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

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**SCHEDULE TO**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 1)**

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**PROFIRE ENERGY, INC.**

(Name of Subject Company (Issuer))  
**COMBUSTION MERGER SUB, INC.**  
(Offeror)

A wholly owned subsidiary of  
**CECO ENVIRONMENTAL CORP.**  
(Parent of Offeror)

(Names of Filing Persons (identifying status as Offeror, Issuer or Other Person))

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**COMMON STOCK, PAR VALUE \$0.001 PER SHARE**  
(Title of Class of Securities)

74316X101

(CUSIP Number of Class of Securities)

Lynn Watkins-Asiyanbi  
CECO Environmental Corp.  
5080 Spectrum Drive, Suite 800E  
Addison, Texas 75001  
(214) 357-6181

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

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*Copies to:*

Clyde W. Tinnen  
Foley & Lardner LLP  
777 E. Wisconsin Avenue  
Milwaukee, Wisconsin 53202  
(414) 271-2400

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 1 to the Tender Offer Statement on Schedule TO (this "Amendment No. 1") amends and supplements the Tender Offer Statement on Schedule TO filed by CECO Environmental Corp., a Delaware corporation ("Parent"), and Combustion Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Purchaser"), with the U.S. Securities and Exchange Commission (the "SEC") on December 3, 2024 (together with any subsequent amendments and supplements thereto, the "Schedule TO"). The Schedule TO relates to the tender offer by Purchaser for all of the issued and outstanding shares of common stock, par value \$0.001 per share (the "Shares"), of Profire Energy, Inc., a Nevada corporation, at a price of \$2.55 per Share, net to the seller in cash without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the offer to purchase, dated December 3, 2024 (together with any amendments or supplements thereto, the "Offer to Purchase"), a copy of which is attached to and filed with the Schedule TO as Exhibit (a)(1)(A), and in the related letter of transmittal (together with any amendments or supplements thereto, the "Letter of Transmittal"), a copy of which is attached to and filed with the Schedule TO as Exhibit (a)(1)(B), and the related notice of guaranteed delivery (together with any amendments or supplements thereto, the "Notice of Guaranteed Delivery" and, together with the Offer to Purchase and the Letter of Transmittal, the "Offer"), a copy of which is attached to and filed with the Schedule TO as Exhibit (a)(1)(C). This Amendment No. 1 is being filed on behalf of Parent and Purchaser. Unless otherwise indicated, references to sections in the Schedule TO are references to sections of the Offer to Purchase.

Except as otherwise set forth in this Amendment No. 1, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment No. 1. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

#### Items 1 through 9 and Item 11.

Items 1 through 9 and Item 11 of the Schedule TO (to the extent such Items incorporate by reference the information contained in the Offer to Purchase) are hereby amended and supplemented as follows:

#### Offer to Purchase

The information set forth in Section 16—“Certain Legal Matters; Regulatory Approvals” of the Offer to Purchase is hereby amended and supplemented by adding the following paragraphs to the end of such Section:

“**Antitrust.** Under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Act”) and the rules and regulations promulgated thereunder by the Federal Trade Commission (the “FTC”), certain transactions may not be consummated until certain information and documentary materials have been furnished for review to the FTC and the Antitrust Division of the DOJ (the “Antitrust Division”) and certain waiting period requirements have been satisfied. These requirements apply to Parent by virtue of Purchaser’s acquisition of the Shares in the Offer (and the Merger).

Under the HSR Act, the purchase of Shares in the Offer may not be completed until the expiration of a 15-calendar-day waiting period following the filing of certain required information and documentary material concerning the Offer (and the Merger) with the FTC and the Antitrust Division, unless the waiting period is earlier terminated by the FTC. The parties agreed in the Merger Agreement to file such Premerger Notification and Report Forms under the HSR Act with the FTC and the Antitrust Division in connection with the purchase of Shares in the Offer as promptly as practicable after the date of the Merger Agreement, but in any event within five (5) business days of the date of the Merger Agreement. Under the HSR Act, the required waiting period will expire at 11:59 p.m., Eastern Time on the 15th calendar day after the filing by Parent, unless earlier terminated by the FTC or Parent receives a request for additional information or documentary material from the FTC prior to that time.

Parent filed a Premerger Notification and Report Form under the HSR Act with respect to the Offer and the Merger with the Antitrust Division and the FTC on October 31, 2024. The required waiting period under the HSR Act with respect to the Offer and the Merger expired at 11:59 p.m., Eastern Time, on November 15, 2024. Accordingly, the condition to the Offer requiring that the waiting period applicable to the Offer under the HSR Act shall have expired or been terminated has been satisfied. The Offer continues to be subject to the remaining conditions set forth in the Offer to Purchase. See Section 15—“Certain Conditions to the Offer”.

#### Item 12. Exhibits.

Exhibit No.*	Description
(a)(1)(A)	<a href="#">Offer to Purchase, dated December 3, 2024.</a>
(a)(1)(B)	<a href="#">Form of Letter of Transmittal.</a>
(a)(1)(C)	<a href="#">Form of Notice of Guaranteed Delivery.</a>
(a)(1)(D)	<a href="#">Form of Letter from the Information Agent to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.</a>
(a)(1)(E)	<a href="#">Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.</a>
(a)(1)(F)	<a href="#">Summary Advertisement, as published in the New York Times on December 3, 2024.</a>
(a)(5)(A)	<a href="#">Joint Press Release issued by Profire Energy, Inc. and CECO Environmental Corp., dated October 29, 2024 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed with the SEC by Profire Energy, Inc. on October 29, 2024).</a>
(a)(5)(B)	<a href="#">Press Release issued by CECO Environmental Corp., dated December 3, 2024.</a>
(a)(5)(C)	<a href="#">Press Release of Parent, dated December 5, 2024, announcing the expiration of the waiting period under the HSR Act. (Filed herewith)</a>
(d)(1)	<a href="#">Agreement and Plan of Merger, dated October 28, 2024, by and among CECO Environmental Corp., Combustion Merger Sub, Inc. and Profire Energy, Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC by Profire Energy, Inc. on October 29, 2024).</a>
(d)(2)	<a href="#">Mutual Confidentiality Agreement, dated August 9, 2024, by and between Profire Energy, Inc. and CECO Environmental Corp.</a>
(d)(3)	<a href="#">Exclusivity Agreement, dated September 25, 2024, by and between Profire Energy, Inc. and CECO Environmental Corp.</a>
(d)(4)	<a href="#">Tender and Support Agreement, dated October 28, 2024, by and among CECO Environmental Corp., Combustion Merger Sub, Inc., Brenton W. Hatch and Hatch Family Holding Company, LLC.</a>
(d)(5)	<a href="#">Tender and Support Agreement, dated October 28, 2024, by and among CECO Environmental Corp., Combustion Merger Sub, Inc. and Ryan W. Oviatt.</a>
(d)(6)	<a href="#">Tender and Support Agreement, dated October 28, 2024, by and among CECO Environmental Corp., Combustion Merger Sub, Inc. and Cameron M. Tidball.</a>
(g)	None.
(h)	None.
107	<a href="#">Filing Fee Table</a>

\*All Exhibits previously filed on December 3, 2024 as an exhibit to the Schedule TO, unless otherwise indicated above.

**SIGNATURE**

After due 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.

**COMBUSTION MERGER SUB, INC.**

By /s/ Todd Gleason  
Name: Todd Gleason  
Title: Chief Executive Officer  
Date: December 5, 2024

**CECO ENVIRONMENTAL CORP.**

By /s/ Todd Gleason  
Name: Todd Gleason  
Title: Chief Executive Officer  
Date: December 5, 2024

## FOR IMMEDIATE RELEASE

## CECO Environmental Announces Expiration of HSR Waiting Period

**ADDISON, TX – December 5, 2024** – CECO Environmental Corp. (Nasdaq: CECO) (together with its consolidated subsidiaries and affiliates, “CECO”), a leading environmentally focused, diversified industrial company whose solutions protect people, the environment and industrial equipment, announced today that the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (“HSR”), applicable to CECO’s tender offer for Profire Energy, Inc. (Nasdaq: PFIE) (“PFIE”) expired at 11:59 p.m., Eastern Time, on November 15, 2024.

The expiration of the HSR waiting period satisfies one of the conditions to consummate the tender offer. Other conditions remain to be satisfied, including, among others, a minimum tender of shares of common stock of PFIE representing a majority of the total number of outstanding shares of common stock of PFIE. Unless the tender offer is extended, the offer and withdrawal rights will expire at one minute after 11:59 p.m., Eastern Time, on December 31, 2024.

## ABOUT CECO ENVIRONMENTAL

CECO Environmental is a leading environmentally focused, diversified industrial company, serving a broad landscape of industrial air, industrial water, and energy transition markets across the globe through its key business segments: Engineered Systems and Industrial Process Solutions. Providing innovative technology and application expertise, CECO helps companies grow their business with safe, clean, and more efficient solutions that help protect people, the environment and industrial equipment. In regions around the world, CECO works to improve air quality, optimize the energy value chain, and provide custom solutions for applications including power generation, petrochemical processing, general industrial, refining, midstream oil and gas, electric vehicle production, polysilicon fabrication, battery recycling, beverage can, and water/wastewater treatment along with a wide range of other applications. CECO is listed on Nasdaq under the ticker symbol “CECO.” Incorporated in 1966, CECO’s global headquarters is in Addison, Texas. For more information, please visit [www.cecoenviro.com](http://www.cecoenviro.com).

## SAFE HARBOR STATEMENT

*Certain statements in this communication are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, both as amended, which are intended to be covered by the safe harbor for “forward-looking statements” provided by the Private Securities Litigation Reform Act of 1995. Any statements contained in this communication, other than statements of historical fact, including statements about management’s beliefs and expectations, are forward-looking statements and should be evaluated as such. These statements are made on the basis of management’s views and assumptions regarding future events and business performance. We use words such as “believe,” “expect,” “anticipate,” “intends,” “estimate,” “forecast,” “project,” “will,” “plan,” “should” and similar expressions to identify forward-looking statements. Forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from any future results, performance or achievements expressed or implied by such statements. Potential risks and uncertainties, among others, that could cause actual results to differ materially are discussed under “Item 1A. Risk Factors” of CECO’s Quarterly Reports on Form 10-Q and in CECO’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, and include, but are not limited to:*

- *the parties’ ability to complete the proposed transactions contemplated by the Merger Agreement in the anticipated timeframe or at all;*
  - *the effect of the announcement or pendency of the proposed transaction on business relationships, operating results, and business generally;*
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- *risks that the proposed transactions disrupt current plans and operations and potential difficulties in employee retention as a result of the proposed transactions;*
  - *risks related to diverting management’s attention from ongoing business operations;*
  - *the outcome of any legal proceedings that may be instituted related to the proposed transactions;*
  - *the amount of the costs, fees, expenses and other charges related to the proposed transactions;*
  - *the risk that competing offers or acquisition proposals will be made;*
  - *the sensitivity of CECO’s business to economic and financial market conditions generally and economic conditions in CECO’s service areas;*
  - *dependence on fixed price contracts and the risks associated therewith, including actual costs exceeding estimates and method of accounting for revenue;*
  - *the effect of growth on CECO’s infrastructure, resources and existing sales;*
  - *the ability to expand operations in both new and existing markets;*
  - *the potential for contract delay or cancellation as a result of on-going or worsening supply chain challenges;*
  - *liabilities arising from faulty services or products that could result in significant professional or product liability, warranty or other claims;*
  - *changes in or developments with respect to any litigation or investigation;*
  - *failure to meet timely completion or performance standards that could result in higher cost and reduced profits or, in some cases, losses on projects;*
  - *the potential for fluctuations in prices for manufactured components and raw materials, including as a result of tariffs and surcharges, and rising energy costs;*
  - *inflationary pressures relating to rising raw material costs and the cost of labor;*
  - *the substantial amount of debt incurred in connection with CECO’s strategic transactions and its ability to repay or refinance it or incur additional debt in the future;*
  - *the impact of federal, state or local government regulations;*
  - *CECO’s ability to repurchase shares of its common stock and the amounts and timing of repurchases;*
  - *CECO’s ability to successfully realize the expected benefits of its restructuring program;*
  - *economic and political conditions generally;*
  - *CECO’s ability to optimize its business portfolio by identifying acquisition targets, executing upon any strategic acquisitions or divestitures, integrating acquired businesses and realizing the synergies from strategic transactions; and*
  - *unpredictability and severity of catastrophic events, including cybersecurity threats, acts of terrorism or outbreak of war or hostilities or public health crises, as well as management’s response to any of the aforementioned factors.*

*Many of these risks are beyond management’s ability to control or predict. Should one or more of these risks or uncertainties materialize, or should any related assumptions prove incorrect, actual results may vary in material aspects from those currently anticipated. Investors are cautioned not to place undue reliance on such forward-looking statements as they speak only to CECO’s views as of the date the statement is made. Furthermore, the forward-looking statements speak only as of the date they are made. Except as required under the federal securities laws or the rules and regulations of the Securities and Exchange Commission (the “SEC”), CECO undertakes no obligation to update or review any forward-looking statements, whether as a result of new information, future events or otherwise.*

## Important Additional Information Will be Filed with the SEC

*This press release is neither an offer to purchase nor a solicitation of an offer to sell common stock of PFIE or any other securities. This communication is for informational*

*purposes only. The tender offer transaction commenced by a subsidiary of CECO is being made pursuant to a tender offer statement on Schedule TO (including the Offer to Purchase, a related Letter of Transmittal and other offer materials) filed by such affiliates of CECO with the SEC. In addition, PFIE will file a solicitation/recommendation statement on Schedule 14D-9 with the SEC related to the tender offer. The offer to purchase shares of PFIE' common stock is only being made pursuant to the Offer to Purchase, the Letter of Transmittal and related offer materials filed as a part of the tender offer statement on Schedule TO, in each case as amended from time to time. THE TENDER OFFER MATERIALS (INCLUDING THE OFFER TO PURCHASE, THE RELATED LETTER OF TRANSMITTAL AND OTHER MATERIALS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 CONTAIN IMPORTANT INFORMATION. PRIOR TO MAKING ANY DECISION REGARDING THE TENDER OFFER, PFIE STOCKHOLDERS ARE STRONGLY ADVISED TO CAREFULLY READ THESE DOCUMENTS, AS FILED AND AS THEY MAY BE AMENDED FROM TIME TO TIME, WHEN THEY BECOME AVAILABLE. PFIE stockholders will be able to obtain the tender offer statement on Schedule TO (including the Offer to Purchase, a related Letter of Transmittal and other offer materials) and the related solicitation/recommendation statement on Schedule 14D-9 at no charge on the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, the tender offer statement on Schedule TO (including the Offer to Purchase, a related Letter of Transmittal and other offer materials) and the related solicitation/recommendation statement on Schedule 14D-9 may be obtained free of charge from D.F. King & Co., Inc. 48 Wall Street, 22nd Floor New York, New York 10005, Telephone Number (866) 342-4881.*

**Company Contact:**

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Chief Financial and Strategy Officer  
888-990-6670

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