

**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): January 31, 2019

OMEGA FLEX, INC.

(Exact name of registrant as specified in charter)

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 contains 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, 2017 and the Quarterly Report on Form 10-Q for the period ended September 30, 2018.

ITEM 5.02 ELECTION OF DIRECTOR

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On January 31, 2019, upon receipt of the recommendation of the nominating/governance committee, the board of directors unanimously appointed James M. Dubin as a director of the Company. Mr. Dubin has been designated as a Class 3 director, and will have a term expiring at the 2020 annual shareholder meeting. Mr. Dubin will receive the standard compensation established for the directors; a \$15,000 annual retainer, \$3,000 for each in-person board or committee meeting, and \$1,000 for each telephonic meeting. Mr. Dubin has not yet been assigned to any board committees.

There is no agreement or understanding between Mr. Dubin and any other person pursuant to which Mr. Dubin was elected as a director. Mr. Dubin has also entered into an indemnification agreement with the company, under which the company has agreed to indemnify Mr. Dubin against any claims or assertions arising out of his actions as a director of the company. The indemnity agreement is in the same form as disclosed by the company in its Registration Statement on Form 10-12G filed with the Securities and Exchange Commission on July 22, 2005.

ITEM 8.01 OTHER INFORMATION.

On February 4, 2019, Omega Flex, Inc. issued a press release announcing the appointment of Mr. Dubin to the board of directors, which is furnished as Exhibit 99.1 to this report.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

Exhibits.

Exhibit No. Description

99.1 Press release dated February 4, 2019

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: February 4, 2019

By: /s/ Paul J. Kane
Paul J. Kane
Vice President – Finance



Exhibit 99.1

Middletown, CT
February 4, 2019

Contact: Kevin R. Hoben
(860) 704-6820

Omega Flex, Inc. (the “Company”) today announced that the Board of Directors appointed James M. Dubin as a director of the board of directors. Mr. Dubin has been designated as a Class 3 director, and will have a term expiring at the 2020 annual shareholder meeting.

Mr. Dubin is currently the Executive Chairman of Conair Corporation, a diversified consumer products company. He was formerly a partner and co-chair of the Corporate Department of Paul, Weiss, Rifkind, Wharton & Garrison LLP (an international law firm based in New York City) until his retirement from the firm in 2012. He served for many years as a member of the firm’s management committee and as chair of its finance committee. Since his retirement he has engaged in private consulting work through Madison Place Partners, LLC. Mr. Dubin is on the board of Emmis Communications Corporation and serves on their executive, audit, corporate governance, and compensation committees. Mr. Dubin has served as a director or trustee on a number of corporate, non-profit and charitable organizations, including Carnival Corporation & plc, Lighthouse Guild International, National Foundation for Advancement in the Arts, and the American Ballet Theatre. Mr. Dubin has extensive experience in accounting, finance, and financial reporting, as well as being an attorney with a practice in corporate law, securities and mergers and acquisitions.

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 our 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 our 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 the Company (including its subsidiaries and affiliates) 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. We undertake 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.