

FUEL TECH, INC.
Form 8-K
May 24, 2011

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**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 19, 2011

FUEL TECH, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-33059

(Commission
File Number)

20-5657551

(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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.
SIGNATURES

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On May 19 2011, Fuel Tech, Inc., a Delaware corporation (the Company) held its Annual Meeting of Stockholders, at which the stockholders voted upon (i) the election of Douglas G. Bailey, Miguel Espinosa, Charles W. Grinnell, Thomas L. Jones, John D. Morrow, Thomas S. Shaw, Jr. and D.L. Williamson 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, (ii) a proposal to approve a stock option for restricted stock unit exchange program; (iii) the ratification of the appointment of McGladrey & Pullen, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011; (iv) an advisory, non-binding proposal relating to executive compensation; and (v) an advisory, non-binding vote on the frequency of the executive compensation advisory non-binding vote.

The stockholders elected all seven directors, approved the stock option for restricted stock unit exchange program, approved the ratification of the appointment of McGladrey & Pullen, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011, approved the advisory, non-binding proposal relating to executive compensation and, with respect to the advisory, non-binding proposal regarding the frequency of the executive compensation non-binding vote, elected to hold such a vote every year.

The final 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 | Withhold |
|---------------------|------------|----------|
| Douglas G. Bailey | 13,538,408 | 255,435 |
| Miguel Espinosa | 13,553,363 | 240,480 |
| Charles W. Grinnell | 13,553,341 | 260,502 |
| Thomas L. Jones | 13,497,935 | 295,908 |
| John D. Morrow | 13,486,778 | 307,065 |
| Thomas S. Shaw, Jr. | 13,498,758 | 295,085 |
| D.L. Williamson | 13,493,871 | 299,972 |

Proposal 2: Proposal to approve a stock option for restricted stock unit exchange program

| For | Against | Abstain |
|------------|-----------|---------|
| 10,762,635 | 2,978,371 | 52,837 |

Proposal 3: To ratify the appointment of McGladrey & Pullen, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 19,250,664 | 253,434 | 38,945 | 5,749,199 |

Proposal 4: Advisory, non-binding proposal on executive compensation

| For | Against | Abstain |
|------------|---------|---------|
| 13,279,344 | 441,714 | 72,785 |

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Proposal 5: Advisory, non-binding vote on the frequency of the executive compensation advisory vote.

| | | | |
|------------|---------|---------|---------|
| 1 year | 2 years | 3 years | Abstain |
| 12,794,800 | 77,260 | 866,985 | 54,798 |

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 24, 2011

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