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POWELL INDUSTRIES INC
Form 8-K
May 29, 2002

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

COMMISSION FILE NUMBER 0-6050

POWELL INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

DATE OF REPORT
May 29, 2002
(Date of earliest event reported)

NEVADA

(State or other jurisdiction of
incorporation or organization)

88-0106100

(I.R.S. Employer
Identification No.)

8550 Mosley Drive, Houston, Texas

(Address of principal executive offices)

77075-1180

(Zip Code)

Registrant's telephone number, including area code (713) 944-6900

ITEM 4. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

On May 23, 2002, Powell Industries, Inc. (the "Company") decided to no longer engage Arthur Andersen LLP ("Andersen") as the Company's independent public accountants and appointed Deloitte & Touche LLP ("Deloitte") to serve as the Company's independent public accountants for the year ending October 31, 2002, in accordance with the recommendation of the Board of Directors and its Audit Committee.

Andersen's report on the Company's financial statements for the two fiscal years ended October 31, 2000, and October 31, 2001, did not contain an

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adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the Company's two fiscal years ended October 31, 2000, and October 31,2001, and the subsequent interim periods preceding the decision to change independent public accountants, there were no disagreements with Andersen on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which, if not resolved to Andersen's satisfaction would have caused them to make reference to the subject matter of the disagreement in connection with the audit reports of the Company's consolidated financial statements for such years. There were no reportable events as described under Item 304(a)(1)(v) of Regulation S-K.

The Company provided Andersen with a copy of the foregoing disclosures. A letter from Andersen dated May 23, 2002, stating its agreement with these statements is attached as Exhibit 16.1.

In the years ended October 31, 2000 and October 31, 2001, and through the date hereof, the Company did not consult Deloitte with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, or any other matters or reportable events as set forth in Items 304(a)(2)(i) and (ii) of Regulation S-K.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Not Applicable
- (b) Not Applicable
- (c) Exhibits

| Exhibit No. ----- | Description ----- |
|----------------------|--|
| 16.1 | Letter of Arthur Andersen LLP regarding change in certifying accountant. |
| 99.1 | Press Release dated May 29, 2002. |

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.

POWELL INDUSTRIES, INC.
(Registrant)

/s/ Don R. Madison

 Don R. Madison
 Vice President/Treasurer/
 Chief Financial Officer
 Principal Financial and Accounting Officer

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EXHIBIT INDEX

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