

FUEL TECH, INC.  
Form 8-K  
May 29, 2012

**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 24, 2012

**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.)

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**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 24 2012, 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, W. Grant Gregory, Charles W. Grinnell, Thomas L. Jones, George F. MacCormack, Thomas S. Shaw, Jr. and D.L. Williamson to the Company's Board of Directors until the Company's 2013 Annual Meeting of Stockholders, (ii) 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, 2012, and (iii) an advisory, non-binding proposal relating to executive compensation.

The stockholders elected all eight directors, 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, 2012 and approved the advisory, non-binding proposal relating to executive compensation.

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 |
|----------------------|------------|-----------|------------------|
| Douglas G. Bailey    | 13,667,651 | 691,325   | 5,429,167        |
| Miguel Espinosa      | 13,959,270 | 399,706   | 5,429,167        |
| W. Grant Gregory     | 14,011,028 | 347,948   | 5,429,167        |
| Charles W. Grinnell  | 10,269,218 | 4,089,758 | 5,429,167        |
| Thomas L. Jones      | 14,019,479 | 339,497   | 5,429,167        |
| George F. MacCormack | 14,019,995 | 338,981   | 5,429,167        |
| Thomas S. Shaw, Jr.  | 13,945,355 | 413,621   | 5,429,167        |
| D.L. Williamson      | 14,016,838 | 342,138   | 5,429,167        |

**Proposal 2: Ratification of McGladrey & Pullen, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012**

| For        | Against | Abstain |
|------------|---------|---------|
| 19,471,988 | 248,239 | 67,916  |

**Proposal 3: Advisory, non-binding vote on executive compensation**

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 13,636,684 | 654,345 | 67,947  | 5,429,167        |

**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 29, 2012

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