

GENCOR INDUSTRIES INC  
Form 8-K  
March 09, 2010

**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: March 9, 2010**

**(Date of earliest event reported)**

**GENCOR INDUSTRIES, INC.**

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

**5201 North Orange Blossom Trail, Orlando, Florida 32810**

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

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(407) 290-6000

(Registrant's telephone number, including area code)

**Delaware**  
(State or other jurisdiction of  
incorporated or organization)

**001-11703**  
**Commission**  
  
**File Number**

**59-0933147**  
(I.R.S. Employer  
Identification No.)

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 5.07 Submission of Matters to a Vote of Security Holders**

On March 5, 2010, at an Annual Meeting of Stockholders, the following was approved:

(1) The election of the following directors:

By holders of Common Stock:

Cort J. Dondero

By holders of Class B Stock:

David A. Air

E.J. Elliott

Marc G. Elliott

Randolph H. Fields

Edward A. Moses

(2) The ratification of the selection of Moore Stephens Lovelace, P.A., independent certified public accountants, as auditors for the Company for the year ending September 30, 2010.

The total number of shares entitled to vote at this meeting was 8,079,872 shares of Common Stock and 1,532,998 shares of Class B Stock, and the tabulation of proxies was as follows:

Election of Director by Holders of Common Stock:

| Name            | For       | Against or<br>Withheld | Abstentions | Non-votes |
|-----------------|-----------|------------------------|-------------|-----------|
| Cort J. Dondero | 2,466,666 | 230,986                | -0-         | 5,382,220 |

Election of Directors by Holders of Class B Stock:

| Name               | For       | Against or<br>Withheld | Abstentions | Non-votes |
|--------------------|-----------|------------------------|-------------|-----------|
| David A. Air       | 1,509,238 | -0-                    | -0-         | 23,760    |
| E.J. Elliott       | 1,509,238 | -0-                    | -0-         | 23,760    |
| Marc G. Elliott    | 1,509,238 | -0-                    | -0-         | 23,760    |
| Randolph H. Fields | 1,509,238 | -0-                    | -0-         | 23,760    |
| Edward A. Moses    | 1,509,238 | -0-                    | -0-         | 23,760    |

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Ratification of Appointment of Moore Stephens Lovelace, P.A. as Auditors for the Year Ending September 30, 2010:

| <b>For</b> | <b>Against or<br/>Withheld</b> | <b>Abstentions</b> | <b>Non-votes</b> |
|------------|--------------------------------|--------------------|------------------|
| 7,977,702  | 227,634                        | 114,736            | 1,292,798        |

No other business was brought before the Annual Meeting.

**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.

GENCOR INDUSTRIES, INC.

/s/ E.J. Elliott  
E.J. Elliott  
Chairman and Chief Executive Officer

March 9, 2010

/s/ L. Ray Adams  
L. Ray Adams  
Principal Financial and Accounting Officer

March 9, 2010