

CECO ENVIRONMENTAL CORP
Form SC 13D/A
October 17, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

CECO Environmental Corp.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

125141101

(CUSIP Number)

Jacob D. Smith

Principal, General Counsel & CCO

Luther King Capital Management Corporation

301 Commerce Street, Suite 1600

Fort Worth, Texas 76102

(817) 332-3235

(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications)

October 13, 2017

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who response to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1. Name of Reporting Persons.

LKCM Private Discipline Master Fund, SPC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization

Cayman Islands

7. Sole Voting Power

Number of

Shares

1,622,887

Beneficially

8. Shared Voting Power

Owned by

Each

0

9. Sole Dispositive Power

Reporting

Person

1,622,887

With

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,622,887

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11)

4.7%

14. Type of Reporting Person (See Instructions)

OO

1. Name of Reporting Persons.

LKCM Micro-Cap Partnership, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

51,939

Beneficially

8. Shared Voting Power

Owned by

Each

0

9. Sole Dispositive Power

Reporting

Person

51,939

With

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

51,939

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11)

0.1%

14. Type of Reporting Person (See Instructions)

PN

1. Name of Reporting Persons.

LKCM Core Discipline, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

19,363

Beneficially

8. Shared Voting Power

Owned by

Each

0

9. Sole Dispositive Power

Reporting

Person

19,363

With

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

19,363

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11)

0.1%

14. Type of Reporting Person (See Instructions)

PN

1. Name of Reporting Persons.

LKCM Investment Partnership, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization

Texas

7. Sole Voting Power

Number of

Shares

0

Beneficially

8. Shared Voting Power

Owned by

Each

0

9. Sole Dispositive Power

Reporting

Person

0

With

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person (See Instructions)

PN

1. Name of Reporting Persons.

LKCM Investment Partnership II, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization

Texas

7. Sole Voting Power

Number of 0

Shares

Beneficially 8. Shared Voting Power

Owned by

Each 0

9. Sole Dispositive Power

Reporting

Person 0

With 10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person (See Instructions)

PN

1. Name of Reporting Persons.

Luther King Capital Management Corporation

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

1,695,989

Beneficially

8. Shared Voting Power

Owned by

Each

0

9. Sole Dispositive Power

Reporting

Person

1,695,989

With

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,695,989

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11)

4.9%

14. Type of Reporting Person (See Instructions)

IA, CO

1. Name of Reporting Persons.

J. Luther King, Jr.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

Number of

Shares

1,701,689

Beneficially

8. Shared Voting Power

Owned by

Each

0

9. Sole Dispositive Power

Reporting

Person

1,701,689

With

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,701,689

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11)

4.9%

14. Type of Reporting Person (See Instructions)

IN

1. Name of Reporting Persons.

J. Bryan King

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

Number of

Shares

1,694,189

Beneficially

8. Shared Voting Power

Owned by

Each

0

9. Sole Dispositive Power

Reporting

Person

1,694,189

With

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,694,189

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11)

4.9%

14. Type of Reporting Person (See Instructions)

IN

This Amendment No. 1 to Schedule 13D amends and supplements the Schedule 13D filed by the Reporting Persons with respect to the Common Stock, par value \$0.01 per share (Common Stock), of CECO Environmental Corp., a Delaware corporation (the Issuer). Except as set forth below, all previous Items remain unchanged. Capitalized terms used herein but not defined herein shall have the meanings given to them in the Schedule 13D, as amended, filed with the Securities and Exchange Commission. Each of the Reporting Persons hereby expressly disclaims membership in a group under the Securities Exchange Act of 1934 with respect to the securities reported herein, and this Schedule 13D shall not be deemed to be an admission that any such Reporting Person is a member of such a group. Each of the Reporting Persons hereby expressly disclaims beneficial ownership of the securities reported herein, other than to the extent of its pecuniary interest therein, and this Schedule 13D shall not be deemed to be an admission that any such Reporting Person is the beneficial owner of the securities reported herein for purposes of the Securities Exchange Act of 1934 or for any other purpose.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby supplemented as follows:

PDP acquired additional 110,000 shares of Common Stock in open market transactions for an aggregate purchase price of approximately \$1,034,000 using working capital.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated as follows:

(a) As of October 13, 2017, the Reporting Persons may be deemed to beneficially own 1,701,689 shares of Common Stock (which represents approximately 4.9% of the outstanding Common Stock based upon information contained in the Issuer's Form 10-Q for the period ended June 30, 2017).

(b)

| | Sole Voting Power | Shared Voting Power | Sole Dispositive Power | Shared Dispositive Power |
|---------------------|-------------------|---------------------|------------------------|--------------------------|
| PDP | 1,622,887 | 0 | 1,622,887 | 0 |
| Micro | 51,939 | 0 | 51,939 | 0 |
| Core | 19,363 | 0 | 19,363 | 0 |
| LIP | 0 | 0 | 0 | 0 |
| LIP2 | 0 | 0 | 0 | 0 |
| LKCM | 1,695,989 | 0 | 1,695,989 | 0 |
| J. Luther King, Jr. | 1,701,689 | 0 | 1,701,689 | 0 |
| J. Bryan King | 1,694,189 | 0 | 1,694,189 | 0 |

(c) During the past sixty days, the Reporting Persons sold the following shares of Common Stock in open market transactions.

| Date | Reporting Person | Shares Sold | Price |
|-----------|------------------|-------------|-----------|
| 8/29/2017 | LIP2 | 1,210 | \$ 7.1999 |

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| | | | |
|-----------|-----|--------|-----------|
| 9/20/2017 | LIP | 10,230 | \$ 8.1291 |
| 9/25/2017 | LIP | 20,000 | \$ 8.4565 |

(d) Not applicable.

(e) As of October 13, 2017, the Reporting Persons no longer are the beneficial owners of five percent of the outstanding Common Stock.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 17, 2017

**LKCM Private Discipline Master Fund,
SPC**

By: LKCM Private Discipline Management,
L.P., sole holder of its management shares

By: LKCM Alternative Management, LLC, its
general partner

By: /s/ J. Bryan King
J. Bryan King, President

LKCM Micro-Cap Partnership, L.P.

By: LKCM Micro-Cap Management, L.P., its
general partner

By: LKCM Alternative Management, LLC, its
general partner

By: /s/ J. Bryan King
J. Bryan King, President

LKCM Core Discipline, L.P.

By: LKCM Core Discipline Management,
L.P., its general partner

By: LKCM Alternative Management, LLC, its
general partner

By: /s/ J. Bryan King
J. Bryan King, President

LKCM Investment Partnership, L.P.

By: LKCM Investment Partnership GP, LLC,
its general partner

By: /s/ J. Luther King, Jr.
J. Luther King, Jr.

LKCM Investment Partnership II, L.P.

By: LKCM Investment Partnership GP, LLC,
its general partner

By: /s/ J. Luther King, Jr.
J. Luther King, Jr.

**Luther King Capital Management
Corporation**

By: /s/ J. Bryan King
J. Bryan King, Principal and Vice
President

/s/ J. Bryan King
J. Bryan King

/s/ J. Luther King, Jr.
J. Luther King, Jr.