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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CECO ENVIRONMENTAL CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

13-2566064
(I.R.S. Employer Identification No.)

**3120 Forrer Street
Cincinnati, OH 45209
(416) 593-6543**

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

CECO ENVIRONMENTAL CORP. 2007 EQUITY INCENTIVE PLAN
(full title of the plan)

**Phillip DeZwirek
Chief Executive Officer
CECO Environmental Corp.
3120 Forrer Street
Cincinnati, OH 45209
(416) 593-6543**

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copy to:

**Leslie J. Weiss
Sugar, Friedberg & Felsenthal LLP
30 North LaSalle Street, Suite 3000
Chicago, Illinois 60602
(312) 704-9400**

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (2)
Common Stock, No par value	2,000,000	\$12.95	\$25,900,000	\$795.13

- (1) The number of shares being registered represents the shares issuable under the CECO Environmental Corp. 2007 Equity Incentive Plan and, pursuant to Rule 416 of the Securities Act of 1933, as amended (“Securities Act”), this Registration Statement shall also include such additional shares of the Registrant’s Common Stock that may become issuable under the plan by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Computed pursuant to Rule 457(c) under the Securities Act of 1933, as amended, solely for purposes of determining the registration fee, based upon the average of the high and low prices of the common stock as reported by the Nasdaq Global Market on June 4, 2007.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in this Part I will be sent or given to employees as specified by Rule 428(b)(1). Such documents need not be filed with the Securities and Exchange Commission (the "Commission") either as part of this registration statement or as a prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in the registration statement pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

CECO Environmental Corp. (the "Company") hereby incorporates by reference the following documents filed with the Commission under Section 13 or 15 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"):

- Annual Report on Form 10-K for the year ended December 31, 2006 filed with the Commission on April 2, 2007;
- The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007 filed with the Commission on May 15, 2007;
- Our Current Reports on 8-K filed with the Commission on January 9, 2007, March 6, 2007, March 19, 2007, March 23, 2007, March 30, 2007, April 5, 2007 and April 12, 2007;
- The description of our common stock contained in the registration statement on Form 10 filed with the SEC on December 13, 1992 pursuant to Section 12(g) of the Exchange Act, together with all amendments or reports filed for the purpose of updating such description.

In addition, all documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this registration statement and prior to the filing of a post-effective amendment that indicates that the securities offered hereby have been sold or that deregisters the securities offered hereby then remaining unsold, shall also be deemed to be incorporated by reference into this Registration Statement and to be a part of it from the respective dates of filing such documents.

Item 4. Description of Securities

Not Applicable.

Item 5. Interests of Named Experts and Counsel

Not Applicable.

Item 6. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law, our certificate of incorporation and our bylaws provide for indemnification of our directors, officers, employees and other agents to the extent permitted by the Delaware General Corporation Law. Mandatory indemnification is required for directors and executive officers, and we provide for permissive indemnification for other officers, employees and agents. Also, we are authorized to purchase insurance on behalf of an individual for liabilities incurred whether or not we would have the power or obligation to indemnify him under our bylaws.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

- 4.1 Articles of Incorporation of the Company. (Incorporated by reference to Exhibit 3.I from Form 10-K dated December 31, 2001)
- 4.2 Amended and Restated Bylaws of the Company. (Incorporated by reference to Exhibit 3.II from Form 10-K dated December 31, 2001)
- 5.1* Opinion of Sugar, Friedberg & Felsenthal LLP
- 10.1 The Company's 2007 Equity Incentive Plan. (Incorporated by reference to Exhibit B to the definitive proxy statement filed by the Company with the Commission on April 20, 2007)
- 23.1* Consent of Independent Registered Public Accounting Firm of Battelle & Battelle LLP
- 23.2* Consent of Independent Registered Public Accounting Firm of Deloitte & Touche LLP
- 23.3* Consent of Greenwalt Sponsel & Co., Inc.
- 23.4* Consent of Jackson, Rolfes, Spurgeon & Co.
- 24.1* Power of Attorney (Incorporated in the signature page of this Registration Statement)

* Filed herewith

Item 9. Undertakings

(a) the undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in

the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that Paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for the purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act

of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toronto, Ontario, Canada, on June 5, 2007.

CECO ENVIRONMENTAL CORP.

By: /s/ Phillip DeZwirek
Phillip DeZwirek
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each such person whose signature appears below constitutes and appoints, jointly and severally, Phillip DeZwirek and Dennis W. Blazer his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Registration Statement of Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Phillip DeZwirek</u> Phillip DeZwirek	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	June 5, 2007
<u>/s/ Dennis W. Blazer</u> Dennis W. Blazer	Vice president-Finance and Administration, Chief Financial Officer (Principal Financial Officer)	June 5, 2007
<u>/s/ Richard J. Blum</u> Richard J. Blum	Director	June 5, 2007
<u>/s/ Arthur Cape</u> Arthur Cape	Director	June 5, 2007
<u>/s/ Jason DeZwirek</u> Jason DeZwirek	Director	June 5, 2007
<u>/s/ Thomas J. Flaherty</u> Thomas J. Flaherty	Director	June 5, 2007
<u>/s/ Ronald E. Krieg</u> Ronald E. Krieg	Director	June 5, 2007
<u>/s/ Donald A. Wright</u> Donald A. Wright	Director	June 5, 2007

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
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* Filed herewith

Sugar, Friedberg & Felsenthal LLP
30 N. LaSalle St., Suite 3000
Chicago, IL 60602

June 5, 2007

CECO Environmental Corp.
3120 Forrer Street
Cincinnati, OH 45209

RE: Registration Statement on Forms S-8

Ladies and Gentlemen:

At your request, we are rendering this opinion in connection with the proposed issuance pursuant to the CECO Environmental Corp. 2007 Equity Incentive Plan (the "Plan"), of up to 2,000,000 shares of common stock, \$0.01 par value ("Common Stock"), of CECO Environmental Corp., a Delaware corporation (the "Company")

We have reviewed the originals or copies certified or otherwise identified to our satisfaction of all such corporate records of the Company and such other instruments and other certificates of public officials, officers and representatives of the Company and such other persons, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinions expressed below. In arriving at the opinions expressed below, we have assumed without investigation, the authenticity of any document or other instrument submitted to us as an original, the conformity to the original of any document or other instrument submitted to us as a copy, the genuineness of all signatures on such originals or copies, and the legal capacity of natural persons who executed any such document or instrument at the time of execution thereof. In addition, we have assumed and have not verified the accuracy as to factual matters of each document we have reviewed.

Based on the foregoing, it is our opinion that the 2,000,000 shares of Common Stock to be issued by the Company in accordance with the Plan are duly and validly authorized, and when issued in accordance with the provisions of the Plan, they will be duly and validly issued, fully paid and non-assessable.

The foregoing opinion is limited to the General Corporation Law of the State of Delaware. We have acted as special counsel to the Company in connection with the issuance of this opinion and related matters and our engagement has been limited to certain matters about which we have been consulted. Consequently, there may exist matters of a legal nature involving the Company in which we have not been consulted and have not represented the Company. This opinion letter is limited to the matters stated herein and no opinions may be implied or inferred beyond the matters expressly stated herein. The opinions expressed herein are given as of this date, and we assume no obligation to update or supplement our opinions to reflect any facts or circumstances that may come to our attention or any change in law that may occur or become effective at a later date.

We hereby consent to the filing of this opinion as an exhibit to this Registration Statement on Form S-8 (the "Registration Statement") and to the use of our name wherever it appears in the Registration Statement. In giving such consent, we do not consider that we are "experts" within the meaning of such term as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Very truly yours,

/s/ SUGAR, FRIEDBERG & FELSENTHAL LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 2, 2007, relating to our audit of the consolidated financial statements of CECO Environmental Corp. as of and for the years ended December 31, 2006 and December 31, 2005 included in the Annual Report on Form 10-K of CECO Environmental Corp. for the year ended December 31, 2006.

Battelle & Battelle LLP

/s/ Battelle & Battelle LLP

Dayton, Ohio
June 5, 2007

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 31, 2005, relating to the consolidated financial statements of CECO Environmental Corp. for the year ended December 31, 2004, appearing in the Annual Report on Form 10-K of CECO Environmental Corp. for the year ended December 31, 2006.

DELOITTE & TOUCHE LLP

/s/ Deloitte & Touche LLP

Cincinnati, Ohio
June 5, 2007

CONSENT OF INDEPENDENT PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 27, 2007, relating to the consolidated financial statements of Efoxx, Inc. for the year ended December 31, 2006, included in CECO Environmental Corp.'s Current Report on Form 8-K/A filed April 5, 2007.

Greenwalt Sponsel & Co., Inc.

/s/ Greenwalt Sponsel & Co., Inc.

Indianapolis, Indiana

June 5, 2007

CONSENT OF INDEPENDENT PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 1, 2006 (except for Notes S and T, as to which the date was June 1, 2006), relating to the financial statements of Effox, Inc. as of and for the years ended December 31, 2005 and December 31, 2004, included in CECO Environmental Corp.'s Current Report on Form 8-K/A filed April 5, 2007.

Jackson, Rolfes, Spurgeon & Co.

/s/ Jackson, Rolfes, Spurgeon & Co.

Cincinnati, Ohio
June 4, 2007