

CECO ENVIRONMENTAL CORP  
Form 8-K  
May 19, 2009

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**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): 05/15/2009**

**CECO ENVIRONMENTAL CORP**

(Exact name of registrant as specified in its charter)

**Commission File Number: 0-7099**

**DE**  
(State or other jurisdiction of  
incorporation)

**13-2566064**  
(IRS Employer  
Identification No.)

**3120 Forrer Street, Cincinnati, OH 45209**  
(Address of principal executive offices, including zip code)

**(416) 593-6543**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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:

- 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 1.01. Entry into a Material Definitive Agreement**

The description of the Note in Item 2.03 is hereby incorporated into this Item 1.01.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

On May 15, 2009, CECO Environmental Corp. (the "Company") issued a Promissory Note (the "Note") in the amount of USD \$3,000,000 to Icarus Investment Corp., an Ontario corporation ("Icarus"). Icarus is an affiliate of Phillip DeZwirek, the Chairman and CEO of the Company and Jason DeZwirek, the Secretary and a director of the Company. The proceeds received by the Company will be used for general working capital purposes. The Note provides for interest to accrue at the rate of 12% per annum. Interest payments are payable monthly. The Note may be repaid in Canadian funds, at the option of Icarus, at an exchange rate of 1.1789.

The Note's maturity date is the earlier of May 15, 2012 or six (6) months after repayment of the Company's senior credit facility. The Note also matures in the event of a merger or reorganization of the Company that results in a change of control, upon the sale of 50% of the assets of the Company, or any sale of any division of the Company in excess of \$5 million. To the extent that the Company completes an equity financing in excess of \$10 million, 25% of the amount in excess of the \$10 million are required to be used to repay the Note, provided that the Company is not in default under its Credit Agreement with its senior lender.

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**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.

CECO ENVIRONMENTAL CORP

Date: May 19, 2009

By: /s/ Dennis W. Blazer

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Dennis W. Blazer  
Chief Financial Officer and Vice President--Finance and  
Administration