

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: **May 7, 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 May 7, 2019, Powell Industries, Inc. (NASDAQ: POWL) issued a press release regarding the Company’s results of operations for its fiscal 2019 second quarter ended March 31, 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 May 7, 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 May 22, 2019. This dividend will be paid on June 19, 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 May 7, 2019
99.2	Press Release dated May 7, 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: May 7, 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
Powell Industries, Inc.

713-947-4422

Ken Dennard / Natalie Hairston
Dennard Lascar Investor Relations
713-529-6600

**POWELL INDUSTRIES ANNOUNCES
FISCAL 2019 SECOND QUARTER RESULTS
2Q FISCAL 2019 BOOK TO BILL 1.6**

HOUSTON — MAY 7, 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 second quarter ended March 31, 2019.

Revenues for the second quarter of fiscal 2019 were \$123.7 million compared to revenues of \$109.4 million for the first quarter of fiscal 2019 and revenues of \$101.5 million for the second quarter of fiscal 2018. The Company reported net income for the second quarter of \$1.0 million, or \$0.08 per diluted share, compared to a net loss of \$2.7 million, or \$0.23 per diluted share, for the first quarter of fiscal 2019 and a net loss of \$3.3 million, or \$0.29 per diluted share, for the second quarter of fiscal 2018.

New orders placed during the second quarter of fiscal 2019 totaled \$197 million compared to \$172 million in the first quarter of fiscal 2019 and compared to \$142 million in the second quarter of fiscal 2018. The Company's backlog as of March 31, 2019 was \$397 million up 23% sequentially from \$322 million as of December 31, 2018 and compared to \$300 million at the end of last year's second quarter.

Brett A. Cope, Powell's President and Chief Executive Officer, stated, "Our second quarter results reflect a combination of solid operational execution and improved utilization of our people and facilities. New orders were strong in the quarter driven largely by our core domestic oil, gas and petrochemical customers. We also experienced improved orders across our international operations as activity continues to strengthen in several of our key global markets."

Cope added, "We are encouraged by the sustained level of market activity and continue to build a backlog that reflects the strengthening end market demand. In the second half of fiscal 2019, we will maintain our focus on operational execution and delivering on the trust our customers have placed in Powell. New inquiry activity was strong in the second quarter and we expect this trend to continue through the rest of the fiscal year. Overall, we expect that the growth and improved quality of our backlog will position Powell for modest improvement in the second half of 2019 over the first half."

OUTLOOK

Commenting on the company's outlook, Michael Metcalf, Powell's Chief Financial Officer said, "We continue to see strength in our core industrial markets resulting in an improved backlog position. The business is beginning to see this benefit through higher global factory volumes and the associated cost efficiencies driving margin improvement over fiscal year 2018. Additionally, with this increased level of market activity, the business has delivered strong free cash flow through the first half of fiscal 2019. Looking forward, we anticipate that our focus on end market activity and project execution through the second half of the year will result in a return to profitability for the business in fiscal year 2019. We remain committed to our prudent working capital management and believe that we are well positioned to deliver on our growing backlog."

CONFERENCE CALL

Powell Industries has scheduled a conference call for Wednesday, May 8, 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 May 15, 2019. To access the replay, dial 201-612-7415 using a passcode of 13689047#.

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 March 31,		Six Months Ended March 31,	
	2019	2018	2019	2018
(In thousands, except per share data)				
			(Unaudited)	
Revenues	\$ 123,737	\$ 101,505	\$ 233,088	\$ 191,689
Cost of goods sold	103,662	89,084	198,382	168,713
Gross profit	<u>20,075</u>	<u>12,421</u>	<u>34,706</u>	<u>22,976</u>
Selling, general and administrative expenses	17,195	16,073	33,123	32,288
Research and development expenses	1,663	1,636	3,357	3,294
Amortization of intangible assets	44	44	88	117
Operating income (loss)	<u>1,173</u>	<u>(5,332)</u>	<u>(1,862)</u>	<u>(12,723)</u>
Other income	—	—	—	(507)
Interest expense	55	51	111	102
Interest income	(245)	(293)	(402)	(495)
Income (loss) before income taxes	<u>1,363</u>	<u>(5,090)</u>	<u>(1,571)</u>	<u>(11,823)</u>
Income tax expense (benefit)	405	(1,760)	166	(2,831)
Net income (loss)	<u>\$ 958</u>	<u>\$ (3,330)</u>	<u>\$ (1,737)</u>	<u>\$ (8,992)</u>
Income (loss) per share:				
Basic	\$ 0.08	\$ (0.29)	\$ (0.15)	\$ (0.78)
Diluted	\$ 0.08	\$ (0.29)	\$ (0.15)	\$ (0.78)
Weighted average shares:				
Basic	11,570	11,509	11,560	11,503
Diluted	11,632	11,509	11,560	11,503
SELECTED FINANCIAL DATA:				
Depreciation and Amortization	\$ 3,239	\$ 3,189	\$ 6,460	\$ 6,424
Capital Expenditures	\$ 1,208	\$ 1,114	\$ 1,972	\$ 2,815
Dividends Paid	\$ 2,996	\$ 2,977	\$ 5,988	\$ 5,954

POWELL INDUSTRIES, INC. & SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(In thousands)	March 31, 2019	September 30, 2018
	(Unaudited)	
Assets:		
Cash, cash equivalents and short-term investments	\$ 72,367	\$ 49,754
Restricted cash	10,835	19,154
Other current assets	181,157	207,754
Property, plant and equipment (net)	122,836	128,764
Restricted cash (non-current)	7,791	5,987
Long-term assets	18,618	18,538
Total assets	\$ 413,604	\$ 429,951
Liabilities and equity:		
Current liabilities	\$ 110,283	\$ 117,849
Long-term debt, net of current maturities	800	1,200
Deferred and other long-term liabilities	10,227	9,258
Stockholders' equity	292,294	301,644
Total liabilities and stockholders' equity	\$ 413,604	\$ 429,951
SELECTED FINANCIAL DATA:		
Working capital	\$ 154,076	\$ 158,813



FOR IMMEDIATE RELEASE

Contact: Mike Metcalf, CFO
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713-947-4422

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Dennard Lascar Investor Relations
713-529-6600

POWELL INDUSTRIES DECLARES QUARTERLY CASH DIVIDEND

HOUSTON - May 7, 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 June 19, 2019 to shareholders of record at the close of business on May 22, 2019.

Powell Industries, Inc., headquartered in Houston, engineers packaged solutions and systems for the management, control and distribution 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.