

GENCOR INDUSTRIES INC  
Form 8-K  
May 09, 2008

**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: May 7, 2008**

**(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)**

**(407) 290-6000**

**(Registrant's telephone number, including area code)**

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**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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard: Transfer of Listing.**

On May 9, 2008, Gencor Industries, Inc., a Delaware corporation (the Company ) notified The NASDAQ Stock Market ( NASDAQ ) that, as a result of the resignation of Lloyd I. Miller as a member of the Company's Board of Directors and Audit Committee (as more fully described in Item 5.02 of this Report), the Company is no longer in compliance with NASDAQ Rule 4350(d)(2)(A) because the Company's Audit Committee consists of only two independent directors.

The Company further notified NASDAQ that the Company intends to rely on the cure provisions of Rule 4350(d)(4)(B) and, in accordance with Rule 4350(d)(4)(B), will have until the earlier of the next annual stockholder meeting or one year from the date of Mr. Miller's resignation to comply with the composition requirements set forth in NASDAQ Rule 4350(d)(2)(A).

At the time of the filing of this Report, the Company has determined that it will commence a search for a suitable candidate to serve as an independent director of the Company's Board of Directors and Audit Committee as soon as reasonably possible. Unless otherwise required by law, the Company undertakes no duty or obligation to update this Report for purposes of disclosing any action that the Company decides to take after the filing of this Report with respect to the subject matter of this Item 3.01.

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

On May 7, 2008, the Company received a letter of resignation as a member of the Company's Board of Directors from Lloyd I. Miller, III. As a result of Mr. Miller's resignation, he is also no longer a member of the Company's Audit Committee. A copy of the letter of resignation is filed with this Report as Exhibit 17.1.

**Item 9.01 Financial Statements and Exhibits**

(d) **Exhibits.**

| <b>Exhibit No.</b> | <b>Item</b>                                      |
|--------------------|--|
| 17.1               | Letter of resignation from Lloyd I. Miller, III. |

**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.

May 9, 2008

By: /s/ E.J. Elliott  
E.J. Elliott, Chairman and Chief Executive Officer

May 9, 2008

By: /s/ Scott W. Runkel  
Scott W. Runkel, Chief Financial Officer