

FUEL TECH, INC.  
Form 8-K/A  
April 16, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) March 15, 2013**

**FUEL TECH, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-33059**  
(Commission

File Number)

**20-5657551**  
(IRS Employer

Identification No.)

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**Fuel Tech, Inc.**

**27601 Bella Vista Parkway**

**Warrenville, IL 60555-1617**

**630-845-4500**

**(Address and telephone number of principal executive offices)**

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 provision:

- .. 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 Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.****Explanatory Note*

Section 1 of the Current Report on Form 8-K for an event dated March 15, 2013 (filed with the Securities Exchange Commission on March 21, 2013) incorrectly states the target level and actual amount of Look-Back restricted stock units granted. Fuel Tech, Inc. hereby amends Section 1 and restates the disclosure contained in the Form 8-K to read as follows:

Effective March 15, 2013, the Compensation Committee (the Committee) of the Board of Directors of Fuel Tech, Inc. (Fuel Tech or the Company) took the following actions:

*I. Award of 2012 Look-Back RSUs:* Pursuant to the terms of the Company's 2012 Executive Performance RSU Award Agreement with each participating Executive Officer of the Company shown in the table below (Participating Executive), the Committee determined the actual number of Look-Back restricted stock units (RSUs) to be awarded to each Participating Executive.

The target level of Look-Back RSUs, and the actual amount of Look-Back RSUs granted are set forth in the table below.

<b>Name and Title</b>	<b>Target Look-Back RSUs</b>	<b>Actual Look-Back RSUs Granted</b>
Douglas G. Bailey President and Chief Executive Officer	17,100	13,680
Vincent J. Arnone Executive Vice President, Worldwide Operations	9,900	7,920
David S. Collins Chief Financial Officer and Treasurer	9,000	7,200
Robert E. Puissant Executive Vice President, Marketing and Sales	9,000	7,200

The terms of the 2012 Executive Performance RSU Award Agreement (the 2012 Agreement) are described in the Company's Proxy Statement on Schedule 14A for its 2012 Annual Meeting of Stockholders filed with the Securities Exchange Commission on April 11, 2012, and a copy of the form of the 2012 Agreement entered into between the Company and each of the Participating Executives is attached as Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2012 filed with the Securities Exchange Commission on May 8, 2012. All RSU grants shown above will be made pursuant to the terms of the 2012 Agreement. Such description and exhibit are incorporated by reference in their entirety.

**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.

**Fuel Tech, Inc.**  
(Registrant)

Date: April 16, 2013

By: /s/ David S. Collins  
David S. Collins  
Senior Vice President, Treasurer and Chief Financial Officer