

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): March 31, 2026

POWELL INDUSTRIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
incorporation)

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 (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-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 5.03– Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 6, 2026, Powell Industries, Inc. (NASDAQ: POWL) (the “Company”) previously announced a three-for-one forward stock split (the “Stock Split”) of the Company’s common stock. On March 31, 2026, the Company filed an amendment (the “Amendment”) to the Company’s Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware to effect the previously announced Stock Split and proportionately increase the number of shares of the Company’s authorized common stock from 30 million to 90 million. The Amendment, which will become effective at 5:00 p.m. Eastern Time on April 1, 2026, is filed as Exhibit 3.1 to this Current Report on Form 8-K.

Trading is expected to commence on a split-adjusted basis at market open on April 6, 2026.

Item 9.01 – Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are furnished as part of this Report.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 hereunto duly authorized.

POWELL INDUSTRIES, INC.

Date: March 31, 2026

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

CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
POWELL INDUSTRIES, INC.

Powell Industries, Inc., a corporation (the “Corporation”) organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “DGCL”), hereby adopts this Certificate of Amendment, which amends the Amended and Restated Certificate of Incorporation of the Corporation, as described below, and does hereby further certify that:

1. The name of the Corporation is Powell Industries, Inc.
2. The Board of Directors of the Corporation duly adopted resolutions setting forth an Amendment to the Amended and Restated Certificate of Incorporation declaring that clause (a) of Article 4 be amended and restated so that clause (a) shall read in its entirety as follows:
 - (a) The total number of shares of all classes of stock which the corporation shall have authority to issue is 95 million (95,000,000) shares, of which 90 million (90,000,000) shall be shares of common stock, par value \$.01 per share, and five million (5,000,000) shall be shares of preferred stock, par value \$.01 per share. At the Effective Time, each share of common stock issued as of immediately prior to the Effective Time shall be automatically subdivided and reclassified into three validly issued, fully paid and non-assessable shares of common stock, without any further action by the Corporation or the holder thereof (the “Stock Split”). Each certificate that immediately prior to the Effective Time represented shares of common stock shall thereafter represent that number of shares of common stock into which the shares of common stock represented by such certificate shall have been subdivided and reclassified pursuant to the Stock Split.
3. The foregoing amendment was duly adopted in accordance with the provisions of Section 141(f) and Section 242 of the DGCL. No meeting or vote of the Corporation’s stockholders was required to adopt the Certificate of Amendment pursuant to Section 242(d)(1) of the DGCL.
4. This Certificate of Amendment shall become effective at 5:00 p.m. Eastern Time on April 1, 2026 (the “Effective Time”).

5. All other provisions of the Amended and Restated Certificate of Incorporation of the Corporation shall remain in full force and effect.

[Signature page follows]

IN WITNESS WHEREOF, this Amendment to the Amended and Restated Certificate of Incorporation has been executed by an authorized officer of this Corporation as of March 31, 2026.

Powell Industries, Inc.

By: /s/ Michael W. Metcalf
Name: Michael W. Metcalf
Executive Vice President, Chief
Financial and Principal
Title: Accounting Officer