

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**FORM 8-K**

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 19, 2013

**OMEGA FLEX, INC.**

(Exact name of registrant as specified in charter)

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**Pennsylvania**

(State or other  
jurisdiction of  
incorporation)

**000-51372**

(Commission  
File Number)

**23-1948942**

(I.R.S. Employer  
Identification No.)

**451 Creamery Way,  
Exton, Pennsylvania, 19341**

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(610) 524-7272**

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

**Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:**

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

*INFORMATION CONCERNING FORWARD-LOOKING STATEMENTS - This report and the exhibit or exhibits attached hereto, contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, statements as to management's good faith expectations and beliefs, which are subject to inherent uncertainties which are difficult to predict, and may be beyond the ability of the Company to control. Forward-looking statements are made based upon management's expectations and belief concerning future developments and their potential effect upon the Company. There can be no assurance that future developments will be in accordance with management's expectations or that the effect of future developments on the Company will be those anticipated by management.*

*The words "believes," "expects," "intends," "plans," "anticipates," "hopes," "likely," "will," and similar expressions identify such forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Company (or entities in which the Company has interests), or industry results, to differ materially from future results, performance or achievements expressed or implied by such forward-looking statements.*

*Readers are cautioned not to place undue reliance on these forward-looking statements which reflect management's view only as of the date of this Form 8-K. The Company undertakes no obligation to publicly release the result of any revisions to these forward-looking statements which may be made to reflect events or circumstance after the date hereof or to reflect the occurrence of unanticipated events, conditions or circumstances. For additional information about risks and uncertainties that could adversely affect the Company's forward-looking statements, please refer to the Company's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the fiscal year ended December 31, 2011 and the Quarterly Report on Form 10-Q for the period ended September 30, 2012.*

## **ITEM 2.02**

On February 21, 2013, Omega Flex, Inc. (the "Company") issued a press release announcing its financial results for the fourth quarter and year ended December 31, 2012. A copy of the press release is attached as Exhibit 99.1 to the Company's Current Report on Form 8-K furnished to the U.S. Securities and Exchange Commission (the "Commission") on February 21, 2013 (the "February Form 8-K").

On March 20, 2013, the Company issued a press release announcing that its English subsidiary, Omega Flex Limited ("OFL"), has reached an agreement to settle litigation related to a construction project in Milton Keynes, England. A copy of the press release is attached hereto as Exhibit 99.2 and incorporated herein by reference.

The settlement agreement was entered into after the Company announced its preliminary results of operations for the year ended December 31, 2012, but prior to the filing of the Company's Annual Report on Form 10-K with the Commission for the fiscal year ended December 31, 2012. In accordance with U.S. generally accepted accounting principles, the Company is required to reflect the impact of the settlement agreement, which is a subsequent event, in its financial

statements for the year ended December 31, 2012 since it is related to conditions that existed at the balance sheet date of December 31, 2012. As a result, the Company's financial results for the quarter and year ended December 31, 2012, which were set forth in the Company's earnings release furnished to the Commission as Exhibit 99.1 to the February Form 8-K, are being revised to reflect the subsequent event.

The information in this Current Report, including the exhibit attached hereto, is being furnished to, but not filed with, the Commission for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Such information shall not be deemed to be incorporated by reference into any of the Company's filings with the Commission, except as shall be expressly set forth by specific reference in any such filing.

#### **ITEM 7.01. REGULATION FD DISCLOSURE**

The information included in Item 2.02 of this Form 8-K, including the press release attached as Exhibit 99.2, is incorporated by reference into this Item 7.01 in satisfaction of the public disclosure requirements of Regulation FD. This information is "furnished" and not "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, or otherwise subject to the liabilities of that section. It may be incorporated by reference in another filing under the Securities and Exchange Act of 1934 or the Securities Act of 1933 only if, and to the extent that, such subsequent filing specifically references the information incorporated by reference herein.

#### **ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

- (a) none
- (b) none
- (c) none
- (d) Exhibit 99.1 – Press Release dated February 21, 2013  
Exhibit 99.2 – Press Release dated March 20, 2013

## **SIGNATURES**

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**OMEGA FLEX, INC.**  
(Registrant)

Date: March 20, 2013

By: /s/ Paul J. Kane  
Paul J. Kane  
Vice President – Finance  
(Principal Financial Officer)

# OMEGA FLEX, INC.

Manufacturer of flexible metal hose and gas piping products

Exton, Pennsylvania  
February 21, 2013

Contact: Kevin R. Hoben  
(610) 524-7272

## PRESS RELEASE

Omega Flex, Inc. today reported its results of operations for the Twelve and Three Months Ending December 31, 2012:

	OMEGA FLEX, INC. (OFLX)			
	Twelve Months Ended December 31,		Three Months Ended December 31,	
	2012	2011	2012	2011
Net Sales	\$64,016,000	\$54,193,000	\$18,426,000	\$15,618,000
Net Income	\$7,696,000	\$4,647,000	\$1,594,000	\$1,708,000
Earnings Per Share – Basic and Diluted	\$0.76	\$0.46	\$0.16	\$0.17
Weighted Average Shares – Basic and Diluted	10,091,822	10,091,822	10,091,822	10,091,822

**Kevin R. Hoben, President and CEO**, announced that the Company had Net Sales of \$64,016,000 for the twelve months ending December 31, 2012, compared to \$54,193,000 in 2011, increasing \$9,823,000, or 18.1%. For the fourth quarter, Net Sales were \$18,426,000 and \$15,618,000, for 2012 and 2011, respectively, increasing \$2,808,000 or 18.0%.

The Company has experienced sales growth from almost all of its product lines during the year. Domestically, the Company's gas piping product, TracPipe® CounterStrike®, has benefited from the uptick in the construction environment, such as the building of single family homes and high-rises. Additionally, the Company's DoubleTrac® and DEF-Trac® double-containment piping systems have seen increases in orders shipped. Internationally, despite the soft economy, the Company's traditional product, TracPipe®, also showed an increase in sales compared to 2011.

The Company's Net Income through December 31, 2012 was \$7,696,000, surpassing last year's income of \$4,647,000 by \$3,049,000, or 65.6%. As announced during the first quarter of 2012, the Company received an insurance legal recovery, which enhanced net income for the year by approximately \$2,530,000. Excluding that event, the year's income was still 11.2% higher than last year. For the quarter ended December 31, 2012, Net Income was solid at \$1,594,000, compared to \$1,708,000 for the fourth quarter of 2011, diminishing by \$114,000 or 6.7%. The shortfall largely relates to a rise in legal expenses in the 4<sup>th</sup> quarter of 2012, and a one-off tax adjustment which increased income by \$151,000 in the 4<sup>th</sup> quarter of 2011.

*INFORMATION CONCERNING FORWARD-LOOKING STATEMENTS – This news release contains forward-looking statements, which are subject to inherent uncertainties which are difficult to predict, and may be beyond the ability of Omega Flex to control. Certain statements in this news release constitute forward-looking statements with the meaning of the Private Securities Litigation Reform act of 1995, that are not historical facts, but rather reflect Omega Flex's current expectations concerning future results and events. The words "believes," "expects," "intends," "plans," "anticipates," "hopes," "likely," "will," and similar expressions identify such forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of Omega Flex (or entities in which Omega Flex has interests) or industry results, to differ materially from future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's view only as of the date of this news release. Omega Flex undertakes no obligation to publicly release the result of any revisions to these forward-looking statements which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, conditions or circumstances.*

# OMEGA FLEX, INC.

Manufacturer of flexible metal hose and gas piping products

Exton, Pennsylvania  
March 20, 2013

Contact: Timothy Scanlan  
(860) 704-6820

## Omega Flex, Inc. Announces Settlement Agreement

Reports Subsequent Event to 2012 Fiscal Year Results

EXTON, PA, March 20, 2013 – Omega Flex, Inc. (the “Company”) (NASDAQ: OFLX) announced that its English subsidiary, Omega Flex Limited (“OFL”), has reached an agreement to settle litigation related to a construction project in Milton Keynes, England that involved a number of parties and issues. This agreement fully resolves all claims related to the construction project, including claims regarding performance deficiencies of OFL products at the site. OFL believes that the claims are without merit and strongly disagrees with the allegation that the products caused any delays or damages at the site. Following protracted litigation and the uncertain prospects of a trial and the possibility of costs being assessed against OFL, the board of directors of OFL decided that it would be in the best interests of that company to enter into this agreement to resolve these claims and avoid potentially costly litigation.

OFL agreed to resolve claims by making a one-time payment of £800,000, which on a consolidated basis after considering all ancillary charges, will result in an after-tax charge to earnings of the Company of \$820,000 (\$0.08 per basic and diluted common share) in both the Company’s fourth quarter and year ended December 31, 2012. The settlement agreement was entered into after the Company announced its preliminary results of operations for the fourth quarter and year ended December 31, 2012, but prior to the filing of the Company’s Annual Report on Form 10-K with the U.S. Securities and Exchange Commission for the fiscal year ended December 31, 2012. In accordance with U.S. generally accepted accounting principles, the Company is required to recognize the consummation of this agreement as a subsequent event in its 2012 fiscal year results because the event is related to conditions that existed at the balance sheet date of December 31, 2012. The Company’s Net Sales and Net Income attributable to Omega Flex, Inc. for the quarter and year ended December 31, 2012, as reported in the Company’s Current Report on Form 8-K furnished on February 21, 2013, are being revised to reflect the effects of the settlement agreement as indicated below. Although this agreement will not have an effect on full year 2013 earnings, cash flow from operations will be impacted when this settlement payment is made.

### OMEGA FLEX, INC. (OFLX)

	Twelve Months Ended December 31,		Three Months Ended December 31,	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Net Sales	\$64,016,000	\$54,193,000	\$18,426,000	\$15,618,000
Net Income attributable to Omega Flex, Inc.	\$6,876,000	\$4,647,000	\$774,000	\$1,708,000
Earnings Per Share – Basic and Diluted	\$0.68	\$0.46	\$0.08	\$0.17
Weighted Average Shares – Basic and Diluted	10,091,822	10,091,822	10,091,822	10,091,822

*INFORMATION CONCERNING FORWARD-LOOKING STATEMENTS – This news release contains forward-looking statements, which are subject to inherent uncertainties which are difficult to predict, and may be beyond the ability of Omega Flex to control. Certain statements in this news release constitute forward-looking statements with the meaning of the Private Securities Litigation Reform act of 1995, which are not historical facts, but rather reflect Omega Flex’s current expectations concerning future results and events. The words “believes,” “expects,” “intends,” “plans,” “anticipates,” “hopes,” “likely,” “will,” and similar expressions identify such forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of Omega Flex (or entities in which Omega Flex has interests) or industry results, to differ materially from future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management’s view only as of the date of this news release. Omega Flex undertakes no obligation to publicly release the result of any revisions to these forward-looking statements which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, conditions or circumstances.*

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