

**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): August 3, 2021

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.)

**14651 North Dallas Parkway
Suite 500
Dallas, TX**
(Address of principal executive offices)

75254
(Zip Code)

Registrant's telephone number, including area code: (214) 357-6181

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	CECE	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition.

On August 3, 2021, CECO Environmental Corp., a Delaware corporation (the “Company”), issued a press release announcing its financial results for the three and six months ended June 30, 2021. A copy of the press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

The information in this Item 2.02, including the exhibit, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 7.01. Regulation FD Disclosure.

On August 3, 2021, the Company issued a press release announcing that its Board of Directors authorized the repurchase of up to \$5.0 million of the Company’s common stock. The press release is furnished herewith as Exhibit 99.2.

The information furnished under Item 7.01 in this Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Title</u>
99.1	Press Release, CECO Environmental Reports Second Quarter and Year-to-date 2021 Results
99.2	Press Release, CECO Environmental Announces \$5 Million Share Repurchase Program
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: August 3, 2021

CECO Environmental Corp.

By: /s/ Matthew Eckl
Matthew Eckl
Chief Financial Officer



CECO Environmental Reports Second Quarter and Year-to-date 2021 Results;

- ***Continued Growth in Backlog and Increases in Revenue Support Second Half Momentum***
- ***Company Announces Share Buyback Plan***

DALLAS, Texas, August 3, 2021 -- CECO Environmental Corp. (Nasdaq: CECE), a leading global air quality and fluid handling company serving the energy, industrial and other niche markets, today reported its financial results for the second quarter of 2021.

Highlights of the Second Quarter 2021*

- Revenue of \$78.7 million, compared with \$75.2 million
- Gross profit of \$25.2 million (32.1% margin), compared with \$25.8 million (34.3% margin)
- Operating income of \$2.1 million, compared with \$4.4 million
- Non-GAAP operating income of \$4.7 million, compared with \$7.4 million
- Net income of \$0.3 million, compared with \$3.3 million
- Non-GAAP net income of \$3.1 million, compared with \$5.1 million
- Adjusted EBITDA of \$6.4 million, compared with \$8.2 million
- Bookings of \$85.5 million, compared with \$60.0 million
- Backlog of \$210.0 million, compared with \$183.1 million as of December 31, 2020
- Earnings per diluted share of \$0.01, compared with \$0.09
- Non-GAAP earnings per diluted share of \$0.09, compared with \$0.14
- Bank Debt of \$68.6 million, compared with \$74.0 million as of December 31, 2020

*All comparisons are versus the comparable prior-year period, unless otherwise stated

Today the company also announced that its Board of Directors approved a new share repurchase program. Under this program, the company intends to repurchase up to \$5 million of outstanding CECO Environmental common stock. The repurchase program will terminate at the end of calendar year 2021.

Todd Gleason, Chief Executive Officer, commented, "I am very pleased with our second quarter and first half 2021 results which continues to build a strong backlog for future revenue. Demand for our environmental solutions across a diversified set of industrial markets gives us conviction that we will deliver renewed revenue growth in the coming periods. Year-to-date our bookings were up over 30 percent, and our opportunity pipeline remains strong and broad based."

Mr. Gleason added, "Today's stock buyback announcement reflects our confidence in CECO's business and our expectations that we will execute our strategic growth plans to deliver strong shareholder value. Our improved business performance and healthy balance sheet has positioned CECO to drive strategic acquisitions, invest in our core businesses and return cash to shareholders."

CONFERENCE CALL

A conference call is scheduled for today at 8:30 a.m. ET to discuss the second quarter 2021 financial results. The conference call may also be accessed by dialing (888) 346-4547 (Toll-Free) within the U.S., (855) 669-9657 (Toll-Free) within Canada or Toll/International (412) 317-5251.

The live webcast and slides can also be accessed at <https://investors.cecoenviro.com/events-webcasts-and-presentations>

A live and archived replay of the conference call will be available on the Company's website for 90 days. The telephone replay will be available one hour after the call ends through August 10, 2021. To access the replay, please dial (877) 344-7529 (Toll-Free) within the U.S., (855) 669-9658 (Toll-Free) within Canada, or Toll/International (412) 317-0088 and entering access code 10158155.

ABOUT CECO ENVIRONMENTAL

CECO Environmental is a global leader in industrial air quality and fluid handling serving a broad landscape of industrial and other niche markets. Providing innovative technology and application expertise, CECO helps companies grow their business with safe, clean, and more efficient solutions that help protect our shared environment. In regions around the world, CECO works to improve air quality, optimize the energy value chain, and provide custom Engineered Systems for applications including power generation, petrochemical processing, general industrial, refining, midstream oil & gas, electric vehicle production, poly silicon fabrication, battery recycling, beverage can, and water/wastewater treatment along with a wide range of other applications. CECO is listed on Nasdaq under the ticker symbol "CECE". For more information, please visit www.cecoenviro.com.

Contact:

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CECO ENVIRONMENTAL CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(dollars in thousands, except per share data)	(unaudited) June 30, 2021	December 31, 2020
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 32,229	\$ 35,992
Restricted cash	2,291	1,819
Accounts receivable, net	65,650	63,046
Costs and estimated earnings in excess of billings on uncompleted contracts	46,839	45,498
Inventories, net	17,271	17,343
Prepaid expenses and other current assets	12,729	11,530
Prepaid income taxes	3,216	7,790
Assets held for sale	—	467
Total current assets	180,225	183,485
Property, plant and equipment, net	15,895	16,228
Right-of-use assets from operating leases	10,420	11,376
Goodwill	161,782	161,820
Intangible assets – finite life, net	29,369	29,637
Intangible assets – indefinite life	9,738	12,937
Deferred charges and other assets	3,273	3,831
Total assets	\$ 410,702	\$ 419,314
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Current portion of debt	\$ 3,750	\$ 3,125
Accounts payable and accrued expenses	81,938	84,997
Billings in excess of costs and estimated earnings on uncompleted contracts	19,232	20,691
Income taxes payable	—	543
Total current liabilities	104,920	109,356
Other liabilities	19,645	20,576
Debt, less current portion	63,720	69,491
Deferred income tax liability, net	7,100	6,970
Operating lease liabilities	8,484	9,310
Total liabilities	203,869	215,703
Commitments and contingencies		
Shareholders' equity:		
Preferred stock, \$.01 par value; 10,000 shares authorized, none issued	—	—
Common stock, \$.01 par value; 100,000,000 shares authorized, 35,749,488 and 35,504,757 shares issued and outstanding at June 30, 2021 and December 31, 2020, respectively	357	355
Capital in excess of par value	256,598	255,296
Accumulated loss	(36,667)	(38,141)
Accumulated other comprehensive loss	(14,151)	(14,496)
	206,137	203,014
Less treasury stock, at cost, 137,920 shares at June 30, 2021 and December 31, 2020	(356)	(356)
Total CECO shareholders' equity	205,781	202,658
Noncontrolling interest	1,052	953
Total shareholders' equity	206,833	203,611
Total liabilities and shareholders' equity	\$ 410,702	\$ 419,314

CECO ENVIRONMENTAL CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(unaudited)

(dollars in thousands, except per share data)	Three months ended June 30,		Six months ended June 30,	
	2021	2020	2021	2020
Net sales	\$ 78,680	\$ 75,170	\$ 150,572	\$ 155,656
Cost of sales	53,426	49,354	100,910	101,561
Gross profit	25,254	25,816	49,662	54,095
Selling and administrative expenses	20,510	18,407	39,965	40,383
Amortization and earnout expenses	2,282	1,785	4,072	3,498
Restructuring expenses	280	530	280	882
Acquisition and integration expenses	37	699	146	699
Income from operations	2,145	4,395	5,199	8,633
Other (expense) income, net	(860)	371	(1,339)	1,347
Interest expense	(704)	(944)	(1,430)	(1,967)
Income before income taxes	581	3,822	2,430	8,013
Income tax expense	199	564	750	1,343
Net income	382	3,258	1,680	6,670
Noncontrolling interest	89	—	206	—
Net income attributable to CECO Environmental Corp.	\$ 293	\$ 3,258	\$ 1,474	\$ 6,670
Earnings per share:				
Basic	\$ 0.01	\$ 0.09	\$ 0.04	\$ 0.19
Diluted	\$ 0.01	\$ 0.09	\$ 0.04	\$ 0.19
Weighted average number of common shares outstanding:				
Basic	35,491,725	35,275,729	35,444,477	35,215,553
Diluted	35,819,269	35,410,182	35,797,001	35,402,524

CECO ENVIRONMENTAL CORP. AND SUBSIDIARIES
RECONCILIATION OF GAAP TO NON-GAAP MEASURES

(dollars in millions)	THREE MONTHS ENDED JUNE 30,				SIX MONTHS ENDED JUNE 30			
	2021		2020		2021		2020	
Operating income as reported in accordance with GAAP	\$	2.1	\$	4.4	\$	5.2	\$	8.6
<i>Operating margin in accordance with GAAP</i>		2.7%		5.9%		3.5%		5.5%
Amortization and earnout expenses		2.3		1.8		4.1		3.5
Restructuring expenses		0.3		0.5		0.3		0.9
Acquisition and integration expenses		—		0.7		0.1		0.7
Non-GAAP operating income	\$	4.7	\$	7.4	\$	9.7	\$	13.7
<i>Non-GAAP operating margin</i>		6.0%		9.8%		6.4%		8.8%

(dollars in millions)	THREE MONTHS ENDED JUNE 30,				SIX MONTHS ENDED JUNE 30			
	2021		2020		2021		2020	
Net income as reported in accordance with GAAP	\$	0.3	\$	3.3	\$	1.5	\$	6.7
Amortization and earnout expenses		2.3		1.8		4.1		3.5
Restructuring expenses		0.3		0.5		0.3		0.9
Acquisition and integration expenses		—		0.7		0.1		0.7
Foreign currency remeasurement		1.1		(0.6)		1.7		(0.1)
Tax benefit of adjustments		(0.9)		(0.6)		(1.5)		(1.3)
Non-GAAP net income	\$	3.1	\$	5.1	\$	6.2	\$	10.4
Depreciation		0.8		0.6		1.6		1.1
Non-cash stock compensation		0.9		0.2		1.6		0.8
Other (income) expense		(0.2)		0.2		(0.3)		(1.2)
Interest expense		0.7		0.9		1.4		2.0
Income tax expense		1.1		1.2		2.3		2.6
Adjusted EBITDA	\$	6.4	\$	8.2	\$	12.8	\$	15.7

Earnings per share:

Basic	\$	0.01	\$	0.09	\$	0.04	\$	0.19
Diluted	\$	0.01	\$	0.09	\$	0.04	\$	0.19

Non-GAAP net income per share:

Basic	\$	0.09	\$	0.14	\$	0.17	\$	0.29
Diluted	\$	0.09	\$	0.14	\$	0.17	\$	0.29

NOTE REGARDING NON-GAAP FINANCIAL MEASURES

CECO is providing certain non-GAAP historical financial measures as presented above as the Company believes that these figures are helpful in allowing individuals to better assess the ongoing nature of CECO's core operations. A "non-GAAP financial measure" is a numerical measure of a company's historical financial performance that excludes amounts that are included in the most directly comparable measure calculated and presented in the GAAP statement of operations.

Non-GAAP operating income, non-GAAP net income, non-GAAP operating margin, non-GAAP earnings per basic and diluted share and adjusted EBITDA, as we present them in the financial data included in this press release, have been adjusted to exclude the effects of amortization expenses for acquisition related intangible assets, contingent retention and earnout expenses, restructuring expenses primarily relating to severance and legal expenses, acquisition and integration expenses which include retention, legal, accounting, banking, and other expenses and other nonrecurring or infrequent items and the associated tax benefit of these items. Management believes that these items are not necessarily indicative of the Company's ongoing operations and their exclusion provides individuals with additional information to compare the Company's results over multiple periods. Management utilizes this information to evaluate its ongoing financial performance. Our financial statements may continue to be affected by items similar to those excluded in the non-GAAP adjustments described above, and exclusion of these items from our non-GAAP financial measures should not be construed as an inference that all such costs are unusual or infrequent.

Non-GAAP operating income, non-GAAP net income, non-GAAP operating margin, non-GAAP earnings per basic and diluted share and adjusted EBITDA are not calculated in accordance with GAAP, and should be considered supplemental to, and not as a substitute for, or superior to, financial measures calculated in accordance with GAAP. Non-GAAP financial measures have limitations in that they do not reflect all of the costs associated with the operations of our business as determined in accordance with GAAP. As a result, you should not consider these measures in isolation or as a substitute for analysis of CECO's results as reported under GAAP. Additionally, CECO cautions investors that non-GAAP financial measures used by the Company may not be comparable to similarly titled measures of other companies.

In accordance with the requirements of Regulation G issued by the Securities and Exchange Commission, non-GAAP operating income, non-GAAP net income, non-GAAP operating margin and non-GAAP earnings per basic and diluted share and adjusted EBITDA stated in the tables above are reconciled to the most directly comparable GAAP financial measures.

SAFE HARBOR

Any statements contained in this Press Release, other than statements of historical fact, including statements about management's beliefs and expectations, are forward-looking statements and should be evaluated as such. These statements are made on the basis of management's views and assumptions regarding future events and business performance. We use words such as "believe," "expect," "anticipate," "intends," "estimate," "forecast," "project," "will," "plan," "should" and similar expressions to identify forward-looking statements. Forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from any future results, performance or achievements expressed or implied by such statements. Potential risks and uncertainties, among others, that could cause actual results to differ materially are discussed under "Part I – Item 1A. Risk Factors" of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2020 and include, but are not limited to: the sensitivity of our business to economic and financial market conditions generally and economic conditions in CECO's service areas; dependence on fixed price contracts and the risks associated therewith, including actual costs exceeding estimates and method of accounting for revenue; the effect of growth on CECO's infrastructure, resources, and existing sales; the ability to expand operations in both new and existing markets; the potential for contract delay or cancellation; liabilities arising from faulty services or products that could result in significant professional or product liability, warranty, or other claims; changes in or developments with respect to any litigation or investigation; failure to meet timely completion or performance standards that could result in higher cost and reduced profits or, in some cases, losses on projects; the potential for fluctuations in prices for manufactured components and raw materials, including as a result of tariffs and surcharges; the substantial amount of debt incurred in connection with our strategic transactions and our ability to repay or refinance it or incur additional debt in the future; the impact of federal, state or local government regulations; economic and political conditions generally; our ability to successfully realize the expected benefits of our restructuring program; our ability to successfully integrate acquired businesses and realize the synergies from strategic transactions; unpredictability and severity of catastrophic events, including cyber security threats, acts of terrorism or outbreak of war or hostilities or public health crises, such as uncertainties regarding the extent and duration of impacts of matters associated with the novel coronavirus ("COVID-19"), as well as management's response to any of the aforementioned factors. Many of these risks are beyond management's ability to control or predict. Should one or more of these risks or uncertainties materialize, or should the assumptions prove incorrect, actual results may vary in material aspects from those currently anticipated. Investors are cautioned not to place undue reliance on such forward-looking statements as they speak only to our views as of the date the statement is made. Furthermore, forward-looking statements speak only as of the date they are made. Except as required under the federal securities laws or the rules and regulations of the Securities and Exchange Commission, we undertake no obligation to update or review any forward-looking statements, whether as a result of new information, future events or otherwise.

CECO Environmental Announces \$5 Million Share Repurchase Program

DALLAS – August 3, 2021 / PRNewswire / -- CECO Environmental Corp. (Nasdaq: CECE) today announced that its Board of Directors has authorized a share repurchase program under which CECO may purchase up to \$5 million of its outstanding common shares through December 31, 2021.

Todd Gleason, CECO's Chief Executive Officer, commented, "We remain highly confident in our current prospects and excited about our future growth opportunities. We have built a healthy balance sheet, and we believe that our current stock price represents an attractive valuation for our capital allocation strategy. The Board's approval of our share repurchase program reflects our confidence in CECO's strategic growth, the strength of our balance sheet, and our heightened commitment to optimizing long-term shareholder returns."

The share repurchase program is designed to return value to CECO shareholders, offset dilution from previous share issuances, and reduce share count over time. The \$5 million authorization represents approximately 2.0% of outstanding shares based on the closing stock price of \$7.04 as of June 30, 2021. The authorization permits the company to repurchase shares in the open market, through accelerated share repurchases, block trades, 10b5-1 plans or through privately negotiated transactions in accordance with applicable laws, rules, and regulations.

The timing and amount of any future repurchases will be determined by the company's management at its discretion based on several factors, including ongoing assessments of the capital needs of the business, the market price of the company's common stock, and general market considerations. The repurchase program may be modified, extended, or terminated by the Board of Directors at any time.

ABOUT CECO ENVIRONMENTAL

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SAFE HARBOR

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