

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: August 6, 2019

(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 August 6, 2019, Powell Industries, Inc. (NASDAQ: POWL) issued a press release regarding the Company's results of operations for its fiscal 2019 third quarter ended June 30, 2019. 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 8.01 – Other Events

On August 6, 2019, Powell Industries, Inc. issued a press release announcing that its Board of Directors declared a quarterly cash dividend of \$0.26 per share payable to shareholders of record on August 21, 2019. This dividend will be paid on September 18, 2019. A copy of such press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

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>
99.1	Press Release dated August 6, 2019
99.2	Press Release dated August 6, 2019

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: August 6, 2019 By: /s/ Michael W. Metcalf
Michael W. Metcalf
Executive Vice President

Chief Financial Officer
(Principal Financial Officer)



FOR IMMEDIATE RELEASE

Contacts: Michael W. Metcalf, CFO
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**POWELL INDUSTRIES ANNOUNCES
FISCAL 2019 THIRD QUARTER RESULTS**
Highest Backlog Since Fiscal 2016

HOUSTON — AUGUST 6, 2019 — 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 2019 third quarter ended June 30, 2019.

Revenues for the third quarter of fiscal 2019 were \$135.6 million compared to revenues of \$123.7 million for the second quarter of fiscal 2019 and revenues of \$122.1 million for the third quarter of fiscal 2018. The Company reported net income for the third quarter of \$5.1 million, or \$0.44 per diluted share, compared to net income of \$1.0 million, or \$0.08 per diluted share, for the second quarter of fiscal 2019 and net income of \$0.3 million, or \$0.03 per diluted share, for the third quarter of fiscal 2018.

New orders placed during the third quarter of fiscal 2019 totaled \$145 million compared to \$197 million in the second quarter of fiscal 2019 and compared to \$139 million in the third quarter of fiscal 2018. The Company's backlog as of June 30, 2019 was \$407 million up 2.5% sequentially from \$397 million as of March 31, 2019 and compared to \$316 million at the end of last year's third quarter.

Brett A. Cope, Powell's President and Chief Executive Officer, stated, "We continue to build on the momentum from the previous quarter, delivering on our customer commitments while also improving the utilization of our people and facilities. Our third quarter results reflect our continued focus on operational execution across the company while we continue to work towards an improved quality and mix of our backlog."

Cope added, "Powell's \$145 million of new orders in the third quarter were driven more broadly from our core oil, gas, and petrochemical customers, as well as the industrial and utility sectors from both domestic and international markets. We enter the fourth quarter with a strong backlog and a healthy funnel of inquiry activity, particularly in the US Gulf Coast region where we continue to support the development of several, larger projects driven in part by the availability of low cost natural gas."

OUTLOOK

Commenting on the company's outlook, Michael Metcalf, Powell's Chief Financial Officer said, "Looking ahead, we expect continued growth across our key end markets, specifically within the industrial sector. Similar to the third quarter, our fourth quarter focus on operational priorities should generate increased productivity from both volume leverage and associated SG&A cost efficiencies, all of which are providing margin uplift. Additionally, we expect to deliver solid operating cash flow through the remainder of fiscal 2019 with strong working capital discipline."

"Finally, we anticipate that our customer focus, coupled with sustained end market activity will provide a platform for continued profitability in the fourth quarter of fiscal 2019 and into fiscal 2020," Metcalf concluded.

CONFERENCE CALL

Powell Industries has scheduled a conference call for Wednesday, August 7, 2019 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 August 14, 2019. To access the replay, dial 201-612-7415 using a passcode of 13691710#.

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 15 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.

POWELL INDUSTRIES, INC. & SUBSIDIARIES
CONSOLIDATED STATEMENT OF OPERATIONS

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2019	2018	2019	2018
(In thousands, except per share data)				
			(Unaudited)	
Revenues	\$ 135,588	\$ 122,130	\$ 368,676	\$ 313,819
Cost of goods sold	111,873	103,755	310,255	272,469
Gross profit	<u>23,715</u>	<u>18,375</u>	<u>58,421</u>	<u>41,350</u>
Selling, general and administrative expenses	17,117	16,174	50,240	48,462
Research and development expenses	1,631	1,632	4,988	4,926
Amortization of intangible assets	44	44	132	161
Insurance proceeds	(950)	—	(950)	—
Restructuring and other, net	233	—	233	—
Operating income (loss)	<u>5,640</u>	<u>525</u>	<u>3,778</u>	<u>(12,199)</u>
Other income	—	—	—	(507)
Interest expense	59	51	170	153
Interest income	(305)	(215)	(707)	(711)
Income (loss) before income taxes	<u>5,886</u>	<u>689</u>	<u>4,315</u>	<u>(11,134)</u>
Income tax expense (benefit)	<u>797</u>	<u>388</u>	<u>963</u>	<u>(2,443)</u>
Net income (loss)	<u>\$ 5,089</u>	<u>\$ 301</u>	<u>\$ 3,352</u>	<u>\$ (8,691)</u>
Income (loss) per share:				
Basic	\$ 0.44	\$ 0.03	\$ 0.29	\$ (0.76)
Diluted	\$ 0.44	\$ 0.03	\$ 0.29	\$ (0.76)
Weighted average shares:				
Basic	11,579	11,514	11,567	11,503
Diluted	11,603	11,587	11,589	11,503
SELECTED FINANCIAL DATA:				
Depreciation and Amortization	\$ 2,948	\$ 3,231	\$ 9,408	\$ 9,655
Capital Expenditures	\$ 1,269	\$ 1,163	\$ 3,241	\$ 3,978
Dividends Paid	\$ 3,003	\$ 2,980	\$ 8,991	\$ 8,934

POWELL INDUSTRIES, INC. & SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(In thousands)	June 30, 2019	September 30, 2018
	(Unaudited)	
Assets:		
Cash, cash equivalents and short-term investments	\$ 78,030	\$ 49,754
Restricted cash	8,188	19,154
Other current assets	201,052	207,754
Property, plant and equipment (net)	121,909	128,764
Restricted cash (non-current)	8,476	5,987
Long-term assets	19,451	18,538
Total assets	\$ 437,106	\$ 429,951
Liabilities and equity:		
Current liabilities	\$ 129,801	\$ 117,849
Long-term debt, net of current maturities	800	1,200
Deferred and other long-term liabilities	10,846	9,258
Stockholders' equity	295,659	301,644
Total liabilities and stockholders' equity	\$ 437,106	\$ 429,951
SELECTED FINANCIAL DATA:		
Working capital	\$ 157,469	\$ 158,813



FOR IMMEDIATE RELEASE

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POWELL INDUSTRIES DECLARES QUARTERLY CASH DIVIDEND

HOUSTON - August 6, 2019 - Powell Industries, Inc. (NASDAQ: POWL), a leading supplier of custom engineered solutions for the management, control and distribution of electrical energy, today announced that its Board of Directors has declared a quarterly cash dividend on the Company's common stock in the amount of \$0.26 per share. The dividend is payable on September 18, 2019 to shareholders of record at the close of business on August 21, 2019.

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.