

FUEL TECH, INC.  
Form 8-K  
May 01, 2014

**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): April 28, 2014**

**Fuel Tech, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-33059**  
**(Commission**

**File Number)**  
**27601 Bella Vista Parkway**

**20-5657551**  
**(IRS Employee**

**Identification No.)**

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**Warrenville, Illinois 60555**

**(Address of principal executive offices)(Zip Code)**

**Registrant's telephone number, including area code: (630) 845-4500**

**Not applicable**

**(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 (see General Instruction A.2. below):

- .. 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 1.01 Entry into a Material Definitive Agreement.**

**Acquisition of Cleveland Roll Forming Environmental Division, Inc. d/b/a PECO**

On April 28, 2014, Fuel Tech, Inc. ( Fuel Tech ), entered into and on April 30, 2014 closed a stock purchase agreement (the Stock Purchase Agreement ) with Lawrence E. Ekey, the sole shareholder ( Seller ) of 100% of the capital stock ( Shares ) of Cleveland Roll Forming Environmental Division, Inc. d/b/a PECO ( PECO ), an Ohio corporation. Pursuant to the Stock Purchase Agreement, PECO became a wholly owned subsidiary of Fuel Tech. Pursuant to the Stock Purchase Agreement, Fuel Tech paid to the Seller total cash consideration of \$7.25 million. The Stock Purchase Agreement contains customary representations, warranties and indemnities.

PECO specializes in electrostatic precipitator (ESP) rebuilds, retrofits and associated products and services.

**Item 8.01. Other Events.**

On April 30, 2014, the Company issued a press release announcing the acquisition of Cleveland Roll Forming Environmental Division, Inc. d/b/a PECO, a copy of which is filed as Exhibit 99.1 to this report.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits: The following exhibits are filed as part of this report:

**Exhibit**

| <b>No.</b> | <b>Description</b>                   |
|------------|--------------------------------------|
| 99.1       | Press Release, dated April 30, 2014. |

**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.**

Date: May 1, 2014

By: /s/ David S. Collins  
David S. Collins  
Senior Vice President,  
Treasurer & Chief Financial Officer