

GENCOR INDUSTRIES INC  
Form DEFA14A  
March 05, 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: March 3, 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))

**SECTION 8 - OTHER EVENTS**

**Item 8.01. Other Events**

On March 3, 2008, Gencor Industries, Inc. (the Company ) issued a press release announcing that Institutional Shareholder Services issued an analysis for the Company's election contest and recommended that shareholders vote for Russell R. Lee, III and for the Company's 2008 Incentive Compensation Plan. A copy of the press release is attached as Exhibit 99.13.

**SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS**

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

| <b>Number</b> | <b>Description:</b>   |
|---------------|---|
| Exhibit 99.13 | Press Release of Gencor Industries, Inc., issued March 3, 2008. |

**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 thereunto duly authorized.

GENCOR INDUSTRIES, INC.

March 4, 2008

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

March 4, 2008

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