/A filed on November 1, 2004)</a>
3.2	<a href="#">Amended and Restated Bylaws of Powell Industries, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed on October 12, 2012)</a>
3.3	<a href="#">Amendment No. 1 to Amended and Restated By-laws of Powell Industries, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed on February 26, 2021)</a>
*5.1	<a href="#">Opinion of Winstead PC</a>
10.1	<a href="#">Powell Industries, Inc. 2014 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Form 10-Q filed on May 7, 2014)</a>
10.2	<a href="#">First Amendment to Powell Industries, Inc. 2014 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on February 16, 2023)</a>
*23.1	<a href="#">Consent of Winstead PC (contained in Exhibit 5.1)</a>
*23.2	<a href="#">Consent of PricewaterhouseCoopers LLP</a>
*24.1	<a href="#">Power of Attorney (included on signature page of this Registration Statement)</a>
*107	<a href="#">Filing Fee Table</a>

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Houston, Texas, on May 19, 2023.

### POWELL INDUSTRIES, INC.

By: /s/ Brett A. Cope

Brett A. Cope  
President and Chief Executive Officer

Each person whose signature appears below constitutes and appoints Brett A. Cope and Michael W. Metcalf, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power to act separately and full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or his or her or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities, in the locations and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Brett A. Cope</u> Brett A. Cope	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)	May 19, 2023
<u>/s/ Michael W. Metcalf</u> Michael W. Metcalf	Executive Vice President and Chief Financial Officer, (Principal Financial Officer)	May 19, 2023
<u>/s/ Milburn E. Honeycutt</u> Milburn E. Honeycutt	Vice President, Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)	May 19, 2023
<u>/s/ Alaina K. Brooks</u> Alaina K. Brooks	Director	May 19, 2023
<u>/s/ Christopher E. Cragg</u> Christopher E. Cragg	Director	May 19, 2023
<u>/s/ Katheryn B. Curtin</u> Katheryn B. Curtis	Director	May 19, 2023
<u>/s/ James W. McGill</u> James W. McGill	Director	May 19, 2023

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/s/ John G. Stacey  
John G. Stacey

Director

May 19, 2023

/s/ John D. White  
John D. White

Director

May 19, 2023

/s/ Richard E. Williams  
Richard E. Williams

Director

May 19, 2023



May 19, 2023

Board of Directors  
Powell Industries, Inc.  
8550 Mosley Drive  
Houston, Texas 77075

Ladies and Gentlemen:

We have acted as legal counsel to Powell Industries, Inc., a Delaware corporation (the "Company"), in connection with the Company's Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of the proposed offer and sale of up to 800,000 shares (the "Shares") of common stock, par value \$0.01 per share, of the Company to be issued by the Company pursuant to the Powell Industries, Inc. 2014 Equity Incentive Plan, as amended by the First Amendment to Powell Industries, Inc. 2014 Equity Incentive Plan (as so amended, the "Plan").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement, (ii) the Plan; (iii) the Certificate of Incorporation of the Company, as currently in effect; and (iv) the Amended and Restated Bylaws of the Company, as amended, as currently in effect. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others, and such other documents, certificates and records as we have deemed necessary or appropriate as a basis for the opinion set forth herein.

In our examination, we have assumed and have not verified (i) the legal capacity of all natural persons; (ii) the genuineness of all signatures (other than persons signing on behalf of the Company); (iii) the authenticity of all documents, certificates and instruments submitted to us as originals; (iv) the conformity with the originals of all documents supplied to us as copies; (v) the accuracy and completeness of all corporate records and documents made available to us by the Company; and (vi) that the foregoing documents, in the form submitted to us for our review, have not been altered or amended in any respect material to our opinion stated herein. We have relied as to factual matters upon certificates from officers of the Company and certificates and other documents from public officials and government agencies and departments and we have assumed the accuracy and authenticity of such certificates and documents. We have also assumed that, at or prior to the time of the issuance and delivery of any Shares, that there will not have occurred any change in law, change in the Company's Certificate of Incorporation, or further action by the Company's board of directors, in each case affecting the validity of the issuance of the Shares.

Based on the foregoing and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares have been duly authorized and, when issued in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and non-assessable.

Our opinions herein are expressed solely as to the Delaware General Corporation Law (including, to the extent applicable, Delaware statutory and constitutional provisions and reported judicial decisions interpreting the foregoing). We express no opinion as to the laws of any other jurisdiction. The opinion expressed herein is given as of this date, and we do not undertake to supplement this opinion with respect to any events or changes occurring subsequent to the date of this letter.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name wherever appearing in the Registration Statement and any amendments thereto. In giving this consent, we do not admit that we are “experts” within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Winstead PC

Winstead PC

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Powell Industries, Inc. of our report dated December 6, 2022 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Powell Industries, Inc.'s Annual Report on Form 10-K for the year ended September 30, 2022.

/s/ PricewaterhouseCoopers LLP  
Houston, Texas  
May 19, 2023

**Calculation of Filing Fee Tables**

**Form S-8**  
(Form Type)

**Powell Industries, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to Be Paid (1)	Equity	Common Stock, par value \$0.01 per share	Other (2)	800,000 (3)	\$56.30	\$45,040,000	0.00011020	\$4,963.41
Fees Previously Paid	—	—	—	—	—	—	—	—
Carry Forward Securities	—	—	—	—	—	—	—	—
	Total Offering Amounts					\$45,040,000		\$4,963.41
	Total Fee Offsets							\$0.00
	Net Fee Due							\$4,963.41

- (1) Pursuant to Rule 416, this Registration Statement is deemed to include additional shares of common stock issuable under the terms of the Powell Industries, Inc. 2014 Equity Incentive Plan, as amended, by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) promulgated under the Securities Act of 1933 (the "Securities Act"), based upon the average of the high and low prices of Powell Industries, Inc.'s common stock as reported on the Nasdaq Global Market on May 15, 2023.
- (3) Consists of shares of common stock issuable in respect of awards to be granted under the Powell Industries, Inc. 2014 Equity Incentive Plan, as amended.