

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): July 28, 2005

OMEGA FLEX, INC.

(Exact name of registrant as specified in charter)

<u>Pennsylvania</u> (State or other jurisdiction of incorporation)	<u>000-51372</u> (Commission File Number)	<u>23-1948942</u> (I.R.S. Employer Identification No.)
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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 Form 10-12g/a filed on July 22, 2005.

ITEM 8.01 OTHER EVENTS

On July 28, 2005, Mestek, Inc. ("Mestek") mailed to its shareholders of record as of June 23, 2005 a definitive Information Statement on Schedule 14C including a registration statement on Form 10, which set forth the final terms of, and formal disclosure provisions relating to, the spin-off by Mestek of its 86% ownership interest in Omega Flex, Inc. (the "Company"), pro-rata to Mestek's shareholders. The Schedule 14C and Form 10 incorporate certain revisions reflecting comments received from the SEC on preliminary filings previously made by Mestek and the Company. The Registration Statement is now effective. The Company also issued a press release regarding the spin-off transaction, which press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

ITEM 7.01. REGULATION FD DISCLOSURE

The information included in Item 8.01 of this Form 8-K, including the press release attached as Exhibit 99.1, 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) The following documents are filed herewith as an exhibits to this Form 8-K:

Exhibit 99.1 - Press Release

SIGNATURES

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

OMEGA FLEX, INC.
(Registrant)

Date: July 28, 2005

By: /s/ Kevin Hoben
Kevin Hoben
President

OmegaFlex

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Westfield Massachusetts
July 28, 2005

Contact: Kevin Hoben
(413) 564-5708

Mestek, Inc. (“Mestek”) today announced that its majority-owned subsidiary, Omega Flex, Inc. (the “Company”) filed a final Registration Statement on Form 10 and accompanying amended Information Statement with the Securities and Exchange Commission (“SEC”) revising the filing previously made relating to the spin-off of Mestek’s 86% interest in the Company, *pro rata* to all of Mestek’s shareholders of record, as of June 23, 2005 (the “Spin-Off”).

The new and final filing incorporates revisions in response to certain comments made by the SEC with respect to preliminary filings of the Information Statement and Form 10.

The Company’s Registration Statement on Form 10 is now effective and upon distribution of Mestek’s stock in the Company as described below, it is expected that shares of the Company’s common stock will begin trading on the NASDAQ National Market under the symbol “OFLX” on August 1, 2005 or shortly thereafter.

The shares will be distributed, in book-entry form, effective as of 11:59 p.m. on July 29, 2005 (the “Distribution Date”).

For each share of Mestek common stock that a Mestek shareholder owns as of the end of the day of the record date of June 23, 2005, such shareholder will be entitled to receive one share of the Company’s common stock. **However, any holder of Mestek stock who sells shares of Mestek after the record date but before the date the New York Stock Exchange sets as the “ex distribution” date, which should be the next business day after trading is established in Omega Flex shares after the Distribution Date or a few days thereafter, depending on when a market for the Company develops, will also be selling his, her or its entitlement to receive shares of the Company common stock in the Spin-Off, pursuant to what is referred to by the NYSE as a “due bill”. Investors are encouraged to consult with their financial advisors regarding the specific implications of selling Mestek stock before the Spin-Off Distribution Date or the “ex distribution” date.**

John E. Reed, Chairman and CEO of Mestek, indicated as follows:

“We are pleased to announce this implementation of the spin-off, *pro rata* to all of Mestek’s shareholders, of Mestek’s 86% equity interest in its rapidly growing subsidiary, Omega Flex, Inc (“Omega Flex”). Omega Flex is a leading manufacturer of flexible metal hose, utilizing its superior and proprietary technology to manufacture flexible metal hose for a number of applications, including TracPipe® flexible gas piping.

We are pleased to enable our shareholders and Omega Flex to benefit from the advantages of the benefits of Omega Flex being a publicly traded company in its own right. We look forward to Omega Flex continuing to grow and reflect the accomplishments of its excellent team”

Kevin Hoben, President and Chief Executive Officer of the Company, indicated as follows:

“All of us at the Company look forward to becoming a publicly-traded company, listed on the NASDAQ National Exchange. Our management team, our employees and our superb distribution network has worked hard over the years to make the Company the success that it presently is.

Our goals are to:

- Continue our growth in the several markets in which we are engaged.
- Expand our business opportunities by extrapolating our core strengths in manufacturing flexible metal hose into new applications.
- Maintain and improve our current cost structures by effectively utilizing all of our personnel to manage and produce our products in the most cost effective manner possible.

As a separate and public company, the Company will have the ability to focus exclusively on the growth and development of our flexible metal hose businesses, and to create value for our new shareholders, while we look forward to greater visibility, not just in the financial community, but for our products and services as well.”

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.