

GENCOR INDUSTRIES INC  
Form 8-K  
February 24, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

**Date of Report: February 17, 2006**

**(Date of earliest event reported)**

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**GENCOR INDUSTRIES, INC.**

**(Exact name of registrant as specified in its charter)**

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**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)**

**Delaware**  
**(State or other jurisdiction of**  
  
**incorporated or organization)**

**0-3821**  
**Commission File Number**

**59-0933147**  
**(I.R.S. Employer**  
  
**Identification No.)**

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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):

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- .. 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))
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**Item 2.02. Results of Operations and Financial Condition.**

On February 24, 2006, Gencor Industries, Inc. issued a press release announcing its receipt of a cash distribution from its investees. A copy of the press release is attached as Exhibit 99.4.

The information in this Form 8-K and the Exhibit attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1934, except as shall be expressly set forth by specific reference in such filing.

**Item 8.01-Other Events.**

The information set forth in Item 2.02 is incorporated herein by reference.

**Item 9.01. Exhibits.**

<b>Exhibit No.</b>	<b>Item</b>
99.4	Press Release dated February 24, 2006

**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.

February 24, 2006

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

February 24, 2006

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