

FUEL TECH, INC.  
Form 8-K  
May 19, 2017

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): May 18, 2017

FUEL TECH, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE 001-33059 20-5657551  
(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

Fuel Tech, Inc.  
27601 Bella Vista Parkway  
Warrenville, IL 60555-1617  
630-845-4500

(Address and telephone number of principal executive offices)

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 provision:

- 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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 18 2017, Fuel Tech, Inc., a Delaware corporation (the “Company”) held its Annual Meeting of Stockholders, at which the stockholders voted upon: (a) the election of Vincent J. Arnone, Douglas G. Bailey, James J. Markowsky, Thomas S. Shaw, Jr. and Dennis L. Zeitler to the Company’s Board of Directors until the Company’s next Annual Meeting of Stockholders or until their respective successors are duly elected and qualified; (b) a proposal to adopt an amendment to the Company’s Certificate of Incorporation to: (i) effect a reverse stock split of the Company’s outstanding Common Stock at a ratio of not less than one-for-five (1:5) and not more than one-for-ten (1:10), and (ii) to reduce proportionately the shares of Common Stock authorized for issuances; (c) the ratification of the appointment of RSM US LLP as the Company’s independent registered public accounting firm; (d) an advisory vote on executive compensation; and (e) an advisory vote on the frequency of the executive compensation advisory vote.

The stockholders elected all five directors, approved the amendment to the Company’s Certificate of Incorporation, approved the ratification of the appointment of RSM US LLP as the Company’s independent registered public accounting firm and approved, on an advisory, non-binding basis, Fuel Tech’s executive compensation and conducting the executive compensation advisory vote on an annual basis.

The number of votes cast for or against (or withheld) and the number of abstentions and broker non-votes with respect to each matter voted upon, as applicable, are set forth below.

Proposal 1: Election of Directors

| Director            | For        | Withheld | Broker Non-Votes |
|---------------------|------------|----------|------------------|
| Vincent J. Arnone   | 13,468,667 | 625,729  | 6,175,820        |
| Douglas G. Bailey   | 13,252,815 | 841,581  | 6,175,820        |
| James J. Markowsky  | 13,492,184 | 602,212  | 6,175,820        |
| Thomas S. Shaw, Jr. | 13,392,207 | 702,189  | 6,175,820        |
| Dennis L. Zeitler   | 13,439,356 | 655,040  | 6,175,820        |

Proposal 2: A proposal to adopt an amendment to the Company’s Certificate of Incorporation to: (i) effect a reverse stock split of the Company’s outstanding Common Stock at a ratio of not less than one-for-five (1:5) and not more than one-for-ten (1:10), and (ii) to reduce proportionately the shares of Common Stock authorized for issuances

| For        | Against   | Abstain |
|------------|-----------|---------|
| 18,850,775 | 1,344,486 | 74,955  |

Proposal 3: Ratification of RSM US LLP as the Company’s independent registered public accounting firm

| For        | Against | Abstain |
|------------|---------|---------|
| 19,885,617 | 291,828 | 92,771  |

Proposal 4: Advisory vote on executive compensation

|            |         |         |                  |
|------------|---------|---------|------------------|
| For        | Against | Abstain | Broker Non-Votes |
| 13,273,344 | 735,874 | 85,178  | 6,175,820        |

Proposal 5: Advisory vote on the frequency of executive compensation vote

|            |           |             |         |                  |
|------------|-----------|-------------|---------|------------------|
| One Year   | Two Years | Three Years | Abstain | Broker Non-Votes |
| 12,324,037 | 40,183    | 1,619,231   | 110,945 | 6,175,820        |

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.

Fuel Tech, Inc.  
(Registrant)

Date: May 19, 2017

By: /s/ Albert G. Grigonis  
Albert G. Grigonis  
Senior Vice President, General Counsel and  
Secretary