

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: February 21, 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 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 21, 2018 (the “Annual Meeting”), the Company’s stockholders: (i) re-elected John D. White and elected James W. McGill as directors of the Company with terms ending in 2021 and (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 8, 2018. The other directors continuing in office are Brett A. Cope, Thomas W. Powell, Richard E. Williams, Christopher E. Cragg, Perry Elders and Bonnie Hancock.

The following describes the results of the voting at the Annual Meeting:

Proposal No. 1: Election of directors

<u>Nominee</u>	<u>Votes Cast For</u>	<u>Vote Cast Against</u>	<u>Votes Withheld</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
James W. McGill	9,267,193	—	90,876	—	—
John D. White	9,231,225	—	126,844	—	—

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

<u>For</u>	<u>Against</u>	<u>Abstain</u>
9,165,495	188,658	3,915

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

POWELL INDUSTRIES, INC.

Date: February 22, 2018 By: /s/ DON R. MADISON

Don R. Madison
Executive Vice President

Chief Financial and Administrative Officer
(Principal Financial Officer)