

FUEL TECH, INC.  
Form 10-Q  
November 08, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q  
(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2016  
or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number: 001-33059

\_\_\_\_\_  
FUEL TECH, INC.  
(Exact name of registrant as specified in its charter)

\_\_\_\_\_  
Delaware 20-5657551  
(State or other jurisdiction of (I.R.S. Employer  
incorporation of organization) Identification Number)  
Fuel Tech, Inc.  
27601 Bella Vista Parkway  
Warrenville, IL 60555-1617  
630-845-4500  
www.ftek.com  
(Address and telephone number of principal executive offices)

\_\_\_\_\_  
Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "accelerated filer", "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐

Non-accelerated filer ☐ Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

On October 31, 2016 there were outstanding 23,446,035 shares of Common Stock, par value \$0.01 per share, of the registrant.



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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

## FUEL TECH, INC.

## CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(in thousands, except share and per share data)

	September 30, 2016	December 31, 2015
Assets		
Current assets:		
Cash and cash equivalents	\$ 13,332	\$ 21,684
Restricted cash	6,020	—
Marketable securities	15	19
Accounts receivable, net of allowance for doubtful accounts of \$1,890 and \$1,772, respectively	19,804	23,060
Inventories	992	1,653
Prepaid expenses and other current assets	2,473	3,889
Prepaid income taxes	733	1,857
Deferred income taxes	—	239
Total current assets	43,369	52,401
Property and equipment, net of accumulated depreciation of \$24,172 and \$23,414, respectively	10,889	12,001
Goodwill	2,116	2,116
Other intangible assets, net of accumulated amortization of \$8,736 and \$7,452, respectively	6,000	7,144
Deferred income taxes	1,198	992
Other assets	1,259	1,357
Total assets	\$ 64,831	\$ 76,011
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	5,802	8,942
Accrued liabilities:		
Employee compensation	1,879	1,645
Other accrued liabilities	4,341	5,949
Total current liabilities	12,022	16,536
Other liabilities	401	501
Total liabilities	12,423	17,037
Commitments and Contingencies		
Shareholders' equity:		
Common stock, \$.01 par value, 40,000,000 shares authorized, 23,800,924 and 23,419,008 shares issued, and 23,446,035, and 23,167,216 shares outstanding, respectively	238	234
Additional paid-in capital	136,909	135,394
Accumulated deficit	(82,416)	(74,132)
Accumulated other comprehensive loss	(1,185)	(1,556)

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Nil coupon perpetual loan notes	76	76
Treasury stock, at cost	(1,214	) (1,042 )
Total shareholders' equity	52,408	58,974
Total liabilities and shareholders' equity	\$ 64,831	\$ 76,011
See notes to condensed consolidated financial statements.		

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## FUEL TECH, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

(in thousands, except share and per-share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Revenues	\$12,596	\$ 21,677	\$45,593	\$ 55,463
Costs and expenses:				
Cost of sales	7,281	13,829	28,650	33,813
Selling, general and administrative	5,789	7,122	19,711	23,490
Restructuring charge	1,108	—	1,425	235
Research and development	1,302	1,521	3,582	3,375
	15,480	22,472	53,368	60,913
Operating (loss)	(2,884)	)(795)	)(7,775)	)(5,450)
Interest expense	—	—	—	(30)
Interest income	5	3	21	17
Other expense	(254)	)(100)	)(738)	)(261)
(Loss) before income taxes	(3,133)	)(892)	)(8,492)	)(5,724)
Income tax benefit	114	603	208	2,410
Net (loss)	\$(3,019)	\$(289)	\$(8,284)	\$(3,314)
Net (loss) per common share:				
Basic	\$(0.13)	\$(0.01)	\$(0.35)	\$(0.14)
Diluted	\$(0.13)	\$(0.01)	\$(0.35)	\$(0.14)
Weighted-average number of common shares outstanding:				
Basic	23,446,000	23,167,000	23,337,000	23,079,000
Diluted	23,446,000	23,167,000	23,337,000	23,079,000

See notes to condensed consolidated financial statements.

FUEL TECH, INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Unaudited)

(in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net (loss)	\$ (3,019)		\$ (289)	
Other comprehensive income (loss):				
Foreign currency translation adjustments	57	(642 )	375	(706 )
Unrealized gains (losses) from marketable securities, net of tax	4	(3 )	(4 )	(3 )
Total other comprehensive income (loss)	61	(645 )	371	(709 )
Comprehensive (loss)	\$ (2,958)		\$ (934)	

See notes to condensed consolidated financial statements.

FUEL TECH, INC.  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 (Unaudited)  
 (in thousands)

	Nine Months Ended September 30, 2016      2015	
Operating Activities		
Net loss	\$(8,284 )	\$(3,314 )
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation	1,359	1,560
Amortization	1,285	1,607
Loss (Gain) on disposal of equipment	59	(26 )
Provision for doubtful accounts, net of recoveries	151	(43 )
Deferred income taxes	(11 )	(834 )
Stock-based compensation	1,520	1,320
Changes in operating assets and liabilities:		
Accounts receivable	2,764	1,958
Inventories	654	(331 )
Prepaid expenses, other current assets and other non-current assets	2,766	313
Accounts payable	(3,083 )	896
Accrued liabilities and other non-current liabilities	(1,362 )	(4,180 )
Net cash (used in) operating activities	(2,182 )	(1,074 )
Investing Activities		
Purchases of property, equipment and patents	(453 )	(523 )
Proceeds from the sale of equipment	2	26
Net cash (used in) investing activities	(451 )	(497 )
Financing Activities		
Change in restricted cash	(6,020 )	—
Payments on short-term borrowings	—	(1,623 )
Treasury shares withheld	(172 )	(252 )
Net cash (used in) financing activities	(6,192 )	(1,875 )
Effect of exchange rate fluctuations on cash	473	(793 )
Net decrease in cash and cash equivalents	(8,352 )	(4,239 )
Cash and cash equivalents at beginning of period	21,684	18,637
Cash and cash equivalents at end of period	\$13,332	\$14,398
See notes to condensed consolidated financial statements.		



FUEL TECH, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2016

(Unaudited)

(in thousands, except share and per-share data)

1. General

Organization

Fuel Tech, Inc. and subsidiaries ("Fuel Tech", the "Company", "we", "us" or "our") provides advanced engineered solutions for the optimization of combustion systems in utility and industrial applications. Our primary focus is on the worldwide marketing and sale of NOx reduction technologies as well as our FUEL CHEM program. The Company's NOx reduction technologies reduce nitrogen oxide emissions from boilers, furnaces and other stationary combustion sources.

Our FUEL CHEM program is based on proprietary TIFI® Targeted In-Furnace™ Injection technology, in combination with advanced Computational Fluid Dynamics (CFD) and Chemical Kinetics Modeling (CKM) boiler modeling, in the unique application of specialty chemicals to improve the efficiency, reliability and environmental status of combustion units by controlling slagging, fouling, corrosion, opacity and other sulfur trioxide-related issues in the boiler.

Our business is materially dependent on the continued existence and enforcement of air quality regulations, particularly in the United States. We have expended significant resources in the research and development of new technologies in building our proprietary portfolio of air pollution control, fuel and boiler treatment chemicals, computer modeling and advanced visualization technologies.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X of the Exchange Act.

Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, the financial statements reflect all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the statements for the periods presented. All significant intercompany transactions and balances have been eliminated. The results of operations for the three and nine months ended September 30, 2016 are not necessarily indicative of the results to be expected for the full year ending December 31, 2016. For further information, refer to the audited consolidated financial statements and footnotes thereto included in Fuel Tech's Annual Report on Form 10-K for the year ended December 31, 2015 as filed with the Securities and Exchange Commission.

Reclassifications

Certain reclassifications to prior year amounts have been made in the consolidated financial statements to conform to the current period presentation. In the third quarter of 2016, the Company concluded that it was appropriate to separately present restructuring charges in the Consolidated Statements of Operations. Accordingly, the corresponding reclassifications have also been made to the Consolidated Statements of Operations for the three and nine months ended September 30, 2015.

2. Summary of Significant Accounting Policies

Restricted cash

Restricted cash represents funds that are restricted to satisfy any amount borrowed against the Company's existing revolving credit facility (the Facility) with JPMorgan Chase Bank, N.A. The amount of restricted cash was reduced by \$1,000 on July 31, 2016 and became unrestricted cash and cash equivalents. The remaining balance of restricted cash totaling \$6,020 will remain through the Maturity Date of the Facility. Refer to Note 8 Debt Financing for further information on the Facility.

#### Revenue Recognition

Revenues from the sales of chemical products are recorded when title transfers, either at the point of shipment or at the point of destination, depending on the contract with the customer.

Fuel Tech uses the percentage of completion method of accounting for equipment construction and license contracts that are sold within the Air Pollution Control technology segment. Under the percentage of completion method, revenues are recognized as work is performed based on the relationship between actual construction costs incurred and total estimated costs at completion. Construction costs include all direct costs such as materials, labor, and subcontracting costs, and indirect costs allocable to the particular contract such as indirect labor, tools and equipment, and supplies. Revisions in completion estimates and contract values are made in the period in which the facts giving rise to the revisions become known and can influence the timing of when revenues are recognized under the percentage of completion method of accounting. Such revisions have historically not had a material effect

on the amount of revenue recognized. The completed contract method is used for certain contracts that are not long-term in nature or when reasonably dependable estimates of the percentage of completion cannot be made. When the completed contract method is used, revenue and costs are deferred until the contract is substantially complete, which usually occurs upon customer acceptance of the installed product. Provisions are made for estimated losses on uncompleted contracts in the period in which such losses are determined.

Fuel Tech's APC contracts are typically eight to sixteen months in length. A typical contract will have three or four critical operational measurements that, when achieved, serve as the basis for us to invoice the customer via progress billings. At a minimum, these measurements will include the generation of engineering drawings, the shipment of equipment and the completion of a system performance test.

As part of most of its contractual APC project agreements, Fuel Tech will agree to customer-specific acceptance criteria that relate to the operational performance of the system that is being sold. These criteria are determined based on mathematical modeling that is performed by Fuel Tech personnel, which is based on operational inputs that are provided by the customer. The customer will warrant that these operational inputs are accurate as they are specified in the binding contractual agreement. Further, the customer is solely responsible for the accuracy of the operating condition information; typically all performance guarantees and equipment warranties granted by us are voidable if the operating condition information is inaccurate or is not met.

Accounts receivable includes unbilled receivables, representing revenues recognized in excess of billings on uncompleted contracts under the percentage of completion method of accounting. At September 30, 2016 and December 31, 2015, unbilled receivables were approximately \$8,042 and \$7,312, respectively, and are included in accounts receivable on the consolidated balance sheets. Billings in excess of costs and estimated earnings on uncompleted contracts were \$1,168 and \$1,858, at September 30, 2016 and December 31, 2015, respectively, and are included in other accrued liabilities on the consolidated balance sheets.

Fuel Tech has installed over 1,000 units with APC technology and normally provides performance guarantees to our customers based on the operating conditions for the project. As part of the project implementation process, we perform system start-up and optimization services that effectively serve as a test of actual project performance. We believe that this test, combined with the accuracy of the modeling that is performed, enables revenue to be recognized prior to the receipt of formal customer acceptance.

#### Recently Adopted Accounting Pronouncements

In November 2015, the FASB issued ASU 2015-17, Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes. The amendments in this Update require that deferred tax liabilities and assets be classified as non-current in a classified statement of financial position. Current accounting principles require an entity to separate deferred income tax liabilities and assets into current and non-current amounts in a classified statement of financial position. ASU 2015-17 is effective for interim and annual periods beginning after December 15, 2016. The Company elected to early adopt ASU 2015-17 prospectively for the interim period beginning in the second quarter of 2016; thus, the prior reporting period was not retrospectively adjusted. See Note 11, Income Taxes, for further discussion.

#### Recently Issued Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued ASU 2014-09 "Revenue from Contracts with Customers" (Topic 606). This new accounting guidance on revenue recognition provides for a single five-step model to be applied to all revenue contracts with customers. The new standard also requires additional financial statement disclosures that will enable users to understand the nature, amount, timing and uncertainty of revenue and cash flows relating to customer contracts. In August 2015, the FASB approved a one-year deferral to January 1, 2018. Early adoption is permitted as of the original effective date. The standard may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of adoption. We are currently evaluating the impact of the new guidance on our financial statements and have not yet selected a transition approach to implement the standard.

In July 2015, the FASB issued ASU 2015-11, Inventory (Topic 330): Simplifying the Measurement of Inventory. This new accounting guidance more clearly articulates the requirements for the measurement and disclosure of inventory. Topic 330, Inventory, currently requires an entity to measure inventory at the lower of cost or market. Market could be replacement cost, net realizable value, or net realizable value less an approximately normal profit margin. This new accounting guidance requires the measurement of inventory at lower of cost and net realizable value. ASU 2015-11 will be effective for the Company beginning on January 1, 2017. The adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). The amendments in this Update increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. ASU 2016-02 will be effective for the Company beginning on January 1, 2019. We are

currently evaluating the impact of the new guidance on our financial statements and have not yet selected a transition approach to implement the standard.

In March 2016, the FASB issued ASU 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. The amendments in this Update simplify the income tax effects, minimum statutory tax withholding requirements and impact of forfeitures related to how share-based payments are accounted for and presented in the financial statements. ASU 2016-09 will be effective for the Company beginning on January 1, 2017. We are currently evaluating the impact of the new guidance on our financial statements and have not yet selected a transition approach to implement the statement.

### 3. Restructuring Activities

In July 2016, the Company reduced its workforce to better align its organizational infrastructure to its revised operating plans. The Company recorded a charge of \$1,108 in the third quarter of 2016 in connection with the workforce reduction. The charge consisted primarily of one-time severance payments and benefit continuation costs. In addition, the Company incurred restructuring charges of \$317 for the three-months ended March 31, 2016 to further reduce its organizational infrastructure. Further, the Company incurred restructuring charges of \$235 for the three-months ended June 30, 2015. The following is a reconciliation of the accrual for the workforce reduction that is included within the "Accrued Liabilities" line of the consolidated balance sheets for the three- and nine-months ending September 30, 2016 and 2015:

	Three Months Ended	
	2016	2015
Restructuring liability at June 30,	\$—	\$ —
Amounts expensed	1,108	—
Amounts paid	(616)	—
Restructuring liability at September 30,	\$492	\$ —

	Nine Months Ended	
	2016	2015
Restructuring liability at January 1,	\$—	\$ —
Amounts expensed	1,425	235
Amounts paid	(933)	(235)
Restructuring liability at September 30,	\$492	\$ —

### 4. Accumulated Other Comprehensive Loss

The changes in accumulated other comprehensive loss by component were as follows:

	Three Months Ended		Nine Months Ended	
	September 30, 2016	2015	September 30, 2016	2015
Foreign currency translation				
Balance at beginning of period	\$(1,250)	\$(535)	\$(1,568)	\$(471)
Other comprehensive loss:				
Foreign currency translation adjustments (1)	57	(642)	375	(706)
Balance at end of period	\$(1,193)	\$(1,177)	\$(1,193)	\$(1,177)

Available-for-sale marketable securities

Balance at beginning of period	\$4	\$23	\$12	\$23
Other comprehensive income:				
Net unrealized holding (loss) gain (2)	4	(3	) (4	)(3
Deferred income taxes (2)	—	—	—	—
Total other comprehensive (loss) income	4	(3	) (4	)(3
Balance at end of period	\$8	\$20	\$8	\$20
Total accumulated other comprehensive loss	\$(1,185)	\$(1,157)	\$(1,185)	\$(1,157)

- (1) In all periods presented, there were no tax impacts related to rate changes and no amounts were reclassified to earnings.
- (2) In all periods presented, there were no realized holding gains or losses and therefore no amounts were reclassified to earnings.

5. Treasury Stock

Common stock held in treasury totaled 354,889 and 251,792 with a cost of \$1,214 and \$1,042 at September 30, 2016 and December 31, 2015, respectively. These shares were withheld from employees to settle personal tax withholding obligations that arose as a result of restricted stock units that have vested since 2012.

6. Earnings per Share

Basic earnings per share excludes the dilutive effects of stock options, restricted stock units (RSUs), and the nil coupon non-redeemable convertible unsecured loan notes. Diluted earnings per share includes the dilutive effect of the nil coupon non-redeemable convertible unsecured loan notes, RSUs, and unexercised in-the-money stock options, except in periods of net loss where the effect of these instruments is anti-dilutive. Out-of-money stock options are excluded from diluted earnings per share because they are anti-dilutive. For the three and nine months ended September 30, 2016 and 2015, basic earnings per share is equal to diluted earnings per share because all outstanding stock awards and convertible loan notes are considered anti-dilutive during periods of net loss. The following table sets forth the weighted-average shares used in calculating the earnings per share for the three and nine month periods ended September 30, 2016 and 2015.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Basic weighted-average shares	23,446,000	23,167,000	23,337,000	23,079,000
Conversion of unsecured loan notes	—	—	—	—
Unexercised options and unvested RSUs	—	—	—	—
Diluted weighted-average shares	23,446,000	23,167,000	23,337,000	23,079,000

Fuel Tech had 2,076,000 and 2,264,000 weighted average equity awards outstanding at September 30, 2016 and 2015, respectively, that were not dilutive for the purposes of inclusion in the calculation of diluted earnings per share but could potentially become dilutive in future periods.

## 7. Stock-Based Compensation

Under our stock-based employee compensation plan, referred to as the Fuel Tech, Inc. 2014 Long-Term Incentive Plan (Incentive Plan), awards may be granted to participants in the form of Non-Qualified Stock Options, Incentive Stock Options, Stock Appreciation Rights, Restricted Stock, Restricted Stock Units (“RSUs”), Performance Awards, Bonuses or other forms of share-based or non-share-based awards or combinations thereof. Participants in the Incentive Plan may be our directors, officers, employees, consultants or advisors (except consultants or advisors in capital-raising transactions) as the directors determine are key to the success of our business. There are a maximum of 4,400,676 shares that may be issued or reserved for awards to participants under the Incentive Plan. As of September 30, 2016, Fuel Tech had 684,658 shares available for share-based awards under the 2014 Plan. Stock-based compensation is included in selling, general, and administrative costs in our Consolidated Statements of Operations. The components of stock-based compensation for the three and nine month periods ended September 30, 2016 and 2015 were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Stock options and restricted stock units	\$479	\$487	\$1,520	\$1,320
Tax benefit of stock-based compensation expense	—	(188)	—	(508)
After-tax effect of stock-based compensation	\$479	\$299	\$1,520	\$812

### Stock Options

Stock options granted to employees under the Incentive Plans have a 10-year life and they vest as follows: 50% after the second anniversary of the award date, 25% after the third anniversary, and the final 25% after the fourth anniversary of the award date. Fuel Tech calculates stock compensation expense for employee option awards based on the grant date fair value of the award, less expected annual forfeitures, and recognizes expense on a straight-line basis over the four-year service period of the award. Stock options granted to members of our board of directors vest

immediately. Stock compensation for these awards is based on the grant date fair value of the award and is recognized in expense immediately.

Fuel Tech uses the Black-Scholes option pricing model to estimate the grant date fair value of employee stock options. The principal variable assumptions utilized in valuing options and the methodology for estimating such model inputs include: (1) risk-free interest rate – an estimate based on the yield of zero-coupon treasury securities with a maturity equal to the expected life of the option; (2) expected volatility – an estimate based on the historical volatility of Fuel Tech's Common Stock for a period equal to the expected life of the option; and (3) expected life of the option – an estimate based on historical experience including the effect of employee terminations.



Stock option activity for Fuel Tech's Incentive Plans for the nine months ended September 30, 2016 was as follows:

	Number of Options	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding on January 1, 2016	1,191,125	\$ 10.48		
Granted	81,000	1.58		
Exercised	—	—		
Expired or forfeited	(200,375 )	16.39		
Outstanding on September 30, 2016	1,071,750	\$ 8.70	4.69	\$ —
Exercisable on September 30, 2016	1,071,750	\$ 8.70	4.69	\$ —

As of September 30, 2016, there was no unrecognized compensation cost related to non-vested stock options granted under the Incentive Plans.

#### Restricted Stock Units

Restricted stock units (RSUs) granted to employees vest over time based on continued service (typically vesting over a period between two and four years). Such time-vested RSUs are valued at the date of grant using the intrinsic value method based on the closing price of the Common Shares on the grant date. Compensation cost, adjusted for estimated forfeitures, is amortized on a straight-line basis over the requisite service period.

In addition to the time vested RSUs described above, performance-based RSU agreements (the Agreements) are issued annually to our Executive Chairman; President/Chief Executive Officer; Senior Vice President, Fuel Conversion Marketing; Senior Vice President, Treasurer/Chief Financial Officer; and Senior Vice President, General Counsel and Corporate Secretary. The Agreements provide each participating executive the opportunity to earn three types of awards with each award type specifying a targeted number of RSUs that may be granted to each executive based on either the individual performance of the executive or our relative performance compared to a peer group, as determined by the award type. The Compensation Committee of our Board of Directors (the Committee) determines the extent to which, if any, RSUs will be granted based on the achievement of the applicable performance criteria specified in the Agreement. This determination will be made following the completion of the applicable performance period (each a Determination Date). Such performance based awards include the following:

The first type of award is based on individual performance during the respective calendar year as determined by the Committee based on performance criteria specified in the Agreement. These awards will vest over a three year period beginning on the Determination Date. We estimated the fair value of these performance-based RSU awards on the date of the Agreement using the trading price of the Company's stock and our estimate of the probability that the specified performance criteria will be met. The fair value measurement and probability estimate will be re-measured each reporting date until the Determination Date, at which time the final award amount will be known. For these job performance-based awards, we amortize compensation costs over the requisite service period, adjusted for estimated forfeitures, for each separately vesting tranche of the award.

The second type of RSU award contains a targeted number of RSUs to be granted based on the Company's revenue growth relative to a specified peer group during a period of two calendar years. These awards vest 67% on the second anniversary of the Agreement date and 33% on the third anniversary of the Agreement date. We estimated the fair value of these performance-based RSU awards on the Agreement date using the trading price of the Company's stock on the date of determination and our estimate of the probability that the specified performance criteria will be met. For these revenue growth performance-based awards, we amortize compensation costs over the requisite service period, adjusted for estimated forfeitures, for each separately vesting tranche of the award.

The third type of RSU award contains a targeted number of RSUs to be granted based on the total shareholder return (TSR) of the Company's common stock relative to a specified peer group during a period of two calendar years. These awards vest 67% on the second anniversary of the Agreement date and 33% on the third anniversary of the Agreement date. We estimated the fair value of these market-based RSU awards on the Agreement date using a Monte Carlo

valuation methodology and amortize the fair value over the requisite service period for each separately vesting tranche of the award. The principal variable assumptions utilized in valuing these RSUs under this valuation methodology include the risk-free interest rate, stock volatility, and correlations between our stock price and the stock prices of a peer group of companies.

At September 30, 2016, there is \$2,345 of unrecognized compensation costs related to restricted stock unit awards to be recognized over a weighted average period of 1.70 years.

A summary of restricted stock unit activity for the nine months ended September 30, 2016 is as follows:

	Shares	Weighted Average Grant Date Fair Value
Unvested restricted stock units at January 1, 2016	1,204,883	\$ 4.21
Granted	845,862	1.88
Forfeited	(172,949 )	4.58
Vested	(381,916 )	4.36
Unvested restricted stock units at September 30, 2016	1,495,880	\$ 2.81

The fair value of restricted stock that vested during the nine month period ending September 30, 2016 was \$644.

#### Deferred Directors Fees

In addition to the Incentive Plans, Fuel Tech has a Deferred Compensation Plans for Directors (Deferred Plan). Under the terms of the Deferred Plan, Directors can elect to defer Directors' fees for shares of Fuel Tech Common Stock that are issuable at a future date as defined in the agreement. In accordance with ASC 718, Fuel Tech accounts for these awards as equity awards. In the nine-month periods ended September 30, 2016 and 2015, Fuel Tech recorded no stock-based compensation expense under the Deferred Plan.

#### 8. Debt Financing

On June 30, 2015, Fuel Tech amended its existing revolving credit facility (the Facility) with JPMorgan Chase Bank, N.A. (JPM Chase) to extend the maturity date through June 30, 2017. The total availability under the facility was \$15,000 and contained a provision to increase the facility up to a total principal amount of \$25,000 upon approval from JPM Chase. The Facility was unsecured, bears interest at a rate of LIBOR plus 300 basis points, and has the Company's Italian subsidiary, Fuel Tech S.r.l., as a guarantor. Fuel Tech can use this Facility for cash advances and standby letters of credit. As of September 30, 2016 and December 31, 2015, there were no outstanding borrowings on the credit facility.

The Facility contained several debt covenants with which the Company must comply on a quarterly or annual basis. The Facility required a minimum trailing-twelve month EBITDA of \$500 for the quarters ending March 31, 2016 and June 30, 2016; Beginning with the fiscal quarter ended September 30, 2016, the Facility required a minimum EBITDA for the trailing twelve-month period then ended of not less than \$1,000. EBITDA includes after tax earnings with add backs for interest expense, income taxes, depreciation and amortization, stock-based compensation expense, and other non-cash items. This covenant was waived by our bank through the period ending December 31, 2015. In addition, the Facility required a minimum working capital requirement of \$35,000, starting as of December 31, 2015. Finally, the Facility had an annual capital expenditure limit of \$5,000.

On May 9, 2016, the Company amended its existing U.S. Domestic credit facility with JPM Chase such that the financial covenants as set forth in the credit agreement would not be measured for the period ending as of March 31, 2016, and were removed in their entirety from the Facility. The credit availability under the Facility has been reduced from \$15,000 to \$7,000 with this amendment, and further, JPM Chase's then current Revolving Commitment under the Facility is now secured by cash held by the Company in a separate restricted use designated JPM Chase deposit account. The amount of credit available to the Company under the Facility was \$7,000 from the date of the effective date of the amended facility through May 31, 2016, at which time the credit available to the Company under the Facility was reduced to \$6,000 from June 1, 2016 through July 31, 2016, at which time the credit available to the Company under the Facility was reduced to \$5,000 and will remain as such until the Maturity Date of the Facility on June 30, 2017. The Company intends to renew the U.S. Domestic credit facility at its maturity. During the entire period of the Facility the Company must maintain sufficient cash balances in a segregated deposit account equal to the amount of the Facility and will fully pledge such cash as collateral to the bank to support the credit available to the Company under the Facility.

At September 30, 2016 and December 31, 2015, the Company had outstanding standby letters of credit and bank guarantees totaling approximately \$3,316 and \$7,803, respectively, under the Facility in connection with contracts in process. Fuel Tech is committed to reimbursing the issuing bank for any payments made by the bank under these instruments. At September 30, 2016 and December 31, 2015, there were no cash borrowings under the domestic revolving credit facility. The Company pays a commitment

fee of 0.25% per year on the unused portion of the revolving credit facility. At September 30, 2016 and December 31, 2015, approximately \$2,684 and \$7,197 was available for future borrowings under the Facility.

On June 24, 2016, Beijing Fuel Tech Environmental Technologies Company, Ltd. (Beijing Fuel Tech), a wholly-owned subsidiary of Fuel Tech, entered into a new revolving credit facility (the China Facility) agreement with JPM Chase for RMB 6.5 million (approximately \$975), which expires on June 23, 2017. The Company intends to renew the China Facility at its maturity. This new credit facility replaced the previous RMB 35 million facility that expired on June 24, 2016. The facility is unsecured, bears interest at a rate of 125% of the People's Bank of China (PBOC) Base Rate, and is guaranteed by Fuel Tech. Beijing Fuel Tech can use this facility for cash advances and bank guarantees. As of September 30, 2016 and December 31, 2015, Beijing Fuel Tech had no cash borrowings under the China Facility.

At September 30, 2016 and December 31, 2015, the Company had outstanding standby letters of credit and bank guarantees totaling approximately \$179 and \$57, respectively, on its Beijing Fuel Tech revolving credit facility in connection with contracts in process. At September 30, 2016 and December 31, 2015, approximately \$796 and \$5,335 was available for future borrowings.

In the event of default on either the domestic facility or the China facility, the cross default feature in each allows the lending bank to accelerate the payments of any amounts outstanding and may, under certain circumstances, allow the bank to cancel the facility. If the Company were unable to obtain a waiver for a breach of covenant and the bank accelerated the payment of any outstanding amounts, such acceleration may cause the Company's cash position to deteriorate or, if cash on hand were insufficient to satisfy the payment due, may require the Company to obtain alternate financing to satisfy the accelerated payment.

Interest payments in the amount of \$0 and \$30 were made during the nine-month periods ended September 30, 2016 and 2015, and \$0 for the three-month periods then ended.

## 9. Business Segment and Geographic Financial Data

### Business Segment Financial Data

We segregate our financial results into three reportable segments representing three broad technology segments as follows:

The Air Pollution Control technology segment includes technologies to reduce NO<sub>x</sub> emissions in flue gas from boilers, incinerators, furnaces and other stationary combustion sources. These include Low and Ultra Low NO<sub>x</sub> Burners (LNB and ULNB), Over-Fire Air (OFA) systems, NO<sub>x</sub>OUT<sup>®</sup> and HERT<sup>™</sup> Selective Non-Catalytic Reduction (SNCR) systems, and Advanced Selective Catalytic Reduction (ASCR)<sup>™</sup> systems. Our ASCR systems include ULNB, OFA, and SNCR components, along with a downsized SCR catalyst, Ammonia Injection Grid (AIG), and Graduated Straightening Grid GSG<sup>™</sup> systems to provide high NO<sub>x</sub> reductions at significantly lower capital and operating costs than conventional SCR systems. The NO<sub>x</sub>OUT CASCADE<sup>®</sup> and NO<sub>x</sub>OUT-SCR<sup>®</sup> processes are more basic, using just SNCR and SCR catalyst components. ULTRA<sup>™</sup> technology creates ammonia at a plant site using safe urea for use with any SCR application. Flue Gas Conditioning systems are chemical injection systems offered in markets outside the U.S. and Canada to enhance electrostatic precipitator and fabric filter performance in controlling particulate emissions.

The FUEL CHEM<sup>®</sup> technology segment, which uses chemical processes in combination with advanced CFD and CKM boiler modeling, for the control of slagging, fouling, corrosion, opacity and other sulfur trioxide-related issues in furnaces and boilers through the addition of chemicals into the furnace using TIFI<sup>®</sup> Targeted In-Furnace Injection<sup>™</sup> technology.

The Fuel Conversion segment represents a new business initiative we commenced in 2014. We acquired intellectual property rights and know-how related to the CARBONITE<sup>®</sup> fuel conversion process and technology. This process can convert coals of various grades into value-added products that are high in energy content, carbon-rich and less pollutive. This technology has a number of potential applications including certain coal replacement, electric arc furnace (EAF) reductant, ferro-alloy feedstock, absorbent and Hg reduced carbon stock. During 2015 and 2016, we have been testing and developing the engineered carbon products for specific markets. We are in the process of evaluating the commercialization of these product offerings with prospective customers and considering alternatives.

We have earned no significant revenue other than for test products from perspective customers for the nine-month period ended September 30, 2016 and 2015.

The “Other” classification includes those profit and loss items not allocated to either reportable segment. There are no inter-segment sales that require elimination.

We evaluate performance and allocates resources based on reviewing gross margin by reportable segment. The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies (Note 1 in our annual report on Form 10-K). We do not review assets by reportable segment, but rather, in aggregate for the Company as a whole.

Information about reporting segment net sales and gross margin are provided below:

Three months ended September 30, 2016	Air Pollution Control Segment	FUEL CHEM Segment	Fuel Conversion Segment	Other	Total
Revenues from external customers	\$ 6,042	\$ 6,554	\$ —	\$—	\$12,596
Cost of sales	(4,233 )	(3,048 )	—	—	(7,281 )
Gross margin	1,809	3,506	—	—	5,315
Selling, general and administrative	—	—	—	(5,789 )	(5,789 )
Restructuring charge	(373 )	(735 )	—	—	(1,108 )
Research and development	—	—	(630 )	(672 )	(1,302 )
Operating income (loss)	\$ 1,436	\$ 2,771	\$ (630 )	\$(6,461 )	\$(2,884 )

Three months ended September 30, 2015	Air Pollution Control Segment	FUEL CHEM Segment	Fuel Conversion Segment	Other	Total
Revenues from external customers	\$ 13,078	\$ 8,599	\$ —	\$—	\$21,677
Cost of sales	(10,021 )	(3,808 )	—	—	(13,829 )
Gross margin	3,057	4,791	—	—	7,848
Selling, general and administrative	—	—	—	(7,122 )	(7,122 )
Restructuring charge	—	—	—	—	—
Research and development	—	—	(1,111 )	(410 )	(1,521 )
Operating income (loss)	\$ 3,057	\$ 4,791	\$ (1,111 )	\$(7,532 )	\$(795 )

Nine months ended September 30, 2016	Air Pollution Control Segment	FUEL CHEM Segment	Fuel Conversion Segment	Other	Total
Revenues from external customers	\$ 29,063	\$ 16,530	\$ —	\$—	\$45,593
Cost of sales	(20,704 )	(7,946 )	—	—	(28,650 )
Gross margin	8,359	8,584	—	—	16,943
Selling, general and administrative	—	—	—	(19,711 )	(19,711 )
Restructuring charge	(537 )	(888 )	—	—	(1,425 )
Research and development	—	—	(2,144 )	(1,438 )	(3,582 )
Operating income (loss)	\$ 7,822	\$ 7,696	\$ (2,144 )	\$(21,149 )	\$(7,775 )

Nine months ended September 30, 2015	Air Pollution Control Segment	FUEL CHEM Segment	Fuel Conversion Segment	Other	Total
Revenues from external customers	\$ 31,022	\$ 24,441	\$ —	\$—	\$55,463
Cost of sales	(22,111 )	(11,702 )	—	—	(33,813 )
Gross margin	8,911	12,739	—	—	21,650
Selling, general and administrative	—	—	—	(23,490 )	(23,490 )
Restructuring charge	(179 )	(56 )	—	—	(235 )
Research and development	—	—	(2,212 )	(1,163 )	(3,375 )
Operating income (loss)	\$ 8,732	\$ 12,683	\$ (2,212 )	\$(24,653 )	\$(5,450 )

#### Geographic Segment Financial Data

Information concerning our operations by geographic area is provided below. Revenues are attributed to countries based on the location of the customer. Assets are those directly associated with operations of the geographic area.

	Three Months Ended September 30, 2016		Nine Months Ended September 30, 2015	
Revenues:				
United States	\$9,838	\$13,665	\$36,523	\$38,141
Foreign	2,758	8,012	9,070	17,322
	\$12,596	\$21,677	\$45,593	\$55,463
	September 30, 2016		December 31, 2015	
Assets:				
United States	\$ 42,938		\$ 47,437	
Foreign	21,893		28,574	
	\$ 64,831		\$ 76,011	

#### 10. Contingencies

Fuel Tech is subject to various claims and contingencies related to, among other things, workers compensation, general liability (including product liability), and lawsuits. The Company records liabilities where a contingent loss is probable and can be reasonably estimated. If the reasonable estimate of a probable loss is a range, the Company records the most probable estimate of the loss or the minimum amount when no amount within the range is a better estimate than any other amount. The Company discloses a contingent liability even if the liability is not probable or the amount is not estimable, or both, if there is a reasonable possibility that a material loss may have been incurred. During the second quarter of 2016, the Company received a notice from a contractor that performed installation work on one of the Company's APC projects regarding \$3.9 million in purported expenses beyond the contractually agreed cap on expenses. We believe that the claims alleged with regards to the additional expenses are without merit, and we intend to vigorously defend against them. The Company did not accrue an amount as of September 30, 2016 related to the alleged claims. As of September 30, 2016, the Company initiated the process, as required by the Company's contract with the subcontractor, to submit the dispute into mediation. If the parties are not able to agree upon terms within the mediation phase, the Company would seek resolution to the matter in court. A future adverse ruling or settlement could result in charges that could have a material adverse effect on the company's consolidated balance sheet, results of operations or cash flows in the period in which they are recorded.

Fuel Tech issues a standard product warranty with the sale of its products to customers. Our recognition of warranty liability is based primarily on analyses of warranty claims experienced in the preceding years as the nature of our historical product sales for which we offer a warranty are substantially unchanged. This approach provides an aggregate warranty accrual that is historically aligned with actual warranty claims experienced.

Changes in the warranty liability for the nine months September 30, 2016 and 2015, are summarized below:

	Nine Months Ended September 30, 2016		2015
Aggregate product warranty liability at beginning of period	\$268		\$268
Net aggregate expense (benefit) related to product warranties	(109 )		8
Aggregate reductions for payments	—	(8 )	
Aggregate product warranty liability at end of period	\$159		\$268

#### 11. Income Taxes

The Company's effective tax rate is 2% and 42% for the nine-month periods ended September 30, 2016 and 2015, respectively. The Company's effective tax rate differs from the statutory federal tax rate of 34% for the nine-month



period ended September 30, 2016 primarily due to a full valuation allowance recorded on our United States deferred tax assets since we cannot anticipate when or if we will have sufficient taxable income to utilize the deferred tax assets in the future. Further, our effective tax rate differs from the statutory federal tax rate due to state taxes, differences between U.S. and foreign tax rates, foreign losses incurred with no related tax benefit, non-deductible commissions, and non-deductible meals and entertainment expenses for the three-month periods ended September 30, 2016 and 2015, respectively.

Fuel Tech had unrecognized tax benefits of \$37 and \$140 as of September 30, 2016 and December 31, 2015 respectively, all of which, if ultimately recognized, will reduce Fuel Tech's annual effective tax rate.

Effective beginning April 1, 2016, Fuel Tech prospectively adopted ASU 2015-17, "Balance Sheet Classification of Deferred Taxes" and as a result classified all deferred tax assets and liabilities as non-current.

## 12. Goodwill and Other Intangibles

Goodwill is allocated among and evaluated for impairment at the reporting unit level, which is defined as an operating segment or one level below an operating segment. Fuel Tech has two reporting units for goodwill evaluation purposes: the FUEL CHEM® technology segment and the APC technology segment. There is no goodwill associated with our APC or Fuel Conversion segments. At both September 30, 2016 and December 31, 2015, our entire goodwill balance of \$2,116 was allocated to the FUEL CHEM® technology segment.

Goodwill is allocated to each of our reporting units after considering the nature of the net assets giving rise to the goodwill and how each reporting unit would enjoy the benefits and synergies of the net assets acquired. There were no indications of goodwill impairment in the three and nine months ended September 30, 2016 and 2015.

Fuel Tech reviews other intangible assets, which include customer lists and relationships, covenants not to compete, patent assets, tradenames, and acquired technologies, for impairment on a recurring basis or when events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. In the event that impairment indicators exist, a further analysis is performed and if the sum of the expected undiscounted future cash flows resulting from the use of the asset is less than the carrying amount of the asset, an impairment loss equal to the excess of the asset's carrying value over its fair value is recorded. Management considers historical experience and all available information at the time the estimates of future cash flows are made, however, the actual cash values that could be realized may differ from those that are estimated. There were no indications of intangible asset impairment in the three and nine-month periods ended September 30, 2016 and 2015.

FUEL TECH, INC.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Results of Operations

Revenues for the three- and nine- month periods ending September 30, 2016 and 2015 were \$12,596 and \$21,677, and \$45,593 and \$55,463 respectively, representing decreases of 42% and 18% versus the same periods last year.

The Air Pollution Control (APC) technology segment generated revenues of \$6,042 and \$29,063 for the three- and nine-month periods ending September 30, 2016, respectively, a decrease of \$7,036 or 54%, and a decrease of \$1,959 or 6% from the prior period amounts of \$13,078 and \$31,022, respectively.

Consolidated APC backlog at September 30, 2016 was \$10,537 versus backlog at December 31, 2015 of \$22,185. Our current backlog consists of U.S. domestic projects totaling \$5,706 and international projects totaling \$4,831.

The FUEL CHEM® technology segment generated revenues of \$6,554 and \$16,530 for the three- and nine-months ended September 30, 2016, respectively. For the three-month period this represents a decrease of \$2,045 or 24% versus the prior year amount of \$8,599. For the nine-month period ended September 30, 2016 this represents a decrease of \$7,911 or 32% compared to the prior year period amount of \$24,441.

This segment continues to be affected by the soft electric demand market and low natural gas prices, which leads to fuel switching, unscheduled outages, and combustion units operating at less than capacity.

Consolidated gross margin percentage for the three-month periods ended September 30, 2016 and 2015 increased to 42% from 36%, and was 37% and 39% for the nine-month periods then ended. The gross margin percentage for the APC technology segment for the three-month periods ended September 30, 2016 and 2015 was 30% and 23%, respectively, and was 29% for each of the nine-month periods ended September 30, 2016 and 2015. For the FUEL CHEM technology segment, the gross margin percentage decreased to 53% from 56% in the three-month periods ending September 30, 2016. For both the nine-month periods, the gross margin percentage for the FUEL CHEM technology segment was 52% .

Selling, general and administrative expenses (SG&A) for the three- and nine-month periods ended September 30, 2016 were \$5,789 and \$19,711, respectively, and for the same periods in 2015 were \$7,122 and \$23,490, respectively. For the three-month period ended September 30, 2016 this represents a decrease of \$1,333, which was primarily the result of decreases in administrative costs associated with our domestic and foreign operations of \$1,530, professional and consulting services of \$120, and other administrative expenses of \$321, partially offset by increases in employee related costs of \$638. SG&A for the nine month period ended September 30, 2016 decreased by \$3,779, which was primarily the result of decreases in employee

related costs of \$2,658, professional and consulting services of \$574, and other administrative expenses of \$663, partially offset by increases in administrative costs associated with our foreign operations of \$116. SG&A as a percentage of revenues for the three-month periods ended September 30, 2016 and 2015 increased to 46% from 33%, and was 43% and 42% for the nine-month periods then ended. The increase in SG&A percentage for the three- and nine-month periods is attributed to the decrease in revenues due to soft electric demand and low natural gas prices. For further information related to restructuring, refer to Note 3 - Restructuring Activities.

In July 2016, the Company reduced its workforce to better align its organizational infrastructure to its revised operating plans. The Company recorded a charge of \$1,108 in the third quarter of 2016 in connection with the workforce reduction which primarily consisted of one-time severance payments and benefit continuation costs. The segment impacts of the total restructuring charge is as follows: APC charges of approximately \$373 and Fuel Chem charges of approximately \$735.

Research and development expenses for the three- and nine-month periods ended September 30, 2016 and 2015 were \$1,302 and \$1,521, and \$3,582 and \$3,375, respectively. In our Research and development expenses for the three- and nine-month periods ended September 30, 2016 and 2015 were \$630 and \$1,111 and \$2,144 and \$2,212, respectively, in expenses pertaining to the development of our Fuel Conversion business, while the remaining expenditures were focused on new product development for our APC and Fuel Chem businesses. We plan to continue focusing on increased research and development efforts in the pursuit of commercial applications for technologies outside of our traditional markets, and in the development and analysis of new technologies that could represent incremental market opportunities.

Income tax benefit for the three- and nine-month periods ended September 30, 2016 and 2015 were \$114 and \$603, and \$208 and \$2,410, respectively. The Company is projecting a consolidated effective tax rate of (7)% for 2016 which was lower than the federal income tax rate of 34%. The Company's effective tax rate differs from the statutory federal tax rate of 34% for the three- and nine-month periods ended September 30, 2016 primarily due to a full valuation allowance recorded on our United States deferred tax assets since we cannot anticipate when or if we will have sufficient taxable income to utilize the deferred tax assets in the future. Further, our effective tax rate differs from the statutory federal tax rate due to state taxes, differences between U.S. and foreign tax rates, foreign losses incurred with no related tax benefit, non-deductible commissions, and non-deductible meals and entertainment expenses.

#### Liquidity and Sources of Capital

At September 30, 2016, Fuel Tech had unrestricted cash and cash equivalents and short-term investments on hand of \$13,347 (restricted cash of \$6,020) and working capital of \$31,347 versus \$21,703 and \$35,865 at December 31, 2015, respectively.

Operating activities used cash of \$2,182 during the nine-month period ended September 30, 2016. This decrease in cash from operations was due to cash used as a result of our net loss of \$8,284 and a decrease in accounts payable and accrued expenses of \$4,445, offset by cash provided by a decrease in prepaid and other assets of \$2,766, a decrease in our accounts receivable of \$2,764, a decrease in inventory of \$654, and the effect of non-cash charges of \$4,363.

Investing activities used cash of \$451 during the nine-month period ended September 30, 2016 and related to net cash used for purchases of equipment and patents of \$453 offset by proceeds from the sale of equipment of \$2.

Financing activities used cash of \$6,192 as a result of \$6,020 increase in restricted cash, and \$172 in cash used for the acquisition of common shares held in treasury that were withheld for taxes due by employees upon lapsing of restricted stock units.

On June 30, 2015, Fuel Tech amended its existing revolving credit facility (the Facility) with JPMorgan Chase Bank, N.A. (JPM Chase) to extend the maturity date through June 30, 2017. The total availability under the facility was \$15,000 and contained a provision to increase the facility up to a total principal amount of \$25,000 upon approval from JPM Chase. The Facility was unsecured, bears interest at a rate of LIBOR plus 300 basis points, and has the Company's Italian subsidiary, Fuel Tech S.r.l., as a guarantor. Fuel Tech can use this Facility for cash advances and standby letters of credit. As of September 30, 2016 and December 31, 2015, there were no outstanding borrowings on the credit facility.

The Facility contained several debt covenants with which the Company must comply on a quarterly or annual basis. The Facility required a minimum trailing-twelve month EBITDA of \$500 for the quarters ending March 31, 2016 and June 30, 2016; Beginning with the fiscal quarter ended September 30, 2016, the Facility required a minimum EBITDA for the trailing twelve-month period then ended of not less than \$1,000. EBITDA includes after tax earnings with add backs for interest expense, income taxes, depreciation and amortization, stock-based compensation expense, and other non-cash items. This covenant was waived by our bank through the period ending December 31, 2015. In addition, the Facility required a minimum

working capital requirement of \$35,000, starting as of December 31, 2015. Finally, the Facility had an annual capital expenditure limit of \$5,000.

On May 9, 2016, the Company amended its existing U.S. Domestic credit facility with JPM Chase such that the financial covenants as set forth in the credit agreement would not be measured for the period ending as of March 31, 2016, and were removed in their entirety from the Facility. The credit availability under the Facility has been reduced from \$15,000 to \$7,000 with this amendment, and further, JPM Chase's then current Revolving Commitment under the Facility is now secured by cash held by the Company in a separate restricted use designated JPM Chase deposit account. The amount of credit available to the Company under the Facility was \$7,000 from the date of the effective date of the amended facility through May 31, 2016, at which time the credit available to the Company under the Facility was reduced to \$6,000 from June 1, 2016 through July 31, 2016, at which time the credit available to the Company under the Facility was reduced to \$5,000 and will remain as such until the Maturity Date of the Facility on June 30, 2017. During the entire period of the Facility the Company must maintain sufficient cash balances in a segregated deposit account equal to the amount of the Facility and will fully pledge such cash as collateral to the bank to support the credit available to the Company under the Facility.

At September 30, 2016 and December 31, 2015, the Company had outstanding standby letters of credit and bank guarantees totaling approximately \$3,316 and \$7,803, respectively, under the Facility in connection with contracts in process. Fuel Tech is committed to reimbursing the issuing bank for any payments made by the bank under these instruments. At September 30, 2016 and December 31, 2015, there were no cash borrowings under the domestic revolving credit facility. The Company pays a commitment fee of 0.25% per year on the unused portion of the revolving credit facility.

On June 24, 2016, Beijing Fuel Tech Environmental Technologies Company, Ltd. (Beijing Fuel Tech), a wholly-owned subsidiary of Fuel Tech, entered into a new revolving credit facility (the China Facility) agreement with JPM Chase for RMB 6.5 million (approximately \$975), which expires on June 23, 2017. The company intends to renew the China Facility at its maturity. This new credit facility replaced the previous RMB 35 million facility that expired on June 24, 2016. The facility is unsecured, bears interest at a rate of 125% of the People's Bank of China (PBOC) Base Rate, and is guaranteed by Fuel Tech. Beijing Fuel Tech can use this facility for cash advances and bank guarantees. As of September 30, 2016 and December 31, 2015, Beijing Fuel Tech had no cash borrowings under the China Facility.

At September 30, 2016 and December 31, 2015, the Company had outstanding standby letters of credit and bank guarantees totaling approximately \$179 and \$57, respectively, on its Beijing Fuel Tech revolving credit facility in connection with contracts in process. At September 30, 2016 and December 31, 2015, approximately \$796 and \$5,335 was available for future borrowings.

In the event of default on either the domestic facility or the China facility, the cross default feature in each allows the lending bank to accelerate the payments of any amounts outstanding and may, under certain circumstances, allow the bank to cancel the facility. If the Company were unable to obtain a waiver for a breach of covenant and the bank accelerated the payment of any outstanding amounts, such acceleration may cause the Company's cash position to deteriorate or, if cash on hand were insufficient to satisfy the payment due, may require the Company to obtain alternate financing to satisfy the accelerated payment.

We continue to monitor our liquidity needs and in response to our continued losses have taken measures to reduce expenses and restructure operations which we feel are necessary to ensure we maintain sufficient working capital and liquidity to operate the business and invest in our future.

We have sustained losses for the first nine months of 2016 totaling \$8,284. Our cash used in operations for this same period totaled \$2,182. We incur on an annualized basis approximately \$5.5 million in non-cash expenses for depreciation, amortization and stock compensation. We have taken measures to reduce our expense infrastructure, and over the past two years have eliminated approximately \$8 million in aggregate expense through headcount and other operating expense cutbacks.

Our cash balance as of September 30, 2016 totaled \$19.3 million, and our working capital totaled \$31.3 million. We do not have any outstanding debt obligations other than our letters of credit, and our current credit agreement does not have any financial covenants as we have moved to a cash collateralized line of credit with our lender.

We have evaluated our ongoing business needs, and considered the cash requirements of our base business of Air Pollution Control and Fuel Chem, as well as our efforts to support our Fuel Conversion business. This evaluation included consideration of the following: a) customer and revenue trends in our APC and Fuel Chem business segments, b) current operating structure and expenditure levels, c) contingent payouts as described in the notes to our financial statements, and d) support for our Fuel Conversion business and other research and development initiatives. We currently have a \$5 million domestic U.S. credit facility which we use to issue letters of credit to our customers. During 2016 that credit facility was converted to a fully cash collateralized line of credit requiring us to deposit funds in a restricted

cash account to support that credit line. We expect to continue operating under this arrangement for the foreseeable future. Our liquidity may be adversely affected to the extent we are required to collateralize further letters of credit by additional cash deposits.

Based on this analysis, management believes that currently we have sufficient cash and working capital to operate our base APC and Fuel Chem businesses. However, we do not have sufficient capital to support the full development of our Fuel Conversion business for the longer term that will require us to find outside resources to support this business effort. No assurances can be given as to whether such resources will be available, or on what terms.

#### Contingencies and Contractual Obligations

Fuel Tech issues a standard product warranty with the sale of its products to customers as discussed in Note 10. There was a reduction of \$109 in the warranty liability balance during the nine-months ended September 30, 2016 due to an overall reduction in warranty claims based on recent actual warranty claims experienced.

#### Forward-Looking Statements

This Quarterly Report on Form 10-Q contains “forward-looking statements,” as defined in Section 21E of the Securities Exchange Act of 1934, as amended, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and reflect Fuel Tech’s current expectations regarding future growth, results of operations, cash flows, performance and business prospects, and opportunities, as well as assumptions made by, and information currently available to, our management. Fuel Tech has tried to identify forward-looking statements by using words such as “anticipate,” “believe,” “plan,” “expect,” “estimate,” “intend,” “will,” and similar expressions, but these are not the exclusive means of identifying forward-looking statements. These statements are based on information currently available to Fuel Tech and are subject to various risks, uncertainties, and other factors, including, but not limited to, those discussed in Fuel Tech’s Annual Report on Form 10-K for the year ended December 31, 2015 in Item 1A under the caption “Risk Factors,” which could cause Fuel Tech’s actual growth, results of operations, financial condition, cash flows, performance and business prospects and opportunities to differ materially from those expressed in, or implied by, these statements. Fuel Tech undertakes no obligation to update such factors or to publicly announce the results of any of the forward-looking statements contained herein to reflect future events, developments, or changed circumstances or for any other reason. Investors are cautioned that all forward-looking statements involve risks and uncertainties, including those detailed in Fuel Tech’s filings with the Securities and Exchange Commission.

### Item 3. Quantitative and Qualitative Disclosures about Market Risk

#### Foreign Currency Risk Management

Fuel Tech’s earnings and cash flow are subject to fluctuations due to changes in foreign currency exchange rates. We do not enter into foreign currency forward contracts nor into foreign currency option contracts to manage this risk due to the immaterial nature of the transactions involved.

Fuel Tech is also exposed to changes in interest rates primarily due to its debt facilities (refer to Note 8 to the consolidated financial statements). A hypothetical 100 basis point adverse move in interest rates along the entire interest rate yield curve would not have a materially adverse effect on interest expense during the upcoming year ended December 31, 2016.

### Item 4. Controls and Procedures

#### Evaluation of Disclosure Controls and Procedures

Fuel Tech maintains disclosure controls and procedures and internal controls designed to ensure (a) that information required to be disclosed in Fuel Tech’s filings under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms, and (b) that such information is accumulated and communicated to management, including the principal executive and financial officer, as appropriate to allow timely decisions regarding required disclosure. Fuel Tech’s Chief Executive Officer and Chief Financial Officer have evaluated the Company’s disclosure controls and procedures, as defined in Rules 13a – 15(e) and 15d -15(e) of the Exchange Act, as of the end of the period covered by this report, and they have concluded that these controls and procedures are effective.

#### Changes in Internal Control over Financial Reporting



There has been no change in the Company's internal control over financial reporting during the quarter covered by this report that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

We are from time to time involved in litigation incidental to our business. We are not currently involved in any litigation in which we believe an adverse outcome would have a material effect on our business, financial conditions, results of operations, or prospects.

### Item 1A. Risk Factors

The risk factors included in our Annual Report on Form 10-K for fiscal year ended December 31, 2015 have not materially changed except for the following:

#### Our Fuel Conversion Business is in its Early Stages of Development

Our Fuel Conversion business is in the research and development stage and has not commenced commercial operations as of September 30, 2016. Traditionally, we have financed our research and product development activities from cash generated from operations. We spent \$2.8 and \$0.3 million in research and development and other related costs for the years ended December 31, 2015 and 2014 respectively and \$2.1 million for the nine months ended September 30, 2016. We have been testing and developing engineered carbon feedstock products for specific markets which are not yet commercially viable. While we remain optimistic of our ability to develop and commercialize these products in the future, there can be no assurance that we will be able to further develop these products to the extent required for use within the markets and customer bases we have identified.

Further, we believe we will be required to find outside financial resources to support the full development of our Fuel Conversion business for the longer term. The ability of the Company to fund its potential future Fuel Conversion operations, including constructing new manufacturing facilities and/or acquiring and re-purposing existing manufacturing facilities to meet our specifications for our Fuel Conversion business, is dependent upon our ability to obtain additional financing when and as needed. Due to the current state of the coal-fired electricity generating market, we believe we do not currently have the ability to access commercial debt markets for that financing. In addition, the volatility in the energy industry combined with recent bankruptcies and additional perceived credit risk of companies with coal exposure has resulted in traditional bank lenders seeking to reduce or eliminate their lending exposure to these companies. Accordingly, we may be required to seek financing from other sources at unfavorable pricing or with unfavorable terms to continue to run our traditional APC and Chemical Technologies contemporaneously with the development of the Fuel Conversion business segment. If such funding is not attainable, the development of the Fuel Conversion business may be significantly delayed or stopped altogether.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None

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Item 6. Exhibits

a. Exhibits (all filed herewith)

31.1 Certification of CEO pursuant to Section 302 of Sarbanes-Oxley Act of 2002

31.2 Certification of CFO pursuant to Section 302 of Sarbanes-Oxley Act of 2002

32 Certification of CEO and CFO pursuant to Section 906 of Sarbanes-Oxley Act of 2002

101.1 INSXBRL Instance Document

101.2 SCHXBRL Taxonomy Extension Schema Document

101.3 CALXBRL Taxonomy Extension Calculation Linkbase Document

101.4 DEFXBRL Taxonomy Extension Definition Linkbase Document

101.5 LABXBRL Taxonomy Extension Label Linkbase Document

101.6 PREXBRL Taxonomy Extension Prevention Linkbase Document

FUEL TECH, INC.

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.

Date: November 8, 2016 By: /s/ Vincent J. Arnone

Vincent J. Arnone  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: November 8, 2016 By: /s/ David S. Collins

David S. Collins  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)