

American Electric Technologies Inc  
Form 8-K  
May 11, 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 (Date of earliest event reported) May 6, 2010

**AMERICAN ELECTRIC TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction

of incorporation)

**000-24575**  
(Commission

File Number)

**59-3410234**  
(IRS Employer

Identification No.)

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**6410 Long Drive, Houston, TX**  
(Address of principal executive offices)

**Registrant's telephone number, including area code 713-644-8182**

**77087**  
(Zip Code)

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 6, 2010 American Electric Technologies, Inc. (the Company) held its Annual Meeting of Stockholders (the Annual Meeting). The stockholders approved amendments to the 2007 Employee Stock Incentive Plan to increase the number of shares available for issuance under the plan from 300,000 to 800,000 and to increase the limitation on awards granted under the plan to an individual participant in any calendar year from 15,000 to 200,000. Approval of the amendment triggers the issuance of a restricted stock grant of 35,600 shares to Charles M. Dauber, President and CEO, which grant was previously approved by the Compensation Committee subject to approval of the plan amendment by the stockholders at the Annual Meeting.

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

The voting results on the matters considered by stockholders at the Annual Meeting were as follows:

- To elect seven members to the Company's Board of Directors:

| Director Nominee   | Votes     |          |
|--------------------|-----------|----------|
|                    | Votes For | Withheld |
| Arthur G. Dauber   | 5,910,609 | 32,034   |
| J. Hoke Peacock II | 5,871,729 | 70,914   |
| Stuart Schube      | 5,550,697 | 391,316  |
| Peter Menikoff     | 5,908,857 | 33,786   |
| Howard W. Kelley   | 5,910,209 | 32,434   |
| Thomas P. Callahan | 5,857,709 | 84,934   |
| Charles M. Dauber  | 5,908,857 | 33,786   |

- To approve amendments to the 2007 Employee Stock Incentive Plan:

| Votes For | Votes Against | Withheld | Broker Non-Votes |
|-----------|---------------|----------|------------------|
| 5,528,159 | 408,134       | 6,350    | 1,372,856        |

- To ratify the selection of the independent registered public accounting firm for the fiscal year ending December 31, 2010:

| Votes For | Votes Against | Withheld | Broker Non-Votes |
|-----------|---------------|----------|------------------|
| 6,745,921 | 1,517         | 4,604    | 563,457          |

**Item 9.01 Financial Statements and Exhibits.**

Exhibit 10.1 - 2007 Employee Stock Incentive Plan, as amended.

**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.

**AMERICAN ELECTRIC TECHNOLOGIES, INC.**

Date: May 11, 2010

By: /s/ John H. Untereker  
John H. Untereker

Senior Vice President, CFO and Secretary