

CECO ENVIRONMENTAL CORP
Form 8-K/A
January 20, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 3, 2014

CECO Environmental Corp.
(Exact Name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

000-7099
(Commission

File Number)

13-2566064
(IRS Employer

Identification No.)

4625 Red Bank Road,

Cincinnati, OH

(Address of principal executive offices)

45227

(Zip Code)

Registrant's telephone number, including area code: 513-458-2600

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:

- .. 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))

EXPLANATORY NOTE

CECO Environmental Corp. (the Company) filed a current report on Form 8-K on November 6, 2014 (the Original 8-K) to report, among other things, the completion of its acquisition of Emtrol LLC (Emtrol). This Current Report on Form 8-K/A amends and restates in its entirety Item 9.01 of the Original Form 8-K to include the required financial statements and to present certain unaudited pro forma financial information in connection with the acquisition, which are filed as exhibits 99.1 and 99.2 hereto, respectively. The information previously reported in the Original 8-K is not hereby amended and is hereby incorporated by reference into this Form 8-K/A.

Item 9.01 Financial Statements and Exhibits.

(a) Financial statements of businesses acquired.

The audited consolidated financial statements of Emtrol as of and for the years ended December 31, 2013 and 2012 and the unaudited condensed consolidated financial statements of Emtrol as of September 30, 2014 and for the nine-month periods ended September 30, 2014 and 2013 are being filed as Exhibit 99.1 to this Current Report on Form 8-K/A and are incorporated herein by reference.

(b) Pro forma financial information.

The unaudited pro forma condensed combined financial information relating to the Company's acquisition of Emtrol is filed as Exhibit 99.2 to this Current Report on Form 8-K/A and is incorporated herein by reference.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| 23.1 | Consent of Kutz & Company, Inc., Independent Certified Public Accountants. |
| 99.1 | Audited consolidated financial statements of Emtrol as of and for the years ended December 31, 2013 and 2012 and the unaudited condensed consolidated financial statements of Emtrol as of September 30, 2014 and for the nine-month periods ended September 30, 2014 and 2013. |
| 99.2 | Unaudited Pro Forma Condensed Combined Financial Information. |

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.

Date: January 16, 2015

CECO Environmental Corp.

By:

/s/ Edward J. Prajzner
Edward J. Prajzner
Chief Financial Officer and Secretary

EXHIBIT INDEX

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| 99.2 | Unaudited Pro Forma Condensed Combined Financial Information. |