

POWELL INDUSTRIES INC  
Form 8-K/A  
June 16, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K/A  
CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
DATE OF REPORT: August 7, 2006  
(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 Drive**  
**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))
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**Explanatory Note**

This Current Report on Form 8-K/A is filed as an amendment to the Current Report on Form 8-K filed by Powell Industries, Inc. (the Company ) on August 9, 2006 (the Original 8-K ). The Company is amending Item 9.01(d) (Exhibits) to replace the Asset Purchase Agreement (the Purchase Agreement ) dated as of August 7, 2006 and the Powell Supply Agreement (the Powell Agreement ) dated as of August 7, 2006 that were filed as Exhibits 2.1 and 10.1, respectively, to the Original 8-K. The Company has limited redactions in the Purchase Agreement and the Powell Agreement in response to comments received from the Securities and Exchange Commission to the Company s Confidential Treatment Request filed separately with the Securities and Exchange Commission.

Exhibit 2.1 of this Current Report on Form 8-K/A includes the revised Purchase Agreement and replaces Exhibit 2.1 of the Original 8-K in its entirety. Exhibit 10.1 of this Current Report on Form 8-K/A includes the revised Powell Agreement and replaces Exhibit 10.1 of the Original 8-K in its entirety. All other disclosures of the Original 8-K remain unchanged.

**Item 9.01 Financial Statements and Exhibits**

(d) *Exhibits*

**Exhibit**

**Number**

**Description**

- |       |                                                                                                 |
|-------|-------------------------------------------------------------------------------------------------|
| 2.1*  | Asset Purchase Agreement between the Company and General Electric Company dated August 7, 2006. |
| 10.1* | Powell Supply Agreement between the Company and General Electric Company dated August 7, 2006.  |

\* Portions of this exhibit have been omitted based on a request for confidential treatment pursuant to Rule 24b-2 of the Securities Exchange Act of 1934. Such omitted portions have been filed separately with the Commission.

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**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: June 16, 2008

By: /s/ DON R. MADISON  
Don R. Madison  
Executive Vice President  
Chief Financial and Administrative  
Officer  
(Principal Accounting and Financial  
Officer)

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**Exhibit Index**

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