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

On April 22, 2014, Wallace E. Carroll, Jr. informed Katy Industries, Inc. (the "Company") that he has decided not to seek reelection to the Company's Board of Directors at the Company's 2014 annual meeting of stockholders.

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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.

KATY INDUSTRIES,  
INC.  
(Registrant)

By: /s/ James W. Shaffer  
James W. Shaffer  
Vice President,  
Treasurer and Chief  
Financial Officer

Date: April 25, 2014

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