

FUEL TECH, INC.  
Form 8-K  
May 27, 2009

**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 (Date of earliest event reported) May 20, 2009**

**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.)

**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))
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**Section 1 Registrant's Business and Operations**

**Item 1.01 Entry into a Material Definitive Agreement**

On May 20, 2009, the Compensation and Nominating Committee (the Committee) of the Board of Directors of Fuel Tech, Inc. (the Registrant or Fuel Tech) amended certain of the performance targets and incentive pool amounts under Fuel Tech's Corporate Incentive Plan (the CIP). As a result of these amendments, the previously reported minimum incentive pool amount for fiscal 2009 has been reduced from \$400,000 to \$280,000.

The discussion of the CIP set forth above does not purport to be complete and is qualified in its entirety by reference to Fuel Tech's Report on Form 8-K for an event dated March 13, 2009, including, without limitation, the Corporate Incentive Plan which is filed as Exhibit 99.1 to that Report.

**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: May 27, 2009

By: /s/ John P. Graham  
John P. Graham  
Chief Financial Officer,  
Sr. Vice President and  
Treasurer